

BYLAWS
OF
INLAND COUNTIES REGIONAL CENTER, INC.

A California Nonprofit Public Benefit Corporation

[May 10, 2021]

TABLE OF CONTENTS

ARTICLE I – NAME AND OFFICES.....	1
Section 1. NAME AND OFFICES.....	1
ARTICLE II - NONPROFIT STATUS	1
Section 1. PURPOSES.....	1
Section 2. LIMITATIONS.....	1
Section 3. DEDICATION OF ASSETS AND DISSOLUTION.....	2
ARTICLE III -TRUSTEES	2
Section 1. NUMBER OF TRUSTEES.....	2
Section 2. QUALIFICATIONS OF TRUSTEES.....	2
Section 3. POWERS.....	3
Section 4. NOMINATION AND ELECTION OF TRUSTEES.....	4
Section 5. TERM OF OFFICE.....	4
Section 6. VACANCIES.....	4
Section 7. FEES AND COMPENSATION.....	5
Section 8. NO PERSONAL LIABILITY.....	5
ARTICLE IV - MEETINGS.....	5
A. CORPORATE AFFAIRS MEETINGS.....	5
Section 1. PLACE OF MEETINGS.....	5
Section 2. REGULAR MEETINGS.....	5
Section 3. SPECIAL MEETINGS.....	6
Section 4. NOTICE OF SPECIAL MEETINGS.....	6
Section 5. ADJOURNMENT.....	6
Section 6. ACTION WITHOUT MEETING.....	7
Section 7. ACTION BY COMMITTEE.....	7
B. MEETINGS FOR REGIONAL CENTER FUNCTIONS.....	7
Section 1. PLACE OF MEETINGS.....	7
Section 2. REGULAR MEETINGS.....	7
Section 3. CLOSED MEETINGS.....	8
Section 4. EMERGENCY MEETINGS.....	8
Section 5. ADJOURNMENT.....	9
C. PROVISIONS AFFECTING ALL CORPORATE AFFAIRS AND REGIONAL CENTER FUNCTION MEETINGS.....	9
Section 1. ANNUAL MEETING.....	9
Section 2. QUORUM.....	9
Section 3. CONDUCT OF MEETINGS.....	9
Section 4. OTHER METHODS OF PARTICIPATION IN MEETINGS.....	9
Section 5. WAIVER OF NOTICE.....	10
Section 6. ENTRY OF NOTICE.....	10
Section 7. AFFIDAVIT OF MAILING NOTICE.....	10
ARTICLE V - MEMBERS	11
Section 1. NO MEMBERS.....	11
Section 2. POWERS GIVEN TRUSTEES.....	11
ARTICLE VI - OFFICERS	11
Section 1. OFFICERS.....	11

Section 2. ELECTION.....	11
Section 3. OTHER OFFICERS.....	11
Section 4. TERM OF OFFICE.....	12
Section 5. REMOVAL AND RESIGNATION.....	12
Section 6. VACANCIES.....	12
Section 7. CHAIRPERSON OF THE BOARD.....	12
Section 8. VICE-CHAIRPERSON OF THE BOARD.....	12
Section 9. SECRETARY.....	12
Section 10. ASSISTANT SECRETARY.....	13
Section 11. EXECUTIVE DIRECTOR.....	13
Section 12. ASSOCIATE EXECUTIVE DIRECTOR.....	13
Section 13. GENERAL COUNSEL.....	13
Section 14. CHIEF FINANCIAL OFFICER.....	14
Section 14. ABSENCES.....	14
ARTICLE VII - INDEMNIFICATION OF TRUSTEES, OFFICERS,	14
EMPLOYEES AND AGENTS, LIMITATIONS, INSURANCE	14
Section 1. DEFINITIONS.....	14
Section 2. SUCCESSFUL DEFENSE BY AGENT.....	15
Section 3. SETTLEMENT OR UNSUCCESSFUL DEFENSE BY AGENT.....	15
Section 4. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.....	15
Section 5. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.....	15
Section 6. CLAIMS SETTLED OUT OF COURT.....	16
Section 7. CLAIMS AND SUITS AWARDED AGAINST AGENT.....	16
Section 8. DETERMINATION OF AGENT’S GOOD FAITH CONDUCT.....	16
Section 9. LIMITATIONS.....	17
Section 10. ADVANCE OF EXPENSES.....	17
Section 11. CONTRACTUAL RIGHTS OF PERSONS OTHER THAN AGENTS.....	17
Section 12. INSURANCE.....	17
Section 13. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN.....	17
ARTICLE VIII - COMMITTEES	18
Section 1. PROVISION FOR COMMITTEES.....	18
Section 2. PROHIBITED ACTIONS OF COMMITTEES.....	18
Section 3. EXECUTIVE COMMITTEE.....	19
Section 4. MASTER TRUST COMMITTEE.....	19
Section 5. VENDOR ADVISORY COMMITTEE.....	20
Section 6. AUDIT COMMITTEE.....	20
Section 7. ANOTHER WAY ADVISORY COMMITTEE.....	20
Section 8. ADVISORY COMMITTEES.....	21
Section 9. REVOCATION OF DELEGATED AUTHORITY.....	21
Section 10. MEETINGS OF COMMITTEES.....	21
ARTICLE IX – CONFLICT OF INTEREST	21
Section 1. NO CONFLICT OF INTEREST.....	21
ARTICLE X - MISCELLANEOUS.....	22
Section 1. MINUTE BOOK.....	22
Section 2. BOOKS AND RECORDS OF ACCOUNT.....	22
Section 3. ARTICLES OF INCORPORATION AND BYLAWS.....	22
Section 4. FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL RETURNS.....	22
Section 5. TRUSTEES’ RIGHT OF INSPECTION.....	22

Section 6. ANNUAL REPORT.....	23
Section 7. CORPORATE SEAL.....	23
Section 8. CHECKS AND NOTES.....	23
Section 9. DEPOSITS.....	23
Section 10. GIFTS.....	23
Section 11. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS.....	24
Section 12. PARLIAMENTARY AUTHORITY.....	24
Section 13. CONSTRUCTION AND REFERENCE TO LAWS.....	24
ARTICLE XI – AMENDMENTS.....	24
CERTIFICATION.....	25

BYLAWS OF
INLAND COUNTIES REGIONAL CENTER, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I – NAME AND OFFICES

Section 1. NAME AND OFFICES.

