

**AMENDED SEVENTH RESTATEMENT OF BYLAWS OF  
HARBOR DEVELOPMENTAL DISABILITIES FOUNDATION**

**dba Harbor Regional Center**

**ARTICLE I**

**NAME**

The name of this Corporation is HARBOR DEVELOPMENTAL DISABILITIES FOUNDATION (“Corporation”). For certain purposes, HARBOR DEVELOPMENTAL DISABILITIES FOUNDATION shall do business as Harbor Regional Center.

**ARTICLE II**

**OFFICES AND MEETINGS**

**SECTION 2.1 Principal Office**

The principal office for the transaction of the business of the Corporation (“Principal Executive Office”) shall be located in the County of Los Angeles, State of California. As of the date of execution of this Seventh Restatement of Bylaws, the Corporation’s Principal Executive Office is located at 21231 Hawthorne Blvd., Torrance, California 90503. Any change of this location shall be noted by the Secretary of the Board of Trustees on these Bylaws opposite this Section 2.1, or this Section 2.1 may be amended to state the new location.

**SECTION 2.2 Other Offices**

The Board of Trustees may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business, whether within or outside the State of California.

**SECTION 2.3 Place of Meetings**

Any meeting of the Board of Trustees held pursuant to any provision of these Bylaws shall be held at any place within the State of California designated by the Board of Trustees (or by the President of the Board of Trustees, in the absence of such designation by the Board of Trustees). In the absence of any such designation, all meetings shall be held at the Principal Executive Office of the Corporation.

However, no meeting, conference or Board function shall be conducted in any facility that prohibits the admittance of any person, or persons, on the basis of race, national origin, ethnic group identification, religion, sex, sexual orientation, color, gender, gender identification, age, genetic information, or disability. Further, all in-person Board of Trustees meetings shall be held in facilities which are accessible to persons with physical disabilities.

## ARTICLE III

### BOARD OF TRUSTEES

#### **SECTION 3.1      Composition**

(a)      The number of Trustees of the Corporation shall not be less than thirteen (13) nor more than twenty (20), with the exact number of Trustees to be fixed (within the limits hereinabove specified) by the approval of the Board of Trustees at a meeting thereof.

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

(1)      The Board of Trustees shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities.

(2)      The Board of Trustees shall include persons with legal, management or board governance, financial, and developmental disability program expertise. Board governance experience shall not be acquired solely by serving on a regional center board.

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

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

(5)      A minimum of fifty percent (50%) of the members of the Board of Trustees shall be persons with developmental disabilities or their parents or legal guardians. No less than twenty-five percent (25%) of the members of the Board of Trustees shall be persons with developmental disabilities.

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

(7)      The Board of Trustees shall conform to such other membership criteria as are required by law. Documentation shall be submitted to the Department of Developmental Services by August 15th of each year, demonstrating that the composition of the Board is in compliance with Welfare and Institutions Code section 4622, as outlined in this Section 3.1 of the Bylaws. If the composition of the Board is not in compliance with Welfare and Institutions Code section 4622, the Board shall submit a plan to the Department of

Developmental Services with its Board composition documentation setting forth how and, as expeditiously as possible, when the Board will come into compliance, in part or in whole, with Welfare and Institutions Code section 4622.

(8) 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.

(9) The Corporation shall provide necessary facilitation to its Board members to ensure maximum understanding and participation in carrying out their roles and responsibilities in accordance with Welfare and Institutions Code section 4622, subdivisions (g)(1) and (2). Such facilitation shall be provided by other Board members to the extent that it can be. In circumstances in which Board members require training for appropriate facilitation, the Board shall retain a qualified individual/s to provide that training. In circumstances in which Board members require support beyond the abilities of then current Board members, even with additional training, appropriate facilitation shall be retained by the Board to supply the individual Board member with support necessary to ensure maximum understanding and participation and the proper functioning of the Board of Trustees.

(10) Facilitation may require seating individuals needing support next to Board members who can facilitate their understanding and participation, or otherwise accommodating communication between the facilitator and the person served and or meeting in advance of regular Board meetings to review Board materials.

(c) One member of the Board shall be designated by a Service Provider Advisory Committee of the Board, in accordance with the provisions of Welfare and Institutions Code section 4622, Subdivision (i), to serve as a member of the Board of Trustees. However, such person shall not do any of the following:

(1) Serve as an officer of the Board of Trustees;

(2) Vote on any fiscal matter affecting the purchase of services from any providers from which the Corporation purchases client services. As used herein, the term "fiscal matter" includes, but is not limited to, setting purchase of service priorities, transferring funds to the purchase of service budget, and establishing policies and procedures with respect to services; or

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

Furthermore, any person whose membership on the Board of Trustees is pursuant to this Subsection (c) of this Section 3.1 shall provide the Board of Trustees with a list of any and all of his or her "financial interests" as such interests are described in Section 87103 of the California Government Code.

## **SECTION 3.2      Qualifications**

(a) No person shall serve as a Trustee for more than seven years in any eight-year period.

(b) No Trustee shall:

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

(2) Be an employee or a member of the State Council on Developmental Disabilities (State Council) or a State Council Regional Advisory Committee.

(3) Be an employee of the Corporation.

(4) Except as otherwise provided for the one member of the Board of Trustees selected by the Service Provider Advisory Committee, as described in Section 3.1, Subsection (c) hereof, be an employee or member of the governing board of any entity from which the Corporation purchases client services.

(5) Have a “financial interest”, as defined in Section 87103 of the California Government Code, in the operations of the Corporation, except as a client of its services or as the Board Trustee designated by the Service Provider Advisory Committee.

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

(7) Have a conflict of interest with an entity that receives Corporation funding, including, but not limited to, a nonprofit housing organization and an organization qualified under Section 501(c)(3) of the Internal Revenue Code, that actively functions in a supporting relationship to the Corporation.

(c) Conflict of Interest Statements.

(1) Each member of the Board of Trustees and the Executive Director shall file annually (no later than August 1<sup>st</sup>), with the Board of Trustees, a statement declaring, under penalty of perjury, that such Trustee or such Executive Director has neither a conflict of interest nor a potential conflict of interest as defined in the Lanterman Developmental Disabilities Services Act, Welfare and Institutions Code, section 4500 and following (“the Lanterman Act”), or Title 17 of the California Code of Regulations, section 54500 and following. This annual conflict of interest statement shall be made on the form published by the Department of Developmental Services. The conflict of interest statements of all

Board members and the Executive Director shall be submitted by the Board of Trustees to the Department of Developmental Services within ten (10) days of receipt of the statements.

(2) In addition to submitting a conflict of interest statement, the member of the Board of Trustees designated by the Service Provider Advisory Committee as described in Section 3.1, Subsection (c) hereof shall file a list of “financial interests,” as defined in Section 87103 of the California Government Code, and be subject to the voting restrictions described in said Section 3.1, Subsection (c).

