

NORTH LOS ANGELES COUNTY
REGIONAL CENTER, INC.

BYLAWS

MAY 15, 2025 RESTATEMENT

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**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” or “Corporation”) shall be located at 9200 Oakdale Avenue, Chatsworth, California, or at such other location as may be designated by the Board of Trustees (“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 location within the Area of Service.

ARTICLE II

PURPOSE AND AREA OF SERVICE

Section 1. Purpose. The specific and primary purpose of the Regional Center shall be to provide services to people ages three and above with developmental disabilities, as that term is defined in the Lanterman Developmental Disabilities Services Act, located at Welfare and Institutions Code section 4500 and following (“Lanterman Act”), and to infants and toddlers up to thirty-six (36) months of age who are developmentally delayed or are at high risk of becoming developmentally disabled, as defined by the Early Intervention Services Act, located at Government Code section 95000 and following.

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, including the Santa Clarita and Antelope Valleys and portions of the San Fernando Valley, State of California, as specified in the contract between the Regional Center and the State of California Department of Developmental Services (“Department”).

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 Corporation shall have no members, as that term is defined in California Corporations Code Section 5056. Any reference herein to a member of the Board (also known as a “Trustee”) 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 in 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. Board Powers. Subject to limitations of the Articles of Incorporation, these Bylaws and applicable portions of the Lanterman Act and its implementing regulations, and applicable portions of the Corporations Code, 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:

(a) To elect and, if appropriate, remove officers of the Board, 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) To select, employ, and, if appropriate, remove 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) To establish the policies of the Regional Center and determine a plan by which the policies of the Regional Center shall be carried out.

(d) To ensure that the Regional Center provides necessary training, including on issues of linguistic and cultural competency, and support to its Trustees to facilitate their understanding of, and participation in the observance of, the business affairs of the Regional Center in these Bylaws.

(e) To adopt rules and regulations, consistent with law, the Articles of Incorporation, and these Bylaws, for the guidance and management of the affairs of the Regional Center.

(f) To establish, in addition to the standing committees, hereinafter provided for, special committees as the Board may deem necessary or desirable, and to determine the duties and powers of said special committees.

(g) To do, perform, and transact all other business and acts which the Board 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 Article VII, Section 3(b), 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 2. Board Duties.

(a) The Board 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.

(b) The Board 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, 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. Such records shall be kept at the Principal Executive Office of the Corporation, as such Office is designated in Article I, Section 1.

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

(d) The Board 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 Executive Finance Committee as set forth in Article VII, Section 4(d) and then recommended for approval or modification to the full Board. The audit report and accompanying management letter shall be submitted to the Department within 60 days of completion and before April 1 of each year. Upon submission to the Department, 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.

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

(f) The Board 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.

(g) The Board shall exercise sound business practices, prudent fiduciary decision-making and attention to proper legal requirements in performing their duties as Trustees of the Corporation.

(h) In accordance with the Board's Contract Policy, the Board 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. 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 Finance Committee votes to approve the contract and the Executive Finance Committee's approval is expressly ratified by resolution by the Board in accordance with statute. 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.

(i) The Board 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 3. Number of Trustees. The authorized number of Trustees shall be not less than fourteen (14) or more than twenty-two (22), except as follows: if the number of seated trustees remains at fourteen (14) or less for a period of greater than sixty (60)

consecutive days, then the minimum number of trustees shall be twelve (12) until such time that the number of seated trustees is sixteen (16) or greater at which time the minimum number of trustees shall return to fourteen (14). The reduction of the minimum trustees from fourteen (14) to twelve (12) detailed in this Section, shall be mandatory each time the number of trustees remains at fourteen (14) for a period greater than sixty (60) consecutive days. The authorized number of Trustees may be changed by an amendment to this Section 3 of the Bylaws, duly approved by the Board in accordance with the provisions of Article IX herein.

Section 4. 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 people with legal, management or board governance, financial, and developmental disability program expertise. For purposes of this provision, "legal expertise" shall mean an individual who is a licensed attorney or law professor. Board governance experience shall not be acquired solely by serving on a regional center board;

(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 (i.e., 50%) of the duly elected Trustees shall be people with developmental disabilities or parents or legal guardians of people with developmental disabilities, and people with developmental disabilities shall comprise not less than twenty-five percent (25%) of the Trustees.

(f) Members of the governing board shall not be permitted to serve more than seven years within each eight-year period.

(g) The Board shall conform to such other membership criteria as are required by law. Documentation shall be submitted to the Department 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 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 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.

(h) 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.

(i) The Regional Center shall provide necessary training, including on issues related to linguistic and cultural competency, and support to all members of the Board to facilitate their understanding and participation. The Department 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 Regional Center shall post information on its internet website regarding the training and support provided to its Board members.