The name of this corporation is Inland Counties Regional Center, Inc. (the “Corporation”). The principal office for the transaction of the business of the Corporation shall be located in San Bernardino or Riverside Counties, California. The Board of Trustees (the “Board”) is hereby granted full power and authority to change said principal office from one location to another within these Counties. The Board may at any time establish branch or subordinate offices at any locations within San Bernardino or Riverside Counties, California.

ARTICLE II - NONPROFIT STATUS

Section 1. PURPOSES.

The Corporation is a nonprofit, public benefit Corporation and is not organized for the private gain of any person. The Corporation’s primary purpose is to provide all services designated as regional center responsibilities pursuant to the Lanterman Developmental Disabilities Services Act, *Welfare and Institutions Code §4500 et. seq.*, and in furtherance of its contract with the California Department of Developmental Services. A secondary purpose of the Corporation is to aid and assist persons with developmental disabilities. In furtherance of this purpose, the Corporation retains the right to become involved in charitable activities not necessarily related to designated regional center responsibilities.

Section 2. LIMITATIONS.

- a. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*. This Corporation shall not, except to an insubstantial degree, engage in or carry on any activities or exercise any powers that are not in furtherance of the goals and purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code* or Section 23701 of the *California Revenue and Taxation Code* or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code* or under Sections 24357-24359.1 and related sections of the *California Revenue and Taxation Code*;
- b. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the *Internal Revenue Code*, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate or public office except as provided in Section 501(h) of the *Internal*

Revenue Code.

Section 3. DEDICATION OF ASSETS AND DISSOLUTION.

- a. **Dedicated to Charitable Purposes:** All corporate property is irrevocably dedicated to charitable purposes. No part of the net earnings or assets of the Corporation shall inure to the benefit of any of its Trustees or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article;
- b. **Dissolution of the Corporation:** On the winding up or dissolution of the Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation or corporation selected by the Board which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the *Internal Revenue Code*.
- c. **Exclusion From Corporate Property:** The Corporation is a Trustee for separate private trusts created under the Master Trust of California f/k/a Inland Counties Master Trust, a pooled investment trust which contains special needs trusts. Fiduciary laws govern these separate trusts and the trust assets do not include and are not considered to be property belonging to the Corporation. If there is a dissolution of the Corporation, the applicable terms of the Master Trust Agreement require that the Corporation choose a successor Trustee.

ARTICLE III -TRUSTEES

Section 1. NUMBER OF TRUSTEES.

The authorized number of Trustees of the Corporation shall be not less than thirteen (13) or more than seventeen (17); the exact authorized number to be fixed, within these limits, by resolution or motion of the Board. No reduction in the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of that Trustee's term of office unless the reduction also provides for the removal of that specified Trustee in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 2. QUALIFICATIONS OF TRUSTEES.

The Board shall include people that meet the following criteria:

- a. Individuals with demonstrated interest in, or knowledge of, developmental disabilities.
- b. Individuals with legal, management or board governance, financial, and developmental disability program expertise. Board governance expertise may not be acquired solely by serving on a regional center board.
- c. Individuals that represent the various categories of disability served by the Corporation.
- d. Individuals that reflect the geographic and ethnic characteristics of the area served by the Corporation.

- e. A minimum of 50 percent of the members of the Board shall be persons with developmental disabilities or their parents or legal guardians. No less than 25 percent of the members of the Board shall be persons with developmental disabilities.
- f. The Board shall include one (1) representative from the Vendor Advisory Committee (VAC). The VAC Representative on the Board shall not do any of the following:
 - (1) Serve as an officer of the Corporation.
 - (2) Discuss or vote on any fiscal matters affecting the purchase of services from any regional center provider. However, this will not prevent the VAC Representative from discussing or voting on the Corporation's overall annual budget.
 - (3) Vote on any other issue in which he or she has a "financial interest," as defined in *Government Code* §87103. Said person shall provide the Board with a list of his/her "financial interests," as defined in *Government Code* §87103, at the same time that Trustees are required to submit their Conflict of Interest Statements pursuant to *Welfare and Institutions Code* §4626.
- g. No paid employee of the Corporation or of the State of California shall be a member of the Board of Trustees;
- h. No Trustee shall be any of the following:
 - (1) An employee of the Department of Developmental Services or any state or local agency which provides services to a regional center client, if employed in a capacity which includes administrative or policymaking responsibility, or responsibility for the regulation of the regional center;
 - (2) An employee or a member of the State Council on Developmental Disabilities (SCDD) or an SCDD regional office or a member of an SCDD regional advisory committee;
 - (3) Except as otherwise provided in *Welfare and Institutions Code* §4622(k), an employee or member of the governing board of any entity from which the Corporation purchases client services;
 - (4) Any person who has a financial interest, as defined in *Government Code* §87103, in regional center operations, except as a consumer of regional center services.
- i. Not more than forty-nine (49) percent of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 3. POWERS.

The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees (the Board), subject to the limitations set forth in the Articles of Incorporation, these Bylaws, and any applicable law including, but not limited to, the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code §4500 et seq.*) and the California Nonprofit Corporation Law (*Corporations Code §5000 et seq.*). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4. NOMINATION AND ELECTION OF TRUSTEES.

The members of the Board shall be selected from applicants whose qualifications have been reviewed and approved by the Executive Committee. A majority vote of the Board of Trustees, though less than a quorum, is sufficient to elect an individual proposed for membership. All members of the Board must sign a Confidentiality, Non-Disclosure and Non-disparagement Agreement upon being elected to the Board.

Section 5. TERM OF OFFICE.