(3) Each new candidate for the Board of Trustees and for the position of Executive Director shall disclose any present or potential conflicts of interest to the Corporation’s Board of Trustees, prior to being appointed, elected, or approved for hire, by the Corporation or the Corporation’s Board. Further, any new Board Member shall prepare and file the required conflict of interest statement on a standard form published by the Department of Developmental Services with the Board of Trustees within 30 days of selection, election or appointment, and any new Executive Director shall prepare and file the required conflict of interest statement with the Board of Trustees within 30 days of hire.

(4) Every Board member and the Executive Director shall complete and file a subsequent conflict of interest statement upon any change in status that creates a potential or present conflict of interest. The term, “change in status” includes, but is not limited to, a change in financial interests, legal commitment, corporation or board duties, or both, or outside position or duties, whether compensated or not. The Board shall submit the completed conflict of interest statement of the affected Board member or Executive Director to the Department of Developmental Services within ten (10) days of its receipt of the form.

(d) The Board shall review the conflict of interest statements of all Board members and the Executive Director to ensure that no conflicts of interest exist. Except as otherwise provided in these Bylaws, if a present or potential conflict of interest is identified for the Executive Director or a Board member that cannot be eliminated, the person shall resign from their position or from the Board, or, alternatively, the Board shall, within 30 days of receipt of such conflict of interest statement, submit to the Department of Developmental Services and the State Council on Developmental Disabilities a copy of the conflict of interest statement and a plan that proposes mitigation measures, including time frames and actions the Board or the individual, or both, will and are taking to mitigate the conflict of interest. Any mitigation plan shall meet the requirements of Title 17, section 54533, of the California Code of Regulations, including, but not limited to, posting the conflict of interest statement on the Corporation website until the conflict is eliminated. The mitigation plan must be renewed annually with the Department of Developmental Services and the State Council on Developmental Disabilities.

### **SECTION 3.3 Good Faith, Standard of Care, Reliance on Information from Others; Freedom from Liability**

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

(b) **Justified Reliance on Others.** In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

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

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

(3) A committee upon which the Trustee does not serve that is composed exclusively of Trustees or any combination of Trustees and persons described in paragraph (1) above, or persons described in paragraph (2) above, as to matters within the committee's designated authority, which committee the Trustee believes to merit confidence, so long as, in any case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

(c) **Freedom From Liability.** Except as provided in Corporations Code section 5233, relating to self-dealing transactions, a person who performs the duties of Trustee in accordance with Subsections (a) and (b), above, shall have no personal liability for the debts, liabilities, or obligations of the Corporation, nor shall they have any liability based upon any alleged failure to discharge their obligations as a Trustee.

### **SECTION 3.4 Terms of Office.**

(a) Except as otherwise provided herein, the initial term of office of each Trustee (with the exception of ex-officio Trustees) shall be for two (2) years, commencing July 1, and shall expire two (2) years from June 30 of the calendar year in which such Trustee's term commenced. Thereafter, each Trustee (with the exception of ex-officio Trustees and the Trustee designated by the Service Provider Advisory Committee as described in Section 3.1, Subsection (c) and Section 6.9), may be re-elected by the Board to two (2) additional two-year terms followed by one (1) additional one-year term of office. A Trustee whose term of office has expired shall nevertheless continue in office until a successor has been duly elected and qualified, unless that Trustee has already served on the Board seven (7) out of the previous eight (8) years, in

which case the Trustee shall immediately leave the Board and a new Trustee shall be elected to serve in his or her place. Notwithstanding the foregoing, the term of office of the Trustee designated by the Service Provider Advisory Committee as described in Section 3.1, Subsection (c) hereof may be sooner terminated pursuant to the provisions of Section 6.9, Subsection (c) hereof.

(b) The term of office of a Trustee elected to fill a vacancy in the Board of Trustees caused by the expiration of a prior term of a Trustee shall commence immediately upon the expiration of said prior term.

(c) The term of office of a Trustee elected to fill a vacancy in the Board of Trustees caused by death, resignation or removal shall commence immediately upon such new Trustee's election and coincide with the time when the term of office of the deceased, resigned or removed Trustee would have ended, unless that would require the succeeding Trustee to serve more than seven (7) years in any eight (8) year period prior to the expiration of that term of office.

### **SECTION 3.5 Elections.**

Except for the trusteeship provided for in Section 3.1, Subsection (c) hereof and except for election of Trustees to fill vacancies created by death, resignation or removal (which elections may take place at any meeting of the Board of Trustees), Trustees shall be elected at the following times:

(a) If a Trustee's term is due to expire and the Trustee has not already served as a Trustee for more than six of the previous eight years and is not otherwise disqualified from serving by the provisions of Section 3.2, Subsection (b) above, the Board shall vote on whether that person shall serve for an additional one or two-year term as a Trustee, depending on the number of years that they have already served. That vote shall be taken no later than the last regular meeting of the Board of Trustees prior to the annual meeting described in Section 3.11, Subsection (a)(1).

(b) Any and all new Trustees shall be elected at the annual meeting of the Board of Trustees, described in Section 3.11, Subsection (a)(1). Nominations shall be received for each place on the Board of Trustees for which a Trustee is to be elected, and may be made either by the Board Development Committee or by nomination from the floor by a Trustee at the annual meeting. A majority of the votes cast for such seat shall elect the Trustee to fill that place. In the event that more than one person is nominated for a given seat on the Board of Trustees, balloting for that seat shall be by secret ballot, private electronic survey or other secret means, and the nominee with the most votes shall be elected.

### **SECTION 3.6 Vacancies.**

The Board of Trustees may choose to leave one (1) or more vacant seats temporarily unfilled if it is unable to find or to elect a qualified candidate, or in order to

search for a candidate with specific qualifications to balance representation on the Board or to provide expertise needed on the Board.

### **SECTION 3.7 Powers.**

Subject to the provisions imposed by law, by the Articles of Incorporation or by these Bylaws, the activities and affairs of the Corporation shall be conducted and controlled by, and all corporate powers shall be exercised by, or under, the direction of, the Board of Trustees. Without limiting the foregoing, the Board of Trustees shall have, among other things, the powers:

(a) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation, and in these Bylaws and the Lanterman Developmental Disabilities Services Act.

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

(c) To appoint and remove all officers of the Corporation, and, except as otherwise provided in these Bylaws, to prescribe their duties, and fix the compensation of the Executive Director.

(d) To establish the policies of the Corporation and to determine the method or plan under which the powers of the Corporation shall be exercised in furtherance of the purposes stated in the Articles of Incorporation and these Bylaws.

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

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

At no time shall the powers of the Board set forth in this Section be exercised by one Trustee, group of Trustees, or Board Committee, unless, as stated in Section 6.11, the individual Trustee or group of Trustees or 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 Trustee, group of Trustees or Committee are ratified by the Board prior to their execution, as allowable by statute.