(j) Every current Board member must complete and file a Conflict of Interest Reporting Statement in accordance with Welfare and Institutions Code section 4626 and following, and Title 17 of the California Code of Regulations section 54500 and following, by August 1 of each year and must file a subsequent statement if there is a 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 positions or duties, whether compensated or not. Every new Board member must complete and file a Conflict of Interest Reporting Statement no later than thirty (30) days after being selected, appointed, or elected. The Conflict of Interest Reporting Statements of all Board members and the Executive Director shall be submitted by Board to the Department within ten (10) days of receipt of the statements.

(k) If a present or potential conflict of interest is identified for the Executive Director or a Board member that cannot be eliminated, the Executive Director or Board member should resign, or the Board shall within 30 days of receipt of the Conflict of Interest Reporting Statement, submit to the Department and the State Council a copy of the Conflict of Interest Reporting Statement and a plan that proposes conflict elimination or mitigation and management measures (known as a “Conflict Resolution Plan”). The Conflict Resolution Plan must including timeframes and actions the Board or the individual, or both, will take to eliminate or mitigate and manage the conflict of interest, as described more fully below in Section 6(b). To promote transparency, the Regional Center shall post on its internet website each completed

Conflict of Interest Reporting Statement that identifies a present or potential conflict of interest that cannot be resolved within 30 calendar days of receipt by Board or the Executive Director, or within 30 calendar days of receipt of the Department's notification that it has independently identified a present or potential conflict of interest.

(l) Each potential candidate for the Board shall disclose any present or potential conflicts of interest to the Board 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. Once elected, every new Board member shall complete and file with the Board a Conflict of Interest Reporting Statement on a standard form published by the Department within thirty (30) days of being elected or appointed.

(m) If a Trustee fails to complete the required Conflict of Interest Reporting 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 Trustee (other than the Trustee appointed by the Vendor Advisory Committee), and the Trustee refuses to resign or cooperate with the preparation of a Conflict Resolution Plan in accordance with Welfare and Institutions Code section 4626 and Title 17, section 54533, of the California Code of Regulations, that Trustee shall be removed from the Board. Notice to the Board of a pending removal pursuant to this Subsection shall be included by the Board Secretary in the agenda for the regular meeting of the Board next succeeding the Trustee'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 Trustee and the Department approves that resolution.

Section 5. Vendor Advisory Committee Designee. Anything herein to the contrary notwithstanding, the Vendor Advisory Committee, described in Article VII, Section 7, below, shall designate one of its members to serve as a Trustee of the Board ("Vendor Trustee").

Section 6. Limitations on Certain Trustees.

(a) 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:

- (1) Serve as an officer of the Board;
- (2) Vote on any fiscal matter affecting the purchase of services from any provider by the Regional Center. 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

(3) 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.

(b) For Board members with a conflict of interest, there may be certain limitations depending upon the nature of the conflict of interest. If, as detailed above in Section 4(k), it is determined by the Board or the Department that any Board member has a present or potential a conflict of interest, a proposed Conflict Resolution Plan must be prepared for that Board member. A Conflict Resolution Plan is a written, detailed plan to eliminate, or mitigate and manage, the present or potential conflict of interest, along with any necessary supporting documents. Any Conflict Resolution Plan shall meet the requirements of Title 17, section 54533, of the California Code of Regulations, and shall:

(1) Describe the precise nature of the present or potential conflict of interest or activity and give a detailed description of the conflict:

(A) The type of interest creating the present or potential conflict;
and

(B) The identity and relationship between the individual(s) and/or entity(ies) involved; and,

(C) The roles and duties of each individual and/or entity that gives rise to the present or potential conflict of interest.

(2) State the action(s) that the Board, Regional Center and/or the individual(s) will take, including the necessary timeframes, to eliminate or mitigate and manage the present or potential conflict of interest. Actions to eliminate, or mitigate and manage, the present or potential conflict of interest may include, but are not limited to, one or more of the following:

(A) Resignation of the individual(s) from the position or activity creating the conflict of interest.

(B) Refraining from participation, or limiting the individual's

ability to act, in a particular matter or category of matters.

(C) Change of assignment, duties, or position.

(D) Divestiture of financial interests that give rise to the conflict of interest.

(E) Terminating or refraining from relationships that give rise to conflicts of interest.

(3) Provide a detailed explanation of how each of the proposed actions will actually eliminate or mitigate and manage the present or potential conflict of interest.

(4) Provide the name, position and duties of the individual(s) who will be responsible for ensuring that any actions, limitations, or restrictions included in the Conflict Resolution Plan, if approved by the Department, will be taken, applied, followed, and monitored. Explain any oversight and monitoring mechanism in enough detail to allow the Department to ascertain that the mechanism is sufficient to eliminate, or mitigate and manage, the present or potential conflict of interest.

A proposed Conflict Resolution Plan shall be signed by the individual(s) subject to the Conflict Resolution Plan, in addition to the person in the designated position or committee responsible for reviewing the Conflict of Interest Reporting Statement, and the person in the designated position or committee responsible for monitoring performance under the proposed Plan, if approved. The Board shall submit a copy of the completed Conflict of Interest Reporting Statement and the proposed Conflict Resolution Plan to the Department and the State Council within 30 calendar days of receipt of the Conflict of Interest Reporting Statement or of the Department's notification that it has independently identified a present or potential conflict of interest.