The terms of office of the Trustees shall be staggered to ensure experienced Trustees remain on the Board. The first term of office of a Trustee elected on or after July 1, 2014, shall be four (4) years. A Trustee may serve an optional second term of office of three (3) years pursuant to a recommendation by the Executive Committee and approval by the Board. The foregoing term limits shall not affect the terms of office of those Trustees currently on the Board who were elected before July 1, 2014 to serve a seven (7) year term or who are serving out the unexpired term of a prior Trustee. A Trustee shall serve until any one of the following occurs:

- a. Disqualification;
- b. Replacement by a duly elected successor;
- c. Removal by a majority vote of the Board of Trustees;
- d. Resignation. A Trustee may resign by giving written notice to the Chair, Vice-Chair, Secretary or the Board. The resignation shall be effective on the later of (1) the date it is delivered or (2) the date specified in the written notice that the resignation is to become effective. However, if there is only one remaining Trustee, that Trustee may not resign without first notifying the California Attorney General of the proposed resignation;
- e. At the expiration of the Trustee's term or service on the Board for seven (7) years within each eight (8) year period.
- f. Any person elected to fill a vacancy on the Board occurring before the end of a Trustee's term shall serve on the Board for the remainder of the past Trustee's unexpired term.

Section 6. VACANCIES.

- a. A vacancy on the Board shall be deemed to exist on the occurrence of any of the following:
 - (1) The death, resignation, or removal of any Trustee; or
 - (2) Whenever the number of authorized Trustees is increased; or
 - (3) Whenever the Board, at any meeting at which any Trustees are to be elected, fails to elect the full authorized number of Trustees.

- b. The Board may declare vacant the office of a Trustee that has a total of 4 (four) absences in a calendar year from the regularly scheduled meetings of the Board. Non-attendance at a mandatory extended Board training will be counted as a regular Board meeting absence.
- c. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law.
- d. A Trustee may be removed from the Board, without cause, by a majority vote of the Trustees then in office.
- e. The Board may fill a vacancy by electing an additional Trustee as soon as practicable after the vacancy occurs. If the number of Trustees then in office is less than a quorum, additional Trustees may be elected to fill such vacancies by (i) the unanimous written consent of the Trustees then in office, (ii) the affirmative vote of a majority of the Trustees in office at a meeting held according to notice or waivers complying with Article IV. C. Section 5 of these Bylaws or (iii) a sole remaining Trustee.

Section 7. FEES AND COMPENSATION.

The Trustees and members of committees shall serve without compensation. However, Trustees and members of committees may be reimbursed for expenses incurred in the performance of their duties to the Corporation in an amount determined to be just and reasonable by the Executive Committee, upon submission of a written request for reimbursement, with supporting documentation.

Section 8. NO PERSONAL LIABILITY.

To the fullest extent allowed by law, no Trustee shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE IV - MEETINGS

A. CORPORATE AFFAIRS MEETINGS.

Meetings with respect to matters affecting the corporate affairs, which have no relationship to the role and responsibility of a regional center, shall be held as follows:

Section 1. PLACE OF MEETINGS.

Corporate Affairs Meetings of the Board of Trustees shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by a duly adopted resolution or motion of the Board of Trustees.

Section 2. REGULAR MEETINGS.

Regular Corporate Affairs Meetings of the Board of Trustees shall be held at such times as may be set from time to time by the Board of Trustees.

Section 3. SPECIAL MEETINGS.

Special Corporate Affairs Meetings of the Board of Trustees may be called for any purpose at any time by the Chair, a Vice-Chair or the Secretary or, if the foregoing are absent or unable or unwilling to act, then by any two (2) Trustees.

Section 4. NOTICE OF SPECIAL MEETINGS.

Notice of the time and place of the Special Corporate Affairs Meetings shall be given to each Trustee by one of the following methods:

- a. By personal delivery of written notice;
- b. By first-class mail, postage prepaid;
- c. By telephone, including a voice messaging system; or
- d. By electronic transmission by the Corporation. "Electronic transmission by the Corporation" means a communication:
 - (1) Delivered by:
 - (i) Facsimile telecommunication or electronic mail; or
 - (ii) Posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the Trustee of the posting, with said notice being deemed delivered upon the later of the posting or delivery of the separate notice; or
 - (iii) Other means of electronic communication;
 - (2) To a Trustee who has provided an unrevoked consent to the use of the above means of communication; and
 - (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the special meeting. Notices delivered in person or by telephone, including a voice messaging system, or by electronic transmission by the Corporation shall be delivered, telephoned or electronically transmitted at least forty-eight (48) hours before the time set for the special meeting. All such notices shall be given or sent to the Trustee's address, telephone number, facsimile number or electronic mail address, respectively, as shown on the records of the Corporation.

Special Corporate Affairs Meetings may be held at the principal office of the Corporation or at any place designated in the notice or as designated from time to time by the Board of Trustees or by written consent of a majority of the Board of Trustees.

These Bylaws may not dispense with notice of a Special Corporate Affairs Meeting. A notice, or waiver of notice, need not specify the purpose of the special meeting.

Section 5. ADJOURNMENT.

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any

meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given as soon as possible before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 6. ACTION WITHOUT MEETING.

Notwithstanding any other provision of these Bylaws, any action required or permitted to be taken by the Board at a Regular or Special Corporate Affairs Meeting may be taken without any such meeting, if all members of the Board, not including any Trustee deemed to be an “interested director” as defined in *Corporations Code* §5233, shall individually or collectively consent in writing to such action. The written consent(s) shall be filed with the minutes of the proceedings of the Board. Any action by written consent shall have the same force and effect as a unanimous vote of the Board.

Section 7. ACTION BY COMMITTEE.

The Board may appoint committees, as needed, to conduct business as set forth in Article VIII.

B. MEETINGS FOR REGIONAL CENTER FUNCTIONS.

Meetings with respect to matters concerning the role and responsibility of a regional center as required by the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code* §4500 *et. seq.*) shall be held as follows:

Section 1. PLACE OF MEETINGS.

Meetings of the Board of Trustees concerning regional center functions shall be held at any place within the State of California that is accessible to persons with physical disabilities and which does not prohibit the admittance of any person on the basis of race, religious creed, color, national origin, ancestry, sex, or disability. The meeting site will be designated from time to time by a duly adopted resolution or motion of the Board, or by written consent of a majority of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated, or at the principal office.

Section 2. REGULAR MEETINGS.