### **SECTION 3.8 Duties.**

The Trustees shall:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws.



(b) Cause to be kept open to inspection by any person entitled thereto and making proper demand therefore, among other things, a book of minutes of all meetings of the Board of Trustees of the Corporation, and adequate and correct books of account of the properties and business transactions of the Corporation, all in the form prescribed by law and showing the details required by law. The Board of Trustees shall designate by resolution where such records shall be kept; in the absence of any such designation, such records shall be kept at the Principal Executive Office of the Corporation, as such Office is designated in Section 2.1 of these Bylaws.

(c) Meet at such times and places as required by these Bylaws.

(d) The Board of Trustees shall annually contract with an independent accounting firm for an audited financial statement. The audit report and accompanying management letter shall be reviewed by the Audit Committee as set forth in Section 6.3, and recommended for approval or modification to the full Board of Trustees. The audit report and accompanying management letter shall be submitted to the State Department of Developmental Services within 60 days of completion and before April 1 of each year. Upon submission to the Department of Developmental Services, the audit report and any 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 of Trustees shall annually review the performance of the Executive Director of the Corporation.

(f) The Board of Trustees 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) All contractual agreements which would bind the Corporation should reflect sound business practices, prudent fiduciary decision-making and attention to proper legal requirements.

(h) The Executive Director and the Chief Financial Officer, and in the event of an emergency, as described in Section 3.11, Subsection (d)(1), the President and Vice President of the Board of Trustees, are empowered to execute, in the name of and on behalf of the Corporation, such business contracts as are necessary to carry out the daily business matters and affairs of the Corporation; provided, however, that no single contract may bind or obligate the Corporation for \$250,000 or more without prior authorization of the Board of Trustees. Further, only the Board President, after obtaining Board approval, may execute agreements with the Department of Development Services for funding of the Corporation.

(i) The Trustees 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 3.9      Limitations.**

A person who is a Trustee of the Corporation shall not solicit services from the Corporation through any procedure or means which would not be available to such person were he or she not a Trustee; and the Corporation shall not, in providing services, give preferential treatment to any person by reason of the fact that such person is a Trustee, or a relative or acquaintance of a Trustee of the Corporation.

### **SECTION 3.10      Compensation.**

The President, the Vice President, the Secretary, the Treasurer, and all of the Trustees of the Corporation shall serve without compensation for any services rendered by them to the Corporation as such officer or Trustee. However, the immediately preceding sentence of the within Section 3.10 shall not operate to preclude any corporate officer or Trustee from receiving reimbursement from the Corporation for reasonable expenses incurred by such officer or Trustee in his or her capacity as such officer or Trustee. There shall be no reimbursement for non-business-related travel companions. Neither shall there be loans to Trustees, nor officers, except as might be permitted for matters relating to indemnity under Article X of these Bylaws.

### **SECTION 3.11      Meetings.**

#### **(a)      Regular Meetings.**

The Board of Trustees shall hold regular meetings at least quarterly, at dates and times fixed by resolution of the Board or by written consent of a majority of the Board.

(1)      Annual Meeting. The Board of Trustees shall hold a meeting on the third (3<sup>rd</sup>) Tuesday in May of each year if not a legal holiday (and if a legal holiday then on the next succeeding Tuesday which is not a legal holiday), which meeting shall be designated the annual meeting and at which meeting the Board of Trustees shall elect the Board's officers and any Trustees described in Section 3.5, Subsection (b). The President shall have the right to postpone any annual meeting to a date not more than forty-five (45) days from the third (3<sup>rd</sup>) Tuesday in May, by giving written notice of such postponement and the new date selected for the meeting to the Secretary not less than thirty (30) days before the third (3<sup>rd</sup>) Tuesday in May.

#### **(b)      Special Meetings.**

Special meetings of the Board of Trustees may be called at any time by the President, or if the President is absent or is unable to act or refuses to act, then by the Vice President or by any five (5) Trustees, which call shall be in writing and filed with the Secretary of the Corporation before the meeting. If the Secretary cannot be located or

is unavailable, then the notice may be timely filed with a Board officer in the following order of priority: President, Vice President, or Treasurer.

(c) Notice.

(1) Notice of the annual and each regular and special meeting of the Board of Trustees shall be given by the Secretary to each Trustee not less than seven (7) days prior to the date of such meeting by mail or by electronic transmission, if the Trustee provides the Corporation with the required written consent to utilize electronic communication. Such notices must include the date, time, the location of, and a specific agenda for, the meeting, and the means of electronic video screen communication, if any, by which Trustees may participate in that meeting. No item shall be added to the agenda subsequent to the provision of this notice except in emergency situations, as described in Subsection (d)(1) of this Section 3.11, or when items are brought before the Board at meetings by members of the public.

(d) Notice Pursuant to Written Request.

Notice of meetings of the Board of Trustees and of any Committee of the Board of Trustees which exercises authority delegated to it by the Board of Trustees, shall be provided to any person who requests notice in writing. Such notice shall be given at least seven (7) days in advance of each meeting by mail or by electronic transmission, if the Trustee or individual requesting notice provides the Corporation with the required written consent to utilize electronic communication. Such notice shall include the date, time and location of, and a specific agenda for, the meeting. The agenda shall identify all substantive topic areas to be discussed, and no item shall be added to the agenda subsequent to the provision of this notice except as stated below in Subsection (d)(1), or when items are brought before the Board at meetings by members of the public.

(1) Emergency Meetings; Emergency Situations

The notice requirements contained in Subsections (c)(1) and (d) of this Section shall not preclude the Board of Trustees from taking action on any urgent request made by the Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting, or on any new items brought before the Board at meetings by members of the public. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of Corporation services, an emergency meeting may be called without complying with the advance notice requirements outlined above in Subsections (c)(1) and (d). "Emergency situation" means any activity which severely impairs public health, safety, or both as determined by a majority of the members of the Board of Trustees. In these situations, advance notice shall be provided if practicable. In addition, the State Council on Developmental Disabilities shall be notified by telephone prior to each

emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed or emailed immediately to those persons who request notice of meetings in writing, with the exception of the minutes of any action taken in closed session as provided in this Section 3.11, Subsection (f).

(e) Open Meetings

All meetings of the Board of Trustees shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided in this Subsection (e) or in Subsection (f). Board meetings shall be open and public in accordance with all of the following provisions:

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

(2) For purposes of this Section 3.11, Board meetings shall include meetings conducted by any committee of the Board of Trustees which exercises authority delegated to it by the Board of Trustees. However, Board meetings shall not be deemed to include Board of Trustees retreats or training sessions planned solely for educational purposes.