(c) Not later than 90 calendar days after the State Council receives copies of the completed Conflict of Interest Reporting Statement and the proposed Conflict Resolution Plan for a Board member or the Executive Director, the State Council shall each provide to the Department their written approval or disapproval of the proposed Conflict Resolution Plan. If the State Council fails to provide the Department with its written approval or disapproval of the proposed Plan within 90 calendar days of receipt of the Conflict of Interest Reporting Statement and the proposed Plan, the Department alone may make the decision to disapprove the proposed Plan. The Department shall not approve a proposed Conflict Resolution Plan without the approval of the State Council.

(d) The Department shall determine whether a proposed Conflict

Resolution Plan is sufficient or needs to be modified to adequately eliminate, or mitigate and manage, the present or potential conflict of interest. The Department may impose additional restrictions and additional obligations to the proposed Conflict Resolution Plan and/or make a determination that further information is required.

(e) The Department is responsible for making the final decision as to what conditions, restrictions, obligations, or actions, if any, shall be imposed or taken by the Board, Regional Center, and/or the individual(s), to eliminate, or mitigate and manage, the present or potential conflict of interest.

(f) The submission of a proposed Conflict Resolution Plan does not authorize an individual with a present or potential conflict of interest to engage in any activity that constitutes a present or potential conflict of interest. The proposed Conflict Resolution Plan shall be approved, in writing, by the Department, and the Conflict Resolution Plan fully implemented prior to the individual engaging in otherwise prohibited conduct. Department approval is not granted until the Regional Center receives such determination in writing. Individuals shall not engage in activities in which there is a present or potential conflict of interest except in accordance with the terms of an approved Conflict Resolution Plan.

(g) Department approval of a proposed Conflict Resolution Plan is not valid unless it is based upon full disclosure of all relevant information by the Board, Regional Center, and/or the individual(s) with the present or potential conflict of interest. Nondisclosure or misrepresentation of present or potential conflicts of interest or of material information bearing on the proposed Conflict Resolution Plan decision shall result in the Department's rescission of its approval and/or immediate denial of the proposed Conflict Resolution Plan, in addition to any civil penalties imposed pursuant to Welfare and Institutions Code section 4626.

(h) The Department shall issue its modification, approval, or denial of the proposed Conflict Resolution Plan, in writing, to Board or the Regional Center's designated party within 30 calendar days of receiving the written approval or disapproval of the proposed Conflict Resolution Plan from the State Council for Board members or the Executive Director, unless the Department determines there is good cause for extending the time to respond.

(i) If the proposed Conflict Resolution Plan of a Board member or the Executive Director is denied by the Department and/or the State Council, the Board member or Executive Director shall have 30 calendar days from the date of receipt of the Department's written denial in which to take the necessary action to eliminate the conflict of interest or resign his or her position as a Board member or Executive

Director. The Department may, in exercise of its discretion, grant the Board, the Board member, Executive Director or Regional Center, an extension in which to complete any actions necessary to eliminate the conflict of interest.

(j) If the proposed Conflict Resolution Plan is approved by the Department, the approved Conflict Resolution Plan shall be implemented not later than 30 calendar days after written notification is mailed by the Department, unless the Department grants the Board, the Regional Center and/or the individual(s) an extension in which to complete any actions necessary to implement the approved Conflict Resolution Plan.

(k) The Board, the Regional Center, and/or the covered individual(s) shall fully comply with all elements set forth in the approved Conflict Resolution Plan. When required by the terms of the approved Plan, the Board, the Regional Center, and the individual(s) shall provide documentation demonstrating compliance with the approved Plan to the Department.

(l) A new proposed Conflict Resolution Plan shall be submitted to the Department on an annual basis and upon any change of status that creates a present or potential conflict of interest.

(m) The Board and/or the Regional Center shall retain a copy of each Conflict of Interest Reporting Statement and any approved Conflict Resolution Plan for the period of time consistent with the record retention requirements in its state contract.

Section 7. 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 an employee of the Department 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) An individual who is an employee or a member of the State Council or a State Council regional advisory committee.

(c) Except for the Vendor Trustee (as that term is defined at Article IV, Section 5 of these Bylaws), an individual who is an employee or a member of a governing board of any entity from whom or from which the Regional Center purchases

consumer services (“Business Provider”).

(d) Any person who has a financial interest in Regional Center operations, as defined in California Government Code Section 87103, except as a consumer of Regional Center services.

In the event that the Board President has cause to believe that a Trustee is no longer qualified under this Section 7 of the Bylaws, or if any Trustee alleges to the President in writing, that another Trustee, including the Trustee who serves as the President, is no longer qualified under this Section 7 of the Bylaws, the President shall schedule 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 Trustee 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, excluding the Trustee whose qualifications are the subject of the hearing, shall immediately vote on a finding as to the Trustee's continuing qualification. If a majority present and voting finds that the Trustee is no longer qualified, that Trustee shall be automatically removed for cause, effective upon the Board's vote.