Regular meetings of the Board shall be held bi-monthly, or more or less often as set forth in a resolution or motion of the Board, on such date and at such time as determined by the Board. All meetings shall be open and public and all persons shall be permitted to attend any meeting, except as otherwise provided, and shall be called and held in accordance with all legal requirements, which shall include, but not be limited to, the following:

- a. Notice shall be mailed at least seven (7) days in advance of each meeting. The notice shall include the date, time and location of, and a specific agenda for, the meeting, which shall include an identification of all substantive topic areas to be discussed, and no items shall be added to the agenda subsequent to the provision of the notice. Notice shall be mailed to any person who has requested notice of the meeting in writing;
- b. All recordings and written comments submitted as testimony on agenda items shall be maintained for no less than two (2) years;
- c. A maximum of five (5) minutes of time per person shall be allowed for public input on all

- properly noticed agenda items prior to the Board taking action on that item;
- d. A maximum of five (5) minutes of time per person shall be allowed for public input on any issue not included on the agenda;
 - e. Any person attending an open and public meeting shall have the right to record the proceedings on a tape recorder, video recorder, or other sound, visual, or written transcription recording device, unless the Board makes a reasonable finding that such recording constitutes, or would constitute, a disruption of the proceedings; and
 - f. The seven (7) day notice requirement shall not preclude the Board from taking action on any urgent request made by the Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public.

Section 3. CLOSED MEETINGS.

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

- a. Real estate negotiations;
- b. The appointment, employment, evaluation of performance, or dismissal of a regional center employee;
- c. Employee salaries and benefits;
- d. Labor contract negotiations;
- e. Pending litigation;
- f. Any matter specifically dealing with a particular regional center consumer must be conducted in closed session, except where it is requested that the issue be discussed publicly by the consumer, the consumer's conservator, or the consumer's parent or guardian where the consumer is a minor.

A designated officer or employee of the Corporation shall keep minutes of closed sessions, but these minutes shall not be considered public records. Prior to and immediately after holding any closed session, the Board shall state the specific reason(s) for the closed session. In the closed session, the Board may consider only those matters covered in its statement.

The need for a closed meeting may be called at any time by the Chair, the Vice-Chair or the Secretary or, if the foregoing are absent or are unable or unwilling to act, then by any two (2) Trustees.

Section 4. EMERGENCY MEETINGS.

In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of regional center services, an emergency meeting may be called without complying with the advance notice requirements set forth above. An "emergency situation" means any activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. Advance notice shall be provided if practicable. In addition, 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 that have requested notice of Board meetings.

Section 5. ADJOURNMENT.

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting shall comply with the same notice requirements that applied to the meeting being adjourned.

C. PROVISIONS AFFECTING ALL CORPORATE AFFAIRS AND REGIONAL CENTER FUNCTION MEETINGS.

Section 1. ANNUAL MEETING.

Each year, the Board shall hold an annual meeting in the month of May at such place and on such date and time as fixed by the Board, with notice being given in the same manner as a regular meeting, for the purposes, if necessary, of electing Trustees, appointing Officers and the transaction of other business.

Section 2. QUORUM.

A majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by the 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 expressly required by the California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by a least a majority of the required quorum for that meeting.

The following actions shall require a vote by a majority of all Trustees then in office in order to be valid:

- a. Approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, provided that the vote of any such Trustee is not counted;
- b. Creation of, and appointment to, standing committees, but not advisory committees, as set forth in Article VIII of these Bylaws;
- c. Indemnification of Trustees as set forth in Article VII of these Bylaws.

Section 3. CONDUCT OF MEETINGS.

Meetings of the Board shall be presided over by the Chair or, if there is no Chair or the Chair is absent, unable or unwilling to perform, the Vice-Chair or, if the Chair and Vice-Chair are both absent, unable or unwilling to perform, by a chairperson who is chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if there is no Secretary or the Secretary is absent, unable or unwilling to perform, the Assistant Secretary shall act as secretary of the meeting, or, if the Secretary and Assistant Secretary are both absent, unable or unwilling to perform, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4. OTHER METHODS OF PARTICIPATION IN MEETINGS.

Members of the Board may participate in any regular meeting, emergency meeting, special meeting or a closed session by the use of conference telephone, electronic video screen

communication or electronic transmission by and to the Corporation. All notice requirements that may be applicable to the type of meeting involved must still be followed. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- a. Each Board member participating in the meeting can communicate with all of the other Board members concurrently; and
- b. Each Board member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken.

Section 5. WAIVER OF NOTICE.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Trustee who attends the meeting without protesting, before or at its commencement, about the lack of adequate notice. Trustees can protest the lack of notice only by presenting a written protest to the Secretary or Assistant Secretary either in person, by first-class mail addressed to the Assistant Secretary at the principal office of the Corporation, by e-mail sent to the corporate e-mail addresses assigned to the Secretary or Assistant Secretary or by facsimile sent to the facsimile number of the Corporation that is used by the Assistant Secretary.

Section 6. ENTRY OF NOTICE.

Whenever any Trustee is absent from any meeting duly called and noticed, an entry in the minutes to the effect that proper notice had been given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to the Trustee, as required by law and these Bylaws.

Section 7. AFFIDAVIT OF MAILING NOTICE.

The Affidavit of Mailing Notice shall be executed by the Secretary or Assistant Secretary and shall be filed and maintained in the corporate minute book.

ARTICLE V - MEMBERS

Section 1. NO MEMBERS.

The Corporation shall have no members.

Section 2. POWERS GIVEN TRUSTEES.

All rights which would otherwise vest in the members of the Corporation shall vest in the Trustees, including, but not limited to, the right to remove Trustees with or without cause, the right to bring derivative actions, the right to adopt and amend bylaws, and the right to vote on the distribution of the assets of the Corporation on the dissolution of the Corporation.

ARTICLE VI - OFFICERS

Section 1. OFFICERS.

The officers of the Corporation shall be the Chair, a Vice-Chair, a Secretary, an Assistant Secretary, an Executive Director (who shall be the Chief Executive Officer), an Associate Executive Director (who shall be the Chief Operating Officer), a General Counsel and a Chief Financial Officer. Only Trustees are qualified to serve as the Chair, Vice-Chair and Secretary. Trustees shall not serve as the Executive Director, Associate Executive Director, Assistant Secretary, General Counsel or the Chief Financial Officer. The Board shall have the power to designate additional officers, who may, but need not be, Trustees, with such duties, powers, titles and privileges as the Board may fix, including such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI. The same person may hold any number of offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair or Vice-Chair. Officers' terms shall begin on July 1.