(3) At each Board meeting and at each meeting of any Committee which exercises authority delegated to it by the Board of Trustees, time shall be allowed for public input on all properly noticed agenda items prior to Board action on that item. Time shall be allowed for public input on any issue not included in the agenda.

(4) Any person attending an open and public meeting of the Board of Trustees 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 of the Board of Trustees that such recording constitutes, or would constitute, a disruption of the proceedings.

(5) The Corporation shall maintain all recordings and written comments submitted at open meetings as testimony on agenda items for no fewer than three years. These materials shall be made available for review by any person, upon request. A reasonable fee may be charged for copies of recordings and written materials requested pursuant to this Subparagraph.

(f) Closed Meetings.

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

(i) Real estate negotiations.

(ii) The appointment, employment, evaluation of performance, or dismissal of a Corporation employee.

(iii) Employee salaries and benefits.

(iv) Labor contract negotiations.

(v) Pending litigation.

(2) Any matter specifically dealing with a particular Corporation client must be conducted in a closed session, except where it is requested that the issue be discussed publicly by the client, the client's conservator, or the client's parent or guardian, when the client is a minor.

(3) Prior to and directly after holding any closed session, the Board of Trustees shall state the specific reason or reasons for the closed session. In the closed session, the Board may consider only those matters covered in its statement of reasons for the meeting.

(4) The Board of Trustees may hold a closed session regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Corporation in litigation. Litigation shall be considered pending when any of the following circumstances exist:

(i) Any adjudicatory proceeding to which the Corporation is a party has been initiated formally.

(ii) A point has been reached where, based upon existing facts and circumstances and the advice of legal counsel, it is determined that there is a significant exposure to litigation against the Corporation.

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

(5) Prior to holding a closed session pursuant to subdivision (4) of this Subsection (f), the Board of Trustees shall state publicly to which portion of said subdivision (4) it is pursuant (i.e., which of the three types of pending litigation will be discussed.)

(6) Minutes of closed sessions shall be kept by the designated officer or employee of the Corporation, but these minutes shall not be considered public records.

(7) All discussion had, and information acquired, at a closed session of the Board is confidential and may be protected by the attorney-client privilege. Board members 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 of Trustees and any Board committee of which the Trustee is a member.

(g) Materials Distributed.

Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting, shall be considered public records, except those materials distributed during and directly related to a closed session authorized under Subsection (f) of this Section 3.11. Writings which are distributed prior to commencement of an open Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during an open 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 record distributed pursuant to this Subsection. The Corporation shall maintain agendas and other writings distributed prior to or during a Board meeting for discussion or action at the meeting for no fewer than three years.

(h) Location of Meeting.

No meeting, conference, or other function shall be conducted by the Corporation in any facility that prohibits the admittance of any person, or persons, on the basis of race, religion, creed, ethnic group identification, color, national origin, ancestry, sex, sexual orientation, gender, gender identification, age, genetic information, or disability. All in-person Board meetings shall be held in facilities accessible to persons with physical disabilities.

(1) Trustees may participate in Board meetings through use of conference telephone or through use of electronic video screen communication, as described below in Subsection (i), as long as all Trustees participating in the meeting are able to hear one another.

(i) Board Meetings Held By Remote Electronic Communication.

Board meetings may be conducted, in whole or in part, by electronic video screen communication, including by Zoom, Skype, Webex, and other video communication options. Participation in a Board meeting through use of electronic video screen communication constitutes presence in person at that meeting as long as all Trustees participating in the meeting are able to hear one another. Trustees participating by video screen communication must be given the opportunity to vote on matters submitted to the Board, and if a Trustee votes or takes other action at the meeting by means of electronic video screen communication, a record of that vote or action must be maintained by the Corporation.

(j) Inapplicability of Subsections (c) through (i) to Non-Regional Center Affairs.

The provisions set forth in Subsections (c) through (i) of this Section 3.11 shall not apply to the corporate affairs of the Board of Trustees which have no relationship to the role and responsibility of the Corporation as a regional center.

(k) Conduct of Meetings

Meetings of the Board of Trustees shall be presided over by the President of the Board, or in his or her absence by the Vice President or, in the absence of both of them, by the Treasurer. The Secretary of the Corporation shall act as Secretary of the meetings of the Board of Trustees. In the absence of the Secretary, the presiding officer shall appoint a person to act as Secretary for the meeting.

(l) Quorum

A quorum of the Board of Trustees shall consist of seven (7) or a majority of the Trustees then in office, whichever is greater, present at the meeting, whether held in-person or remotely.

(m) Violation of Open Meeting Requirements

Any action taken by the Board in violation of Subsections (c) through (i) of this Section 3.11 is null and void. The Board is not prevented from curing or correcting any action challenged pursuant to this Section.

(n) Public Meetings Regarding Contract Performance Objectives

The Board of Trustees shall hold one or more public meeting/s annually regarding the Corporation's prior year's contract performance objectives and outcomes. The meeting/s may be held separately from regular meetings. The Corporation shall provide individuals attending such meeting/s with data and any associated information to facilitate discussion and community input. The Corporation shall inform the Department of Developmental Services that such a meeting has been scheduled at least 30 days prior to the meeting. Notice of the meeting/s shall also be posted on the Corporation's internet website at least 30 days prior to such a meeting and shall be sent to the individuals served by the Corporation and their families and individual stakeholders at least 30 days prior to the meeting. The Corporation shall ensure that the meeting/s and meeting materials provide language access, as required by state and federal law, and shall schedule the meeting/s at times and locations designed to promote attendance by the public. To encourage participation by diverse language, racial, and ethnic communities, the Corporation shall consider strategies to promote opportunities for public comment.

(1) The Corporation shall report to the Department of Developmental Services regarding the outcomes of each public meeting regarding contract performance within 90 days of the meeting. The report shall include, but shall not be limited to, both of the following:

i. Copies of minutes from each such meeting and comments obtained from other strategies utilized to provide opportunities for public comment from diverse language, racial, and ethnic communities.

ii. The Corporation's recommendations and a plan to address areas where improvement is needed.

(o) Public Meeting to Present Data and Findings Regarding the Satisfaction of Individuals Served by the Corporation and Their Families

Annually, at a public meeting of the Board of Trustees, the Corporation shall present data collected from, and the findings of, the quality assurance instrument, implemented by an independent agency under contract with the Department of Developmental Services. The quality assurance instrument assesses (1) the satisfaction of individuals served by the Corporation and their families, (2) provision of services in a linguistically and culturally competent manner, and (3) personal outcomes described in subdivision (b) of Section 4571 of the Welfare and Institutions Code, in order to assess the comparative performance of the Corporation and to identify needed improvements in services for individuals served by the Corporation, including, but not limited to, case management services. Notice of this meeting shall be posted on the Corporation's internet website at least 30 days prior to the meeting and shall be sent to the individuals served by the Corporation and their families and to individual stakeholders at least 30 days prior to the meeting. The Board shall provide a sufficient public comment period so that members of the public may provide comments. The Corporation shall ensure that the meeting and meeting materials provide language access, as required by state and federal law.