Section 8. 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's first term shall be for one (1) year and any potential successive terms shall be for 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 years within an 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 the regularly-scheduled May 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. Such a report may be written or may be made orally but, in either case, the report shall contain, at minimum, all relevant information regarding an individual nominee's specialization.

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

(d) At each election, Subject to the limitations imposed in Article IV, Section 3, the Board may determine to leave one (1) or more, but not more than eight (8) 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 a Board member(s) requests that the vote be conducted by written ballot, the requesting Board member(s) must make that clear during the nomination phase to enable the Secretary to prepare the ballots for the election. 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. Votes may not be cast by Trustees who are not present in person or by virtual participation, subject to the limitations detailed in Section 10(j) of this Article, at the meeting at which Trustees are to be elected. 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 that any Trustee or nominee wanting to see the used ballots will have the opportunity to do so.

(f) Anything herein to the contrary notwithstanding, at the June meeting at which Trustee elections are held, the Vendor Advisory Committee shall be entitled to designate one member from its Committee to serve as the Vendor Trustee. The Vendor Trustee shall serve a term of one (1) year.

(g) Each 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 8.

(2) Is removed for cause, including but not limited to, for noncompliance with the Board Code of Conduct, by a majority of the Trustees then in office, or is found to be disqualified through the procedure detailed in Section 7, above.

(3) Is 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, commencing with Section 5230.

(4) Is removed without cause by two-thirds (2/3) vote 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.

(5) Completes his or her term on the Board or, if sooner, completes seven (7) years as a Trustee in an eight(8)-year period.

(h) In the event a Trustee is absent from either three (3) consecutive regularly- scheduled Board meetings or from three (3) consecutive committee meetings, or is absent from five (5) regularly-scheduled Board meetings or from five (5) committee meetings during the fiscal year running from July 1 through June 30, then the Trustee may be deemed to have resigned from the Board and any committee of which the Trustee is a member. For purposes of this section, an absence shall mean any meeting in which a Trustee is not present for greater than 25% of the timeframe designated in the Agenda for the meeting (e.g. if the Agenda for a Board Meeting designates a total meeting time of 2 hours, any individual absent for greater than 30 minutes will be considered absent even if the actual board meeting is adjourned after 3 hours; or, if the Agenda for a Board Meeting designates a total meeting time of 2 1/2 hours, an individual absent for 30 minutes will not be considered absent even if the actual board meeting is adjourned after 1 hour and 45 minutes). Such absences may be excused for good cause as determined by a majority vote of the Board. The non-

compliant Trustee must be given notice of each absence from a Board meeting and/or committee meeting. If the Trustee reaches the absence thresholds set forth above despite being sent notices of the absences, the Trustee must be sent a Final Notice of Attendance Violation from the Board Secretary, and if there are any further absences without good cause as determined by a majority vote of the Board, then the Trustee will be considered resigned effective immediately unless a majority of the Board (non-inclusive of the subject Trustee) votes for a different resolution. If a Trustee is 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 to each Trustee with the following month's board meeting packet.

Section 9. Vacancies. A vacancy or vacancies on the Board (as opposed to a vacancy in the position of an Officer of the Board detailed in Article V, Section 4) shall be deemed to exist (1) in the case of the death, resignation, or removal of any Trustee, (2) if the authorized number of Trustees is increased, (3) if the Trustees fail at any meeting of the Board at which any Trustees are elected, to elect the full authorized number of Trustees, or (4) upon the declaration by resolution of the Board of a vacancy due to a Trustee 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). Except for a vacancy caused by the death, resignation, or removal of the Vendor Trustee, or court order causing the exclusion of the Vendor Trustee, vacancies on the Board may be filled by a majority of the remaining Trustees at a meeting. Each Trustee elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the Trustee has been removed from office.

Section 10. Meetings.

(a) The Board shall hold nine (9) regular meetings during the fiscal year, rotating meetings among each regional center office location as follows: four (4) at the San Fernando Valley office, two (2) at the Santa Clarita office, and three (3) at the Antelope Valley office. 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 and/or Secretary's Designee shall notify each Trustee of the date of, time and place of, and provide a specific agenda and board packet for, each regular meeting, by either first-class mail, postmarked at least seven (7) days prior to the date of the scheduled meeting, or by email or facsimile at least (7) days prior to the date of

the scheduled meeting and only if an unrevoked consent to the use of email or facsimile has been provided to the Board. The agenda shall identify all substantive topic areas to be discussed. No item shall be added to the agenda or Board packet subsequent to the provision of this notice except for urgent requests made by the Department, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public during the public comment period, or when items are brought before the Board at meetings by members of the public during the public comment period.