Section 2. ELECTION.

The officers of the Corporation, except those officers that are appointed in accordance with provisions of Section 3 or Section 5 of this Article VI, shall be chosen bi-annually by the Board at the annual meeting. Each shall hold office until the officer resigns, is removed or is otherwise disqualified to serve, or until a successor shall be elected. Nominations for officers shall be made to the Executive Committee no later than sixty (60) days prior to the annual meeting. The Executive Committee shall recommend one nominee for each officer position and will prepare a slate of the nominees to be presented to the Board at the annual meeting. Additional nominations of persons who are eligible and willing to serve may be made by any Trustee for any officer position at the annual meeting of the Board before voting on the officer positions. The election of officers shall be by written ballot by a majority vote. The Trustees may vote for the nominee(s) for each officer position or may vote for any other eligible person by writing in the person's name on the ballot.

Section 3. OTHER OFFICERS.

The Board may authorize the Executive Committee or the Executive Director to appoint or remove such other officers as the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as determined by the Board.

Section 4. TERM OF OFFICE.

Officers' terms shall begin on July 1. Officers who are Trustees shall serve for a term of two (2) years and may not serve more than two (2) consecutive terms in the same office. These limitations in the terms of officers do not apply to the Executive Director, the Associate Executive Director, the General Counsel, the Chief Financial Officer or the Assistant Secretary, all of whom are not Trustees.

Section 5. REMOVAL AND RESIGNATION.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a majority of the Trustees then in office, at any regular or special meeting of the Board, or, except in case of an officer who is also a Trustee, by the Executive Director or other officer upon whom such power of removal may be conferred by the Board.

Any officer may resign by giving written notice to the Chair, Vice-Chair, Secretary, Executive Director or the Board. The resignation shall be effective on the later of (1) the date it is delivered or (2) the date specified in the written notice that the resignation is to become effective. The acceptance of any such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. The officer so elected will hold office for the unexpired term of the predecessor.

Section 7. CHAIRPERSON OF THE BOARD.

The Chairperson of the Board (the "Chair") must be a member of the Board and shall preside at all meetings of the Board, shall see to it that all orders and duly adopted resolutions or motions of the Board are carried into effect and shall have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 8. VICE-CHAIRPERSON OF THE BOARD.

The Vice-Chairperson of the Board (the "Vice-Chair") must be a member of the Board. If the Chair is absent, unable or unwilling to perform, the Vice-Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall also have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 9. SECRETARY.

The Secretary must be a member of the Board and shall do the following: (a) certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date; (b) keep or cause to be kept a minute book as described in Article X, Section 1; (c) give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws; (d) upon request, exhibit or cause to be exhibited at all reasonable times to any Trustee, or to his or her designated agent or attorney, these Bylaws and the minute book; (e) keep or cause

to be kept the seal of the Corporation, if any, in safe custody.

The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws. All or part of the above duties of the Secretary may be delegated to the Assistant Secretary, Executive Director or such other staff as may be designated by the Executive Director.

Section 10. ASSISTANT SECRETARY.

The Executive Assistant to the Executive Director shall be the Assistant Secretary. The Assistant Secretary shall perform those duties delegated by the Secretary or Executive Director. If the Secretary is absent, unable or unwilling to perform any of the Secretary's duties, the Assistant Secretary shall perform all such duties and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretary shall attend and keep or cause to be kept the minutes of all meetings of the Board, whether Regular, Closed, Special, Emergency or Corporate Affairs, and all meetings of the Executive Committee. The Assistant Secretary is authorized to perform those duties of the Secretary set forth in Section 9 of this Article and shall have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 11. EXECUTIVE DIRECTOR.

The Executive Director is elected by a majority vote of the Trustees then in office. The Executive Director shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board, supervise, direct and control the Corporation's day-to-day activities, business and affairs and shall manage the personnel and employment matters of the Corporation consistent with the Corporation's Personnel Policies, as adopted by the Board, subject to the rights, if any, of any employee's contract of employment. Except as otherwise provided in these Bylaws, the Executive Director shall be an *ex officio* member of all committees. The Executive Director shall have such other powers and perform such other duties as the Board or these Bylaws may provide. All or part of the above powers and duties of the Executive Director may be delegated to such other staff of the Corporation as the Executive Director may designate.

Section 12. ASSOCIATE EXECUTIVE DIRECTOR.

The Associate Executive Director shall be the Chief Operating Officer of the Corporation and shall perform those duties delegated by the Executive Director. Except as otherwise provided in these Bylaws, the Associate Executive Director shall be an *ex officio* member of all committees. If the Executive Director is absent, unable or unwilling to perform any of the Executive Director's duties, the Associate Executive Director shall perform all such duties and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Executive Director. The Associate Executive Director shall also have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 13. GENERAL COUNSEL.

The General Counsel shall be the chief legal officer of the Corporation; shall have general charge of all legal matters pertaining to the Corporation; shall attend meetings of the Board and its Committees, as necessary; shall represent or arrange for the representation of the Corporation in all legal proceedings; shall provide general corporate legal advice and consultation to the Board, its

Committees, Executive Director, Associate Executive Director, Directors, Managers and staff as necessary or as directed by the Board or the Executive Director; and shall oversee the provision of all legal services to the Corporation. Except as otherwise provided in these Bylaws, the General Counsel shall be an *ex officio* member of all committees. The General Counsel shall also have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 14. CHIEF FINANCIAL OFFICER.

The Director of Finance for the Corporation shall be the Chief Financial Officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements or that may be required to comply with the Lanterman Developmental Disabilities Services Act or the Corporation's contract with the California Department of Developmental Services. The books of account shall at all times be open to inspection by a Trustee at all reasonable times.

The Chief Financial Officer shall prepare and certify, or cause to be prepared and certified, the financial statements to be included in any required reports.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such financial institutions as may be designated by resolution or motion of the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board or the Executive Director; shall provide to the Executive Director and the Board, whenever so requested, an account of all of the transactions as Chief Financial Officer and the financial condition of the Corporation; and shall have such other powers and perform such other duties as the Board or these Bylaws may provide. All or part of the above powers and duties of the Chief Financial Officer may be delegated to such other staff of the Corporation as the Chief Financial Officer may designate.