(1) Within 60 days following its annual presentation, the Corporation shall submit a report to the Department of Developmental Services which includes, but shall not be limited to, both of the following:

i. Copies of the presentation made to the Board, minutes from the Board meeting, and attendee comments.

ii. The Corporation's recommendations and plans to use the information to address Corporation priorities or strategic directions to improve specific areas of performance, or both.

(p) Meetings with the Department of Developmental Services

The Board shall meet with representatives of the Department of Developmental Services upon a request by the Director of the Department of Developmental Services, and, if requested, the Board shall exclude Corporation employees from the meeting. The Board shall meet with the Department of Developmental Services' representatives without preconditions for the meeting and at a time and date determined by the Department. Not infringing on the Department's authority otherwise provided in this section, at the Department's discretion, efforts shall be made to meet with the Board of



Trustees at a mutually agreed-upon time, date, and place, with the goal of promoting attendance by Board members.

### **SECTION 3.12 Removal of Trustees.**

(a) Any Trustee may be removed as a Trustee with or without cause at any time by resolution duly adopted by the Board of Trustees of the Corporation, provided that both of the following two conditions are satisfied:

(1) Notice of intention to offer a resolution for such removal is given to each Trustee of the Corporation by mail, return receipt requested, or by electronic transmission if the Trustee provides the Corporation with the required written consent to utilize electronic communication, not less than thirty (30) days prior to the date of the meeting at which a vote will be taken on whether or not the resolution should be adopted; and

(2) At least two-thirds (2/3) of the full number of persons who, at the time, are Trustees of the Corporation vote in favor of such removal.

(b) If any Trustee of the Corporation is absent from three (3) consecutive meetings of the Board of Trustees, or from five (5) meetings of the Board of Trustees in any one calendar year, such Trustee shall be automatically removed from office as a Trustee at the conclusion of the meeting of the Board of Trustees next succeeding the last of such absences, unless the Board votes to reinstate the aforesaid Trustee and waive the provisions of this Subsection. Notice of such absences and of the immediately preceding sentence of these Bylaws shall be included by the Secretary in the notice of the next meeting of the Board of Trustees of the Corporation after such absences.

(c) Notwithstanding the foregoing provisions of this Subsection (b), the Board may, by majority vote, on written application by a Trustee setting forth good cause therefore, grant a leave of absence for a period not to exceed three (3) consecutive Board meetings, unless otherwise agreed to by a majority of the Board of Trustees, and not to extend beyond the end of the Trustee's term. The Trustee's legal standing with respect to the Board during the leave of absence shall be the same as if he or she had resigned, to be reappointed to the same position upon expiration of the leave. However, a leave of absence shall not be considered a break in service for purposes of determining the Trustee's eligibility for reappointment.

(d) Whenever a Trustee is removed from the Board, the Secretary shall give written notice of such removal to such Trustee. In the event that the removed Trustee is also a member of a Committee, he or she shall also be automatically removed from that Committee, unless the Board, for good cause, adopts a resolution providing otherwise.

### **SECTION 3.13 Vacancies.**

(a) Occurrence.

Vacancies in the Board of Trustees shall exist (1) on the death, resignation, or removal of any Trustee; (2) whenever the size of the Board of Trustees is increased; (3) on failure of the Trustees to elect the full number of Trustees authorized; and (4) upon the declaration by resolution of the Board of Trustees of a vacancy in the office of a Trustee who has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty arising under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5239). For purposes of this Subsection (a), if a Trustee has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty arising under said Article 3 of the California Corporations Code, and the Board of Trustees does not declare a vacancy in the office of that Trustee within thirty (30) days after such order of court becomes final, then any Trustee may file a complaint with the superior court of the proper county to remove such Trustee from office.

(b) Filling Vacancies.

Vacancies caused by the death or resignation of a Trustee or Trustees, or by removal as provided in these Bylaws, or by an increase in the size of the Board of Trustees authorized, shall be filled by the vote of a majority of the Trustees then in office, except that a vacancy in the trusteeship held by the member of the Service Provider Advisory Committee designated pursuant to Section 3.1, Subsection (c) hereof shall be filled by a new Trustee designated by said Committee in accordance with Section 6.9, Subsection (c). The person filling such a vacancy shall hold office as a Trustee until the expiration of the term of office of the Trustee whose vacancy he or she is selected to fill, unless completion of such term would cause the succeeding Trustee to be on the Board of Trustees more than seven (7) of the preceding eight (8) years; or if the office is created by amendment increasing the size of the Board of Trustees, the person filling such a vacancy shall hold office as a Trustee until the expiration of the term designated for such office, unless completion of such term would cause the Trustee to be on the Board of Trustees more than seven (7) of the preceding eight (8) years.

(c) Reduction of Number.

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

**SECTION 3.14 No Members Other Than Trustees.**

The persons at the time serving as Trustees of the Corporation shall constitute the only members of the Corporation at that time, and there shall be no membership of the Corporation other than the members of the Board of Trustees. Any person who is elected as a Trustee shall automatically become a member of the Corporation upon the assumption of his or her office as a Trustee and shall automatically cease to be a member of the Corporation upon resignation or removal or the expiration of his or her term of office as a Trustee. A Trustee in good standing shall remain a member until a successor

has been duly elected and qualified pursuant to Section 3.4 herein, so long as that does not require the Trustee to serve more than seven (7) of the preceding eight (8) years.

**SECTION 3.15     Advisers.**

Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “advisers” even though such persons are not members of the Board of Trustees.

(a)     Past President as Adviser

The immediate past President of the Board may serve as an adviser and consultant to the Board of Trustees, at the will of the Board; provided, however, that such past President shall not vote or otherwise exercise the authority of a Trustee unless he or she is otherwise a member of the Board of Trustees.

(b)     Honorary Advisers

The Corporation may confer, by a resolution adopted by the Board of Trustees, the honorary title of "Adviser to the Board of Trustees" upon any person deemed by the Board to be deserving of recognition for long and devoted service to the Corporation. Such person shall serve in such capacity at the will of the Board. Any person upon whom such honorary title is conferred may receive prior notice of and attend any open meeting of the Board of Trustees; provided, however, that the conferring of such honorary title shall not give any person upon whom such title has been conferred the right to vote or otherwise exercise any of the powers given by law or these Bylaws to a Trustee, officer, or professional staff member of the Corporation, and no person shall be deemed to be, or shall become, a Trustee, officer or member of the professional staff of the Corporation by reason of having such honorary title conferred upon him or her. However, nothing in this Section 3.15 shall prohibit the Board of Trustees from conferring such honorary title on any person who is otherwise a Trustee, officer, or professional staff member of the Corporation, or prohibit any Trustee, officer or professional staff member upon whom such honorary title is conferred from fully exercising his or her powers as such Trustee, officer, or professional staff member.