(b) Special meetings of the Board may be called by the President, by the majority of the Executive Finance Committee, or by one-third (1/3) of the Trustees then in office. Notice of the date, time, and place of a special meeting shall be provided to each Trustee by the Secretary of the Board upon four (4) days' notice by first class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system, or by email or facsimile if any an unrevoked consent to the use of email or facsimile has been provided to the Board. The notice shall include a description of the proposed purpose of the meeting and shall be accompanied by an agenda of the 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 in this Section 10. "Board meetings" include meetings conducted by any committee of the Board which exercises authority delegated to it by the Board. However, "Board meetings" shall not be deemed to include Board retreats planned solely for educational purposes. At each meeting of the Board, time shall be permitted for public input on all properly noticed agenda items prior to Board action on those items. Time shall also be allowed for public input on any issue not included on the agenda. Any person attending an open and public meeting of the Board shall have the right to record the proceedings on a tape recorder, video recorder, or other sound, visual, or written transcription recording device, in the absence of a reasonable finding by the Board that such recording constitutes, or would constitute, a disruption of the proceedings. 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 subsection (c). The Regional Center shall provide a copy of Article 3 (Sections 4660-4669) of the 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. 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 requests made by the Department, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public during the public comment period.

(e) An emergency meeting of the Board may be called without complying with the notice requirements provided for at Subsections (a), (b) and (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 local State Council office 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, when discussion in open session concerning those matters would prejudice the position of the regional center in the litigation. Litigation shall be considered pending when any of the following circumstances exist:

- (a) An adjudicatory proceeding to which the regional center is a party has been initiated formally.
- (b) A point has been reached where, based upon existing facts and circumstances and the advice of legal counsel, it is determined that there is a significant exposure to litigation against the regional

center.

(c) Based on existing facts and circumstances, the regional center has decided to initiate or is deciding whether to initiate litigation. Prior to holding a closed session pursuant to this section, the regional center governing board shall state publicly to which subdivision it is pursuant.

(6) Any matter dealing with a particular Regional Center consumer, 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 taken by the Board Secretary in a notebook 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 in open session the specific reason or reasons for the closed session. In the closed session, the Board may consider only those matters covered in its statement.

All discussions had, and information acquired, at a closed session of the Board are confidential and may be protected by the attorney-client privilege. Board members 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. A violation of this confidentiality provision is grounds for removal from the Board and any Board Committee of which the Trustee is a member.

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

(h) The open and closed meeting requirements set forth in this Section 9 and in Chapter 5, Article 3 of the Lanterman Act, commencing with Welfare and Institutions Code Section 4660, 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, ethnic group identification, age, ancestry, sex, mental disability, physical disability, medical condition,

genetic information, marital status, sexual orientation, language, or any characteristic listed or defined in Government Code Section 11135 (or any successor statute thereto).

(j) All Board meetings shall be available for virtual participation, including through use of conference telephone and electronic video screen communication, in order to promote easier access. Board member virtual participation constitutes presence in person at Board meetings so long as all Trustees and members of the public participating in such meetings can hear one another.

(k) 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 Subsection (f) of this Section 10. Materials which are distributed prior to commencement of a Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. 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 Subsection (k).

(l) Any action taken by the Board in violation of the open and closed meeting requirements of this Section 10 is null and void. The Board is not prevented from curing or correcting any action challenged pursuant to this Section.

(m) The Board shall meet with representatives of the Department upon request by the Director of the Department, and, if requested, the Board shall exclude Regional Center employees from the meeting. The Board shall meet with the Department's 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 Subsection (m), at the Department's discretion, efforts shall be made to meet with the Board at a mutually agreed-upon time, date, and place, with the goal of promoting attendance by Board members.

Section 11. Quorum and Voting. A majority of the number of 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. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of directors, if any action taken is approved by at least a majority of the required quorum for that meeting, unless a greater number is required by law or by these Bylaws.

Except as provided in Article IV, Section 6, each Trustee who is present at a meeting, including those participating virtually as set forth in Section 10, Subsection (j), shall be entitled to one vote on each matter submitted to a vote of the Trustees. Voting by proxy is prohibited. Voting by email, facsimile, mail or other means by a Trustee who is not present at a meeting is also prohibited. Once a vote is cast, it may not be changed.

Section 12. Freedom from Liability. No Trustee who performs the duties of a Trustee in good faith and in the best interests of the Corporation, as set forth in Corporations Code section 5231, shall be personally liable for the debts, liabilities, or obligations of the Regional Center, except as provided in Corporations Code section 5233, relating to self-dealing transactions.

Section 13. Compensation. The Trustees of the Corporation shall serve without compensation for any services rendered by them to the Corporation as such Trustee. However, this shall not operate to preclude any Trustee from receiving reimbursement from the Corporation for reasonable expenses incurred by Trustee. There shall be no reimbursement for non-business-related travel companions. Neither shall there be loans to Trustees, except as might be permitted for matters relating to indemnity under Article XI of these Bylaws.

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, Vice President, Treasurer, ARCA delegate, and Secretary, and such other officers as may be provided for by Board resolution. The same person may not serve concurrently in more than one office except as is needed to fill vacancies as that term is defined in Section 4 hereinbelow.