Section 15. ABSENCES.

In the case of the absence of any officer of the Corporation, or for any other reason that the Board deems to be sufficient, the Board may, at any time, temporarily delegate any or all of the powers or duties of such officer to another Trustee or employee of the Corporation, as appropriate, provided that a majority of the Trustees then in office have approved such delegation of power or duties.

**ARTICLE VII - INDEMNIFICATION OF TRUSTEES, OFFICERS,
EMPLOYEES AND AGENTS, LIMITATIONS, INSURANCE**

Section 1. DEFINITIONS.

For the purpose of this Article,

- a. "agent" means any person who is or was a Trustee, Officer, employee, or other agent of this Corporation, or who is or was serving at the request of the Corporation as a Trustee, Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, Director, Officer,

employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

- b. “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. “expenses” include, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article VII.

Section 2. SUCCESSFUL DEFENSE BY AGENT.

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against any expenses actually and reasonably incurred by the agent in connection with the proceeding.

Section 3. SETTLEMENT OR UNSUCCESSFUL DEFENSE BY AGENT.

If an Agent either settles any proceeding referred to in this Article, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Sections 4 through 8 of this Article shall determine whether the agent is entitled to indemnification.

Section 4. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.

This section applies to any proceeding other than an “action brought by or on behalf of the Corporation” as set forth in Section 5 below. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this section as “Third Party Proceeding.”

- a. Subject to the required findings to be made pursuant to subsection (b) below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party Proceeding, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Third Party Proceeding.
- b. Any indemnification granted to an Agent in this section is conditioned on the following: The Board must determine, in the manner provided in Section 8, that the agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 5. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.

This section applies to any proceeding brought (i) by or on behalf of the Corporation, or (ii) by an Officer, Trustee or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Trustee was or is engaging in self-dealing within the meaning of California *Corporations Code* §5233, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

- a. Subject to the required findings to be made pursuant to subsection (b) below and except as provided in Sections 6 and 7 of this Article, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.
- b. Any indemnification granted to an agent in this section is conditioned on the following: The Board must determine, in the manner provided in Section 8, that the agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 6. CLAIMS SETTLED OUT OF COURT.

If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

Section 7. CLAIMS AND SUITS AWARDED AGAINST AGENT.

If any agent is adjudged to be liable to the Corporation in the performance of the agent’s duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such agent under Section 5 of this Article or expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- a. The determination of good faith conduct required by Section 5(b) of this Article must be made in the manner provided for in Section 8; and
- b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 8. DETERMINATION OF AGENT’S GOOD FAITH CONDUCT.

The indemnification granted to an agent in Sections 4 and 5 of this Article is conditioned on

the findings required by those Sections being made by:

- a. The Board by a majority vote of a quorum consisting of Trustees who are not parties to the proceeding; or
- b. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

Section 9. LIMITATIONS.

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 8(b), in any circumstances when it appears:

- a. that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a duly adopted resolution or motion of the Trustees or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10. ADVANCE OF EXPENSES.

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 11. CONTRACTUAL RIGHTS OF PERSONS OTHER THAN AGENTS.

Nothing contained in this Article shall affect any right to indemnification to which persons, other than agents of the Corporation, may be entitled by contract or otherwise.

Section 12. INSURANCE.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees and employees. The Corporation reserves the right to require its subcontractors and vendors to maintain appropriate types of insurance with sufficient limits in order to protect the interests of the Corporation. The Board may adopt a resolution or motion authorizing the purchase and maintenance of insurance on behalf of any agent, as defined in this Article, against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

Section 13. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN.

This Article VII does not apply to any proceeding against any Trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a Trustee,

investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII - COMMITTEES

Section 1. PROVISION FOR COMMITTEES.

The Corporation shall have the following standing committees: an Executive Committee, a Master Trust Committee, a Vendor Advisory Committee, an Audit Committee, the Another Way Advisory Committee and such other standing committees as may from time to time be established by the Board. The Chairperson and members of committees that have or may be granted authority to act on behalf of the Board must be elected by a majority of the Trustees then in office, with the exception of those Trustees or officers whose appointment to any such committee is provided for in these Bylaws. The only committee that has or may be granted authority to act on behalf of the Board is the Executive Committee. If a committee does not have authority to act on behalf of the Board, then unless otherwise provided in these Bylaws, the Executive Committee may make all appointments to the committee at the Executive Committee's regularly scheduled meetings and shall appoint the committee Chairperson and specify the committee's duties and reporting schedule. Except as provided in these Bylaws, the Chairperson of each committee must be a member of the Board. There shall be a minimum of two (2) Trustees on each committee, except for only one Trustee on the Vendor Advisory Committee. If a Trustee no longer serves on the Board, then that Trustee is no longer eligible for service on a committee unless reappointed as a member of the public. Except as provided in these Bylaws, committee members serve at the pleasure of the Board for a term of two (2) years. All members of all committees must sign a Confidentiality, Non-Disclosure and Non-disparagement Agreement upon being appointed to any committee. The Master Trust Committee and the Another Way Advisory Committee are corporate affairs committees and deal with confidential matters and, therefore, their agendas and minutes are confidential and shall not be made available to the public.

Section 2. PROHIBITED ACTIONS OF COMMITTEES.

No committee shall be granted the authority to do any of the following:

- a. Approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members, regardless of whether the Corporation has members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Fix compensation of the Trustees for serving on the Board or on any committee;
- d. Amend or repeal these Bylaws or adopt new Bylaws;
- e. Amend or repeal any duly adopted resolution or motion of the Board, which by its express terms is not so amendable or replaceable;
- f. Appoint any other committees of the Board that have the authority of the Board or the members of those committees;
- g. Expend corporate funds to support a nominee for Trustee after more persons have been nominated than can be elected; or ^[]_[SEP]
- h. Approve any transaction (i) between the Corporation and one or more of its Trustees or (ii) between the Corporation and any entity in which one or more of its Trustees have a material financial interest; or ^[]_[SEP]

- i. Establish the policies of the Corporation and otherwise perform those powers reserved for action by the full Board acting as a program policy committee.