**ARTICLE IV**

**OFFICERS**

**SECTION 4.1     Numbers and Titles.**

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Trustees by resolution shall determine. The same person may not serve concurrently as more than one Officer.

**SECTION 4.2     Qualifications, Election, Term of Office, and Vacancies.**

Officers of the Corporation shall be elected by the Board of Trustees at its annual meeting as specified in Section 3.11, Subsection (a)(1) hereof. The term of office of each elected officer shall begin on July 1, unless the election is to fill a vacancy caused by resignation, incapacity, death or removal, in which case the term of office of the elected officer would begin immediately upon his/her election. In all cases, officers shall be elected from among any of the Trustees then serving other than the Trustee selected by the Service Provider Advisory Committee pursuant to Section 3.1, Subsection (c) hereof. Each officer shall serve for a one (1) year term or until:

- (1) his or her successor is elected, unless such service would require the Officer to be on the Board for more than seven (7) years out of any eight (8) year period,
- (2) his or her resignation,
- (3) his or her death,
- (4) his or her removal, or
- (5) the expiration of his or her term as Trustee, whichever occurs first.

No person shall serve more than two (2) full consecutive one-year terms in the same office. Any vacancy among the officers caused by the resignation, removal or death of an officer shall be filled by the Board of Trustees for the unexpired term of the officer whose office has become vacant.

(a) A list of nominees for officers shall be provided to the Board of Trustees by the Board Development Committee a minimum of 30 days prior to the annual meeting. Opportunity for additional nominations by any Trustee shall be provided immediately prior to the commencement of balloting. The public shall have no part in the nominating process, other than to make comment prior to the vote.

(b) An officer may be removed from his or her office prior to the expiration of his or her term by a two-thirds (2/3) vote of the total membership of the Board of Trustees. Notice of this proposed action shall be delivered to the full Board no less than seven (7) days prior to the meeting at which such vote will be taken.

### **SECTION 4.3      President**

The President shall preside at all meetings of the Board of Trustees and all meetings of the Executive/Finance Committee; shall, on behalf of the Corporation and with full Board approval, execute all agreements with the Department of Developmental Services for funding of the Corporation; shall appoint chairpersons of all Standing Committees except as otherwise provided in these Bylaws, and shall exercise such other powers and perform such other duties as may be prescribed by the Board of Trustees, by these Bylaws or by law.

### **SECTION 4.4      Vice President**

The Vice President shall, in the absence or incapacity of the President, perform the duties of the President, exercise the powers of the President, and shall perform such other duties as may be prescribed from time to time by the Board of Trustees. The Vice President, by accepting that post, thereby signifies willingness to be nominated for the Presidency, and to serve as President, if elected.

#### **SECTION 4.5 Secretary**

The Secretary shall:

- (a) Cause minutes of all meetings of the Trustees to be kept in perpetuity in the form and manner required by law;
- (b) Be the custodian of books of minutes of the Board and its committees, which shall be kept at the Principal Executive Office of the Corporation, or such other place as the Board of Trustees shall order;
- (c) Be the custodian of all other 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;
- (d) Cause to be kept at the Principal Executive Office, open to inspection by any Trustee at all reasonable times, the original or a certified copy of the Bylaws of the Corporation, as currently amended;
- (e) Cause the corporate seal to be kept and affix it to all papers and documents requiring a seal;
- (f) Cause all notices which are required by law or by these Bylaws to be given;
- (g) Attend to such correspondence as may be assigned to him or her; and
- (h) Generally, perform all duties incident to the office of Secretary and such other duties as may be required of him or her by law, by the Articles of Incorporation, by these Bylaws or from time to time by the Board of Trustees.
- (i) Except as prohibited by law, the ministerial duties of the Secretary, including, but not limited to, providing notice and keeping records of the meetings, may be delegated by the Board of Trustees to the Executive Director, and, unless prohibited by the Board, may be delegated by the Executive Director to qualified staff.

#### **SECTION 4.6 Treasurer**

The Treasurer shall:

- (a) In the absence of the President and the Vice-President, preside over the meetings of the Board of Trustees;

(b) Cause adequate and correct accounts of the properties and business transactions of the Corporation (which shall include all matters required by law and be in a form as required by law) to be kept and maintained;

(c) Make provision for the care and custody of the funds and valuables of the Corporation and make provision for the same to be deposited in the name of and to the credit of the Corporation with such depositories as the Board of Trustees may designate;

(d) Make such provision for the disbursement of the funds of the Corporation as may be ordered by the Board;

(e) Render to the President and Secretary and to the Board of Trustees, quarterly or whenever they may require it a report and financial statement in the form satisfactory to them, showing the condition of the Corporation; and

(f) Shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

(g) Except as prohibited by law, all or part of the above duties may be delegated to the Executive Director by the Board. Unless prohibited by the Board, the Executive Director may in turn delegate these duties to staff.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

(a) The Executive Director shall be the Chief Executive Officer of the Corporation, and, as such, shall have the authority and responsibility for the day-to-day management and administration of the policies, affairs, employees and resources of the Corporation. The Executive Director shall, subject to the policies of the Corporation, employ, supervise, manage, control and discharge the employees of the Corporation. In the event that the Executive Director seeks the Board's assistance in making decisions regarding the employment, supervision, management, control and discharge of employees of the Corporation, the Board shall act only in a consultant and/or advisory role in providing such assistance. The Executive Director shall advise and counsel the Board of Trustees in matters of policy and shall act as a representative for the Corporation at community, state and national meetings. The Executive Director shall attend to such other business as may be assigned (and perform all other duties prescribed) by the Board of Trustees, by these Bylaws or by law.

(b) The performance of the Executive Director shall be reviewed annually by the Board of Trustees.

## **ARTICLE VI**

### **COMMITTEES**

## **SECTION 6.1 Standing Committees**

The Corporation shall have the following committees:

- (1) An Executive/Finance Committee;
- (2) An Audit Committee;
- (3) A Client Services Committee;
- (4) A Board Development Committee;
- (5) A Board Planning Committee;
- (6) A Community Relations Committee;
- (7) A Retirement Committee;
- (8) A Service Provider Advisory Committee; and
- (9) Such other committees as the Board of Trustees may deem advisable to assist it.

(a) Except as otherwise provided in these Bylaws, the President of the Board of Trustees shall appoint all committee chairpersons from among the Trustees and specify their duties and reporting schedules. Except for the Executive/Finance Committee and the Service Provider Advisory Committee, and as otherwise provided in these Bylaws, other committee members shall be selected by the committee chairperson in consultation with the Board President and taking into account both the Trustees' stated interests and knowledge and the goal of evenly distributing committee assignments. Each committee shall be composed of representatives from the Board and from client groups, and of other individuals interested in issues relating to persons with developmental disabilities, except the Executive/Finance Committee and the Service Provider Advisory Committee, and as otherwise provided in these Bylaws.