Section 2. Election. Except as otherwise stated in the Bylaws, 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 to the Board at the regularly-scheduled May meeting immediately prior to the Board's regularly-scheduled June meeting. Nominations may be made from the floor by Trustees 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 of those Trustees in attendance 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) candidates with the highest number of votes at the same June meeting of the Board. 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, unless: (1) their successor is elected at a date after June 30; (2) they resign prior to June 30; (3) they are removed at the pleasure of the Board in accordance with these Bylaws prior to June 30; or (4) they die. An officer may be removed with or without cause by a 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 regular meeting at which such vote would be taken. Notice shall be given at least 7 days prior to the regular meeting or with that meeting's Agenda, whichever provides more notice. There is no limitation to the number of terms that an officer may serve except for the office of President which shall have a limit of two (2) consecutive terms, additionally the Nominating Committee shall take into account continuity of leadership when Trustees are in their final year of eligibility to serve as Trustee.

Section 4. Vacancies. In the case of death, resignation, removal, or disqualification of any officer of this Board, or if there is otherwise a vacancy in an office, the Board shall elect from a slate of candidates presented by the Nominating Committee, the officer's successor, who shall hold his or her office for the unexpired term of that office (as opposed to a vacancy in the position of trustee of the Board detailed in Article IV, Section 9). 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, unless the office of the Secretary of the Board is vacant in which case such notice shall be given by the Board President. The notices may be provided to each Trustee 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 Trustee.

Section 5. Duties of the President. The President shall preside at all meetings of the Board. 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 contracts in conformance with the Board Contracts policy or any subsequent policy covering the authority of the Board 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) Chair Executive Finance Committee meetings and the quarterly Post-Retirement Medical Trust Committee meetings.

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

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

(a) In the absence or incapacity of the President, or the President otherwise refuses to act, perform the duties of the President.

(b) Participate in the quarterly meetings of the Post-Retirement Medical Trust Committee.

(c) Act as parliamentarian or designate another individual to serve as parliamentarian.

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

Section 7. Duties of Secretary. The Secretary shall:

(a) Cause to be taken and maintained at the Principal Executive Office of Corporation the minutes of meetings of the Board and the Executive Finance Committee.

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

(c) Sign the original copy of the Bylaws when revisions are made and cause the original or a certified copy of the Bylaws to be kept and open to inspection by Trustees at all reasonable times, at the Principal Executive Office of the Corporation.

(d) Review the attendance of Board members at monthly meetings, notify Board members of absences, and inform the President if a Board member has failed to meet the attendance requirements as described at Section 8, Subsection (h), of Article IV.

(e) Be then custodian of all books and records of the Corporation (excepting books of account) showing the information required by law, which books

and records shall be kept at the Principal Executive Office of the Corporation.

(f) Cause all notices that are required by law or these Bylaws to be given.

(g) Cause the Corporation's seal to be kept and affix it to all papers and documents requiring a seal.

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

Section 8. Duties of Treasurer. The Treasurer shall:

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

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

(1) Review all financial reports and the financial status of the Regional Center.

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

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

(c) Participate in the quarterly meetings of the Post-Retirement Medical Trust Committee.

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

Section 9. 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) Shall provide a report at each Community Relations Committee meeting.

Section 10. Absences. In the case of the absence of any officer of the Board, 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, except as otherwise specified in the Bylaws, providing that the majority of the Board votes in favor of such delegation of power except that the duties of President may not be exercised by a Trustee concurrently serving as either Secretary or Treasurer.

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. 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 an advisory role only in providing such assistance, with the ultimate decision being solely that of the Executive Director. 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 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 Trustees then in office.

Section 2. Appointment of Committees. Except for the Executive Finance Committee, the Vendor Advisory Committee, and the Consumer Advisory Committee, membership on committees shall be by appointment by majority vote of the Trustees then in office. All committee members must be Trustees, with the exception of members of the Consumer Advisory Committee, Post-Retirement Medical Trust Committee, and Vendor Advisory Committee.

Section 3. Structure and Operation of Committees.

(a) All chairpersons of committees shall be appointed by the President unless otherwise specified in the Bylaws. These appointments require approval by a majority vote of the Board. The same Trustee cannot be appointed to serve as chairperson of more than one committee simultaneously, except for the President who may only serve as the chairperson of the Executive Finance Committee and the Post-Retirement Medical Trust Committee.

(b) Except as expressly delegated to any particular committee by these Bylaws or by resolution of the Board of Trustees, 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 Trustees. Further, no committee may be delegated authority which would otherwise be exercised by the Board unless all of the members of the Committee are also members of the Board or unless all of the actions proposed by such Committee are ratified by the Board prior to their execution in accordance with statute.

(c) Minutes are to be kept of all committee meetings and kept on file at the Principal Executive Office of the Corporation and posted on the Regional Center's website.

(d) Trustees 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 except for the Consumer Advisory Committee, Post-Retirement Medical

Trust Committee, and Vendor Advisory Committee.

(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, rather than participating in person. It is the individual committee member's choice how he or she wishes to participate. Participation in a meeting, through the use of conference telephone or electronic video screen communication 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 transmission other than conference telephone and electronic video screen communication 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.