Section 3. EXECUTIVE COMMITTEE.

The Board shall have an Executive Committee composed of the following officers of the Board: the Chair, Vice-Chair, and Secretary; and two (2) other Trustees. In addition, the Executive Director, Associate Executive Director, General Counsel and Chief Financial Officer of the Corporation are *ex officio* non-voting members of the Executive Committee. The Board Chair shall be the chairperson of the Executive Committee. No member of the public may serve on the Executive Committee. The Executive Committee shall have such power and authority to perform such duties as the Board may from time to time determine, and shall include, but not be limited to, the following:

- a. Review applications, conduct interviews, and nominate individuals to be members of the Board.
- b. Present to the Board at the annual meeting a slate with the name of the Trustee the committee believes will best serve each officer position to be filled from the Board;
- c. Review the Bylaws and recommend amendments, when necessary, to the Board;
- d. Provide input to the Board regarding any changes made in the contract with the Department of Developmental Services (DDS);
- e. Review the draft financial and variance statement(s) prior to the Board meeting; and
- f. Review any contracts over \$250,000 and present them to the Board for approval.
- g. Act as the Investment Committee for Master Trust of California with oversight of the investment policy, the pooled trust investments and the investment consultant.

An affirmative vote of a majority of the Executive Committee members present at a duly called meeting shall be necessary to transact the business of the Executive Committee. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board.

Section 4. MASTER TRUST COMMITTEE.

The Master Trust Committee administers the Master Trust of California which is comprised of separate trusts administered as special needs trusts or other private trusts for persons diagnosed with developmental disabilities throughout the State of California. Any two (2) Trustees on this committee who agree a proposed action would violate a fiduciary responsibility owed by the Trustee, may exercise a veto, which is controlling. The Corporation is a trustee on private trusts created by court order, a consumer, a consumer's family or by a will. This committee has the discretion to release or refuse to release trust funds on behalf of a beneficiary and to fulfill serving in a fiduciary relationship to each trust beneficiary and these Bylaws constitute the Board's ongoing approval and ratification of the actions of the Master Trust Committee in doing so. The Master Trust Committee may administer trusts anywhere in the State of California.

The Master Trust Committee is also authorized to establish and/or assist in establishing ABLE accounts through any of the ABLE Act programs established by any state that accepts applicants from California for those persons diagnosed with developmental disabilities and to assist any such individuals with the administration of and/or distributions from their ABLE accounts to the extent permitted by law.

The members of the Master Trust Committee require specialization in the fields of public benefits, medicine, law, developmental disabilities, and finance. Due to the level of expertise required, members may include persons not on the Board, who are invited after approval by a majority vote of the Trustees then in office to sit on the Master Trust Committee. There are no term limits for the members who are not Trustees. In addition, the Executive Director, Associate Executive Director, General Counsel and Chief Financial Officer of the Corporation are *ex officio* non-voting members of the Master Trust Committee. The Trust Administrator for the Master Trust of California shall serve as the Chairperson. The members of this committee will select a Vice-Chairperson, who must be a Trustee. The meetings of this committee are not open to the public as this is a corporate affairs committee.

Section 5. VENDOR ADVISORY COMMITTEE.

The Vendor Advisory Committee (VAC) shall be composed of a wide variety of persons representing the various categories of providers from which the Corporation purchases consumer services. The VAC shall provide advice, guidance, recommendations, and technical assistance to the Board in order to assist the Corporation in carrying out its regional center mandated functions. The Executive Committee shall confirm the chairperson of the VAC. The VAC does not have the authority to act on behalf of the Board. Members of the VAC serve a term of two (2) years and may not exceed two (2) consecutive terms. The VAC shall designate one of its members to serve as a member of the Board.

Section 6. AUDIT COMMITTEE.

The Audit Committee shall consist of three members of which two (2) shall be Trustees and the third may, in the Board's discretion, be either another Trustee or a member of the public who is not a Trustee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including the Executive Director, the Associate Executive Director and the Chief Financial Officer, though the Executive Director, the Associate Executive Director and the Chief Financial Officer may be invited to attend meetings as advisors and to provide reports in the Audit Committee's sole discretion. If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall:

- a. Make recommendations to the Board on the hiring and firing of the Certified Public Accountant (CPA) who prepares the Corporation's annual audited financial statements;
- b. Confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- c. Approve non-audit services by the CPA and ensure such services conform to standards in the latest edition of the Yellow Book issued by the United States Comptroller General; and
- d. If requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 7. ANOTHER WAY ADVISORY COMMITTEE.

The purpose of the Another Way Advisory Committee (AWAC) is to support the unmet needs of developmentally disabled individuals living in San Bernardino and Riverside counties, who meet the financial eligibility and have need(s) that cannot be met by the services and supports

provided by the Corporation under the Lanterman Developmental Disabilities Services Act or by an existing community resource, which may include seeking grants and implementing those grants specific to a unique need for eligible individuals. The Coordinator of the AWAC shall serve as the chairperson. The membership structure of the AWAC and its operating guidelines must be approved by a majority of the Trustees then in office. In addition, the Executive Director, Associate Executive Director, General Counsel and Chief Financial Officer of the Corporation are *ex officio* non-voting members of the AWAC. This committee has the discretion to use the funds donated for use by the AWAC to fulfill its purpose and these Bylaws constitute the Board's ongoing approval and ratification of the actions of the AWAC in doing so. The meetings of the AWAC are not open to the public as this is a corporate affairs committee.

Section 8. ADVISORY COMMITTEES.

The Board may create one or more advisory committees and shall state their purpose and provide for their termination. The Board shall appoint and discharge advisory committee members consistent with Article VIII, Section 1 of these Bylaws. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 9. REVOCATION OF DELEGATED AUTHORITY.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease the number of members of a Committee, but not below two (2), and fill vacancies in a committee from the members of the Board or public, as appropriate.

Section 10. MEETINGS OF COMMITTEES.

Meetings of and actions taken by committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Board and quorum rules, with such changes in the context of the Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that (a) the time for regular meetings of committees may be determined either by a duly adopted resolution or motion of the Board or by a duly adopted resolution or motion of a committee and (b) meetings of the committees shall not be open to the public except for the Vendor Advisory Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. Except as provided in these Bylaws, the minutes of committee meetings are not available to the public. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. NO CONFLICT OF INTEREST.