(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 of Trustees unless all of the members of the Committee are also members of the Board of Trustees, or unless all of the actions proposed by such Committee are ratified by the Board of Trustees prior to their execution.

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

(d) Committee members may participate in committee meetings through use of conference telephone or through use of electronic video screen communication, as

described below in Section 6.12, as long as all the members participating in the meeting are able to hear one another.

## **SECTION 6.2      Executive/Finance Committee**

### **(a)      Composition**

The Executive/Finance Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and the immediate past President of the Board (if he or she is still a Trustee). During such period of time (if any) that the immediate past President of the Board is no longer a Trustee, said immediate past President shall be a non-voting adviser to the Executive/Finance Committee and shall be entitled to attend all Executive/Finance Committee meetings. The President shall be the chairperson of the Executive/Finance Committee. The Committee may be supported by Executive staff, including the Corporation's CFO.

### **(b)      Authority and Duties**

The Executive/Finance Committee shall exercise the full powers of the Board of Trustees between regular Board meetings, except for:

- (1)      The power to adopt, amend or repeal the Articles of Incorporation or these Bylaws;
- (2)      The power to act contrary to policies established by, or prior actions of, the Board of Trustees;
- (3)      The power to fill vacancies on the Board of Trustees or on the Executive/Finance Committee;
- (4)      The power to approve any self-dealing transaction;
- (5)      The power to appoint or remove the Executive Director;
- (6)      The power to remove a Trustee;
- (7)      The power to appoint Committees of the Board of Trustees or the members thereof;
- (8)      The power to amend or repeal any resolution of the Board unless such resolution specifically permits the Executive/Finance Committee to do so; and
- (9)      The power to approve contracts of two hundred and fifty thousand dollars (\$250,000) or more, unless such contract requires immediate review and approval prior to the next regularly scheduled Board meeting, and the Executive/Finance Committee's approval of the contract is expressly ratified by resolution by the Board of Trustees.



(c) The full Board of Trustees has delegated to the Executive/Finance Committee the authority to review and revise the compensation of the Executive Director. Also, the Executive/Finance Committee has the authority to review and approve changes proposed by the Executive Director to compensation of highly paid executives, including the CFO.

(d) The Executive/Finance Committee shall be responsible for:

(1) Assisting the staff of the Corporation in maintaining up-to-date policies regarding fiscal integrity and the provision of cost-effective services to clients;

(2) Reviewing committee reports;

(3) Setting the agenda for the regular Board of Trustees meetings;

(4) Monitoring the budget of the Corporation and the expenditure of corporate funds. It shall receive, examine and approve for submission to the Board of Trustees all reports of expenditures made by the Corporation.

(5) Reviewing the Corporation's annual allocation and any subsequent amendments thereto presented by the Executive staff and presenting that annual allocation and any subsequent amendments thereto to the Board of Trustees for approval.

(6) Performing such other duties as the Board of Trustees may, from time to time, determine or delegate.

(e) Reporting

All actions taken by the Executive/Finance Committee shall be reported at the next meeting of the Board of Trustees.

(f) Meetings

Meetings of the Executive/Finance Committee shall be held at the call of the President or any two (2) members of said Committee. Except as provided in Section 3.11, Subsection (d)(1) of these Bylaws, notice of the meeting shall be given to each member of the Executive/Finance Committee either orally or in writing, by means of telephone, telegraph, delivery in person, delivery through the mail, or delivery by electronic transmission if the Trustee provides the Corporation with the required written consent to utilize electronic communication, not less than seven days (7) before the time at which the meeting is scheduled to take place. Except as provided in Section 3.11, Subsection (d)(1) of these Bylaws, written notice shall be sent to anyone who requests notice of Executive/Finance Committee Meetings in writing pursuant to Section 3.11,

Subsection (d). Before exercising the power of the Board of Trustees, the Executive/Finance Committee shall make a reasonable effort to contact all members of the Board of Trustees to inform them of the matter under consideration and of each meeting called to consider such matter. Members of the Board of Trustees are invited to express their opinions to the Executive/Finance Committee and to attend any meetings of the Executive/Finance Committee.

### **SECTION 6.3 Audit Committee**

(a) The Corporation shall have an Audit Committee. Each member of said committee shall be appointed by the President of the Board of Trustees.. The selection of Committee members will be tentative until approved by a majority of Trustees on the Board at the next regular Board meeting. Membership on the Committee shall be as follows:

(1) At least two of the members of the Audit Committee shall be Trustees, but no member of the Audit Committee shall be an officer of the Corporation or a non-Trustee.

(2) No members of staff, including the Executive Director and CFO, may serve on the Audit Committee, but the Committee may be supported by the CFO.

(b) The Audit Committee shall be responsible for doing the following:

(1) Reviewing the skills and performance of the Corporation's independent auditing firm and recommending to the Board of Trustees the retention or termination of the independent auditing firm.

(2) Negotiating the independent auditor's compensation on the Board's behalf.

(3) Meeting with the auditor to (1) satisfy the Board of Trustees that the financial affairs of the Corporation are in order, and (2) review and determine whether to accept the audit report and accompanying management letter, if any, and recommend it to the full Board for approval or modification.

(4) Reviewing the annual IRS Form 990 prior to its being submitted.

(c) The Audit Committee may request that the Corporation hire the independent auditor to perform non-audit services for the Corporation; if the Audit Committee makes such a request, the Audit Committee shall then also be responsible for:

(1) Assuring that those services conform with standards for auditor independence in accordance with auditing standards generally accepted in the United States of America and the standards set forth in the Government Auditing Standards, issued by the Comptroller General of the United States; and

(2) Approving the performance by the independent auditor of the non-audit services.

(d) The Audit Committee may request that the Corporation hire outside expert consultants to assist the Audit Committee.

#### **SECTION 6.4 Client Services Committee**

The Corporation shall have a Client Services Committee. The membership of Client Services Committee shall be determined in accordance with Section 6.1, Subsection (a). Said Committee shall review matters related to client services and shall propose and periodically review policies related to the provision of services for clients and their families. The Client Services Committee may conduct trainings on policies related to the provision of services for clients.

#### **SECTION 6.5 Board Development Committee**

(a) The Corporation shall have a Board Development Committee, consisting of between four (4) and seven (7) members. The President of the Board of Trustees shall appoint the chairperson of the Board Development Committee from among the Trustees, which appointment shall require the approval of a majority of Trustees on the Board. The Committee chairperson shall select the other members of the Board Development Committee. The selection of Committee members will be tentative until approved by a majority of Trustees on the Board at the next regular Board meeting. The Board Development Committee shall consist exclusively of Trustees.