(4) Members of the public in attendance, consistent with Article IV Section 10(c), are or would be able to communicate with any member using electronic transmission other than conference telephone and electronic video screen communication.

(g) Except as otherwise provided in these Bylaws or otherwise mandated by law, each committee shall be permitted to schedule the timing, location, and format (i.e., in-person or virtual) based on majority vote of that committee. In all committee meetings where the committee has been authorized to conduct business on behalf of the Board, such committee meetings shall comply all California open meeting laws including, but not limited to, Welfare and Institutions Code Section 4660.

Section 4. Executive Finance Committee.

(a) Composition. The Executive Finance Committee shall consist of

the duly elected Board officers and the most immediate past President still serving as a Trustee on the Board. The Board shall have the authority to appoint up to an additional three (3) Trustees to the Executive Finance Committee. The President shall be the chairperson. Each individual Officer shall have one (1) vote even if an individual serves in multiple board offices (e.g. If the President is also the ARCA Delegate, then that individual only has one (1) vote even if serving as two (2) Officers simultaneously.

(b) Authority and Duties. The primary purpose of the Executive Finance 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 Finance Committee shall have the full power and authority of the Board, except that the Executive Finance Committee shall have no authority to do the following:

- (1) The power to adopt, amend, or repeal the Articles of Incorporation or these Bylaws
- (2) The power to fill vacancies on the Board or any committee which has the authority of the Board;
- (3) The power to appoint committees of the Board or the members thereof;
- (4) The power to appoint or remove the Executive Director;
- (5) The power to remove a Trustee;
- (6) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable
- (7) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.
- (8) The approval of any self-dealing transaction

(c) The Executive Finance Committee shall have the additional affirmative duty to ensure that a strategic plan is developed that encompasses the following: the development and implementation of the Regional Center's annual performance contract, the objectives contained therein, and recommendations to the Board on adopting and modifying goals and objectives contained in the contract, identifying gaps in the service delivery system, including generic agencies, and recommend alternatives to close these gaps, such as systems advocacy, legislation, or interagency coordination. Advise the Board of Trustees on developing a long range resource development plan, and participate in the strategic planning of the types of services needed.

(d) The Executive Finance Committee shall review and monitor contract obligations of the Corporation; review and monitor the budget of the

Corporation and expenditures and taxes of the Corporation's funds; 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. In addition, as referenced above in Article IV, Section 2(d), and in the absence of an Audit Committee, the Executive Finance Committee shall be responsible for:

- (1) 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;
- (2) Negotiating the independent auditor's compensation on the Board's behalf;
- (3) Conferring with the auditor to satisfy the Audit Committee that the financial affairs of the Corporation are in order; and;
- (4) 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.

Should the Corporation not have a separate Audit Committee, then the Executive Finance Committee shall act as the Audit Committee for purposes of Government Code Section 12586 or any successor statute if the Regional Center is required to comply with said statute.

(e) Additional Authority. The Executive Finance Committee shall also have such power and authority to perform such other duties as the Board may from time to time determine or delegate except that the Board may not delegate its authority to do any of those actions provided in Article IV Section 1 of these Bylaws. All business conducted by the Executive Finance Committee on behalf of the Board shall be reported at the next meeting of the Board. The Executive Finance Committee shall also have the power and authority to oversee the performance evaluation of and negotiate contracts with the Executive Director of the Regional Center.

(f) Conduct of Business. Meetings of the Executive Finance Committee shall be held at the call of the President or any two (2) members of said Committee, at such times the Board is not in session. Notice of Executive Finance Committee meetings shall be made in the same manner as Special Meetings of the Board as detailed in Article IV Section 10. A quorum shall be a majority of the Executive

Finance Committee. Members of the Board are invited to express their opinions to the Executive Finance Committee and to attend any meetings of the Executive Finance Committee.

Section 5. Nominating Committee.

(a) Composition. The membership of the Nominating Committee shall consist of not less than three (3) Trustees and a member of the Vendor Advisory Committee as one of its four (4) members. The Nominating Committee members will elect their own chairperson. A quorum shall consist of a majority 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 Executive Office of the Corporation all applications and application-related materials submitted to the Regional Center by Trustee candidates for the Board positions. These applications and application-related materials shall be kept confidential; only the Board President, Executive Director, Board Secretary, and members of the Nominating Committee (including the representative of the Vendor Advisory 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, as provided for at Section 8 of Article IV of these Bylaws. In the event of a vacancy on the Board before the end of a term, the Nominating Committee shall present to the Board its recommendation for a person or persons to fill the vacancy.

(2) Selection of Officers. The Nominating Committee shall present a slate to the Board for the office of President, Vice President, Secretary, Treasurer, and ARCA delegate, 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 Consumer Advisory Committee Members. The Consumer Advisory Committee shall be composed of adult consumers who reside in the regional center's catchment area and participate in five (5) Consumer Advisory Committee meetings during any 12-month period. The Nominating

Committee shall submit to the Board a slate of individuals to be appointed by the Board as Board Liaison to the Consumer Advisory Committee.