It is the policy of the Corporation that the Corporation's Trustees and employees shall act in the course of their duties solely in the best interest of the Corporation's consumers and their families without regard to the interests of any other organization with which they are associated or persons to whom they are related. Trustees, employees, and others acting on the Corporation's

behalf, as defined in regulations issued by the Department of Developmental Services, shall be free from conflicts of interest that could adversely influence their judgment, objectivity, or loyalty to the Corporation, its consumers, or its purposes as set forth in Article II, Section 1 above. The Corporation shall comply with the conflict of interest provisions of the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code §4500 et. seq.*); including, but not limited to, *Welfare and Institutions Code §§4622, 4626, 4626.5 and 4627* and any applicable regulations relating to conflict of interest as set forth in *California Code of Regulations, Title 17*.

ARTICLE X - MISCELLANEOUS

Section 1. MINUTE BOOK.

The Corporation shall keep a minute book in written form, which shall contain a record of all actions by the Board, including the following:

- a. The time, date and place of each meeting;
- b. Whether a meeting is regular, special or emergency and, if special or emergency, how called;
- c. The manner of giving notice of each meeting and a copy thereof;
- d. The names of those present at each meeting of the Board;
- e. The minutes of all meetings;
- f. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
- g. All written consents for action without a meeting; (viii) all protests concerning lack of notice; and
- h. Formal dissents from Board actions.

Section 2. BOOKS AND RECORDS OF ACCOUNT.

The Corporation shall keep adequate and correct accounts, books and records of account. "Correct accounts, books and records" includes, but is not limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses. All such books, records and accounts shall be kept at its principal place of business in the State of California, as determined by the Board of Trustees from time to time.

Section 3. ARTICLES OF INCORPORATION AND BYLAWS.

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, certified by the Secretary or Assistant Secretary.

Section 4. FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL RETURNS.

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three (3) years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by law.

Section 5. TRUSTEES' RIGHT OF INSPECTION.

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its

subsidiaries. The inspection by a Trustee may be made in person or by an agent or attorney designated by the Trustee. The right of inspection includes the right to copy and make extracts of documents.

Section 6. ANNUAL REPORT.

The Board shall cause an annual report to be provided to each Trustee, within one hundred-twenty (120) days of the close of the Corporation's fiscal year, containing the following information in appropriate detail:

- a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, of the Corporation during the fiscal year;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, both general and restricted to particular purposes, for the fiscal year; and
- e. Any information required by California *Corp. Code* §6322 relating to indemnification and transactions with interested persons.

The Corporation may provide the above annual report to each Trustee in person, by US Mail or by electronic transmission to the e-mail address assigned by the Corporation to each Trustee.

Section 7. CORPORATE SEAL.

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8. CHECKS AND NOTES.

Except as otherwise specifically determined by resolution or motion of the Board, or as otherwise required by law, all checks, drafts, promissory notes, other orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed or endorsed by two (2) authorized individuals, (a) one of whom shall be either the Chair, Vice-Chair, the Executive Director/CEO or the Associate Executive Director/COO and (b) the other shall be either the Secretary, General Counsel or the Chief Financial Officer. However, if any of the individuals listed in either sub-parts (a) or (b), or both, are absent or are unable or unwilling to act, then any two (2) members of the Executive Committee may act in their place or by such other Trustees or officers as designated from time to time by resolution or motion of the Board.

Section 9. DEPOSITS.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other financial institutions designated by resolution or motion of the Board.

Section 10. GIFTS.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable purposes of the Corporation.

Section 11. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS.

Any contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, which is to be entered into between the Corporation and any other person, organization or public or private entity shall be signed by two (2) officers of the Corporation, one of whom shall be either the Executive Director/CEO or the Associate Executive Director/COO and the other shall be either the Secretary, General Counsel or the Chief Financial Officer. However, (a) if both the Executive Director/CEO and the Associate Executive Director/COO are absent or are unable or unwilling to act, then either the Chair or Vice-Chair may act in their place and (b) if the Secretary, General Counsel and the Chief Financial Officer are all absent or are unable or unwilling to act, then any Trustee, who is not already acting in place of the Executive Director/CEO or the Associate Executive Director/COO, may act in their place.

Notwithstanding the above, the Executive Director/CEO is specifically authorized to execute the contract between the Corporation and DDS, and any amendments thereto, without the necessity of a second signature from another officer or Trustee.

Unless so authorized by the Board or these Bylaws, no Trustee, officer, agent, or employee shall have any power or authority to bind the Corporation to any contract or other instrument in writing, or to pledge its credit or render it liable for any purpose or in any amount.

Section 12. PARLIAMENTARY AUTHORITY.

The rules contained in Robert’s Rules of Order Newly Revised, shall govern meetings of the Board and committees as long as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation or with any provision of law applicable to the Corporation.

Section 13. CONSTRUCTION AND REFERENCE TO LAWS.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law (*Corporations Code* §5000 *et seq.*) shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. Any reference in these Bylaws to any state or federal statutes or regulations shall be deemed to include any amendments to said statutes or regulations and any successor statutes or regulations.

ARTICLE XI – AMENDMENTS

The Board may restate, amend or repeal these Bylaws by a majority vote of the Trustees then in office. Such power is subject to the following limitations:

- a. Where any provision of these Bylaws requires the vote of a larger proportion of the Trustees than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- b. No amendment may extend the term of a Trustee beyond that for which such Trustee was elected.

- c. If Bylaws are restated, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

All persons becoming Trustees of this Corporation agree to abide by and be bound by these Bylaws and the rules, regulations, and other orders of the Board made pursuant thereto.

CERTIFICATION

I certify that I am the duly elected and acting Secretary or Assistant Secretary of Inland Counties Regional Center, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of 25 pages, are the Restated Bylaws of the Corporation, as adopted by the Board of Trustees on July 8, 2019, and that these Bylaws have not been amended or modified since that date.

Date: 5/11/2021



Carmen Estrada, Secretary, or
Sandra Guzman, Assistant Secretary