Section 6. Community Relations Committee.

(a) Composition. The Community Relations Committee shall select its chairperson. The Board ARCA Delegate shall report at each meeting of the Community Relations Committee, but shall not necessarily be required to be a member of the Community Relations Committee. A quorum shall consist of a majority of the members of the Community Relations Committee.

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

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

(1) Review any pending legislation pertinent to people with developmental disabilities 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 at the direction of the full Board; and

(2) Inform and educate, as outreach, the diversified communities served by the Regional Center as to the purposes, policies and operational procedures of the organization; and (3) Serve as a clearing-house for all public forums.

(3) Review and recommend standards and policies consistent with the needs of Regional Center consumers with regard to:

- i. Regional Center services, such as consumers' rights, case management, intake, assessment, and community development.
- ii. Services provided by agencies outside the Regional Center. It is not the role of the Community Relations Committee to discuss individual consumers, individual vendors, the investigation of special incidents involving vendors, and other confidential Regional Center matters. Accordingly, such matters shall not be discussed at meetings of the committee.

Section 7. Vendor Advisory Committee.

(a) Composition. The membership of the Vendor Advisory Committee shall consist of not more than eighteen (18) members who are either current vendors in good standing of the Corporation or are employed by vendors in good standing of the Corporation.

(b) It shall be composed of persons representing a wide variety of the various categories of providers from which the Regional Center purchases consumer services. The Vendor Advisory Committee shall designate one (1) of its members to serve as a member of the Board (i.e., the Vendor Trustee). The Vendor Trustee shall serve as chairperson. The Vendor Trustee's term shall be one (1) year. A quorum shall consist of a majority of the members of the Vendor Advisory Committee.

(c) Appointment and Term of Members. The members of the Vendor Advisory Committee shall be appointed by the Board from a slate of candidates provided by Vendor Advisory Committee, and shall each serve a term of three (3) years unless an earlier vacancy occurs as provided in the Bylaws. Each member of the Vendor Advisory Committee shall each serve a term of three (3) years unless the member is elected to fill a vacancy in which case the "replacement" member serves the remainder of the term of the member vacating their seat. 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. In the event a member has been elected to fill such vacancy, the term shall commence upon election 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 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.

(d) 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.

Section 8. Consumer Advisory Committee.

(a) Composition. The Consumer Advisory Committee shall be composed of adult consumers who reside in the regional center's catchment area and participate in five Consumer Advisory Committee meetings during any 12-month period. Members of the Consumer Advisory Committee, once qualified by attendance

at five Consumer Advisory Committee meetings during any 12-month period, shall remain members of the Committee for so long as they continue to attend at least five Consumer Advisory Committee meetings during any 12-month period.

(b) Election of Committee Chair. The Consumer Advisory Committee chair shall be elected by the committee. The term of office shall be one (1) year with no limitations on the number of terms. The committee will also elect a vice-chair.

(c) Duties. The duties of the Consumer Advisory Committee shall be to provide the Regional Center's Board with recommendations on legislation or services and supports provided by the center or other publicly funded entities.

(d) Board Liaison. The Board may appoint a Board Liaison to attend monthly committee meetings for the purpose of facilitating communication between the committee and the Board and completing the monthly CAC Liaison Report for the Board. The Board Liaison should be an individual served by NLACRC, but if a person served is not available or willing to serve, then the Board can appoint a staff member or Trustee to serve as Board Liaison. The Board should consider alternating the Liaison position from year to year.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. Maintenance 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 Executive Office 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 at the Principal Executive Office and in the manner provided in the California Corporations Code.

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, and shall be open to inspection at the Principal Executive Office by the Trustees as provided in the California Corporations Code.

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. In conformance with the Board's Contract Policy or any other policy detailed the Board's authority to enter into contracts on behalf of the Regional Center, 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.

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 at which a quorum is present, by approval of at least a majority of Trustees then in office, 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 California Corporations Code.

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, including the Board Code of Conduct, 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 people 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 under Corporations Code Section 5238 or any successor statute thereto, 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 this Article XI 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 in the amount advanced on that Trustees behalf 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 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 Board of Trustees, hereby certifies:

1. That I am the duly elected and acting Secretary of the Board of Trustees 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 thirty-four (34) pages, was duly adopted by the Board of Trustees of the Regional Center on June 11, 2025, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of this corporation hereto this ____ day of _____ 202__.

[SEAL]

_____,
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. Revised and approved by the Board of Trustees March 11, 2015. Revised and approved by the Board of Trustees June 14, 2017.

Revised and approved by the Board of Trustees June 13, 2018. Revised and approved by the Board of Trustees January 15, 2020. Revised and approved by the Board of Trustees March 10, 2021. Revised and approved by the Board of Trustees January 12, 2022. Revised and approved by the Board of Trustees May 11, 2022.

Revised and approved by the Board of Trustees February 14, 2024, and May 8, 2024
Revised and approved by the Board of Trustees June 11, 2025