(b) The duties of the Committee shall be to collect, categorize, screen and recommend to the Board of Trustees, qualified candidates for election as Trustees and officers of the Corporation. The Committee shall nominate Trustees and officers in sufficient numbers to fill vacancies, both at the end of terms of office and caused by resignation, incapacity, death or removal. It shall be the responsibility of this Committee to strive to keep the Board membership at not less than thirteen (13) members who meet the criteria of Section 3.1, Subsection (b) of these Bylaws. The Board Development Committee's slate of candidates for election as Trustees shall, for informational purposes, be presented at a regular meeting of the Board of Trustees before the date of each annual meeting of the Board of Trustees of the Corporation. The Board Development Committee's slate of candidates for election as Officers shall, for informational purposes, be presented a minimum of 30 days prior to the date of each annual meeting of the Board of Trustees of the Corporation.

(c) This Committee shall also be responsible for the planning and implementation of orientation for new Board members and regular training programs for all Board members.

(d) This Committee also has the responsibility to seek out and select qualified candidates for presentation and election, pursuant to Section 6.9 of these Bylaws, as members of the Service Provider Advisory Committee. The slate of candidates for

membership on the Service Provider Advisory Committee (whether for initial membership or to fill vacancies on said Committee) shall be presented to the Board of Trustees at such time as the Board shall designate, and in the absence of such designation, shall be presented at a regular meeting of the Board of Trustees held before appointments to said Committee are to be made.

#### **SECTION 6.6 Board Planning Committee**

(a) The Corporation shall have a Board Planning Committee. The President of the Board of Trustees shall appoint the chairperson of the Board Planning Committee from among the Trustees, which appointment shall require the approval of a majority of Trustees on the Board. The Committee chairperson shall select the other members of the Committee. The selection of Committee members will be tentative until approved by a majority of Trustees on the Board at the next regular Board meeting. The Board Planning Committee shall consist exclusively of Trustees.

(b) The Board Planning Committee shall develop a statement of the mission, vision, core values and key result areas for the Corporation for recommendation to the Board of Trustees. This statement shall be periodically reviewed, and, if necessary, revised, and revised statements shall be recommended to the Board of Trustees. The Committee shall also be responsible for the development, implementation, and regular progress review of the Annual Performance Plan for the Corporation.

#### **SECTION 6.7 Community Relations Committee**

The Corporation shall have a Community Relations Committee. The membership of the Community Relations Committee shall be determined in accordance with Section 6.1, Subsection (a). The role of this Committee is to promote, develop and maintain relationships with clients, families, service providers and community organizations. The Committee shall inform and educate the communities served by the Corporation as to the purposes, policies and operational procedures of the organization, and shall promote outreach to individuals who may be eligible for services based on a condition of developmental disability or delay.

#### **Section 6.8 Retirement Committee**

The Corporation shall have a Retirement Committee to administer the employee retirement plan. This Committee shall be comprised of a chairperson appointed by the President from among the Trustees, one (1) additional Board Trustee, who shall be selected in accordance with Section 6.1, Subsection (a), the Corporation's CFO, and two (2) staff members of the Corporation whose current position responsibilities include management of the retirement plan. The Corporation's CFO shall serve as the administrator of the retirement plan. The Retirement Committee shall have the authority to make such rules and regulations, and to take such actions, as may be necessary to carry out the provisions of the employee retirement plan, and will, subject to the provisions of the plan, decide any questions arising in the administration, interpretation, and application of the plan. Such decisions shall be ratified by the Board of Trustees.

## **SECTION 6.9 Service Provider Advisory Committee**

(a) The Corporation shall have a Service Provider Advisory Committee. The Service Provider Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the Board of Trustees in order to assist the Corporation in carrying out the Corporation's mandated functions. The Service Provider Advisory Committee shall be comprised of a total of not less than (5) nor more than ten (10) representatives of the various categories of providers from which the Regional Center purchases client services (hereinafter referred to as "service providers"). The exact number of members of said Committee shall, from time to time, be fixed by the Board of Trustees within the foregoing limits.

(b) The members of the Service Provider Advisory Committee shall be elected as such by the Board of Trustees and shall each serve for a two-year term or until the termination of the term of office as otherwise provided in these Bylaws. Members of the Service Provider Advisory Committee may serve additional two-year terms if re-elected by the Board. Vacancies on said Committee caused by death, resignation or removal shall be filled by the Board of Trustees for the balance of the term of the Committee member who died, resigned, or was removed. Each member of the Service Provider Advisory Committee shall be either an employee of, a member of the governing board of, a partner in, or a proprietor of, a service provider.

(c) The Service Provider Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Trustees as described in Section 3.1, Subsection (c) hereof. The representative so designated as a Trustee shall also be the chairperson of the Service Provider Advisory Committee. Such representative shall serve as a Trustee and as chairperson of said Committee for a maximum of three (3) two (2) year terms or until the occurrence of one of the following events, whichever occurs first: (a) his or her successor is elected, (b) his or her resignation, (c) his or her removal at the pleasure of said Committee or the Board, (d) the expiration of his or her term as a member of said Committee, or (e) his or her service of seven (7) out of the previous eight (8) years on the Board of Trustees. A vacancy in the position of chairperson caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the chairperson who died, resigned, or was removed.

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

## **SECTION 6.10 Special Committees**

The President of the Board shall appoint such special committees as are deemed necessary by the Board of Trustees to accomplish specific functions or tasks. Such committees shall be structured in such fashion as the Board of Trustees deems appropriate and shall remain established only so long as the project or task exists. Further, no Committee may be delegated authority which would otherwise be exercised

by the Board of Trustees unless all of the members of the Committee are also members of the Board of Trustees or unless all of the actions proposed by such Committee are ratified by the Board of Trustees prior to their execution.

**SECTION 6.11      Limitation on Authority**

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 of Trustees unless all of the members of the Committee are also members of the Board of Trustees or unless all of the actions proposed by such Committee are ratified by the Board of Trustees prior to their execution.

**SECTION 6.12      Committee Meetings Held By Remote Electronic Communication.**

Committee meetings may be conducted, in whole or in part, by electronic video screen communication, including by Zoom, Skype, Webex, and other video communication options. Participation in a committee meeting through use of 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. Members participating by video screen communication must be given the opportunity to vote on committee matters, and if a member votes or takes other action at the meeting by means of electronic video screen communication, a record of that vote or action must be maintained by the Corporation.

**ARTICLE VII**

**MISCELLANEOUS PROVISIONS**

**SECTION 7.1      Fiscal Year**

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

**SECTION 7.2      Execution of Checks, Drafts, Etc.**

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness (other than contracts), issued in the name of, or payable to, the Corporation, shall be signed or endorsed by such person or persons, and in such manner as shall be determined, from time to time, by resolution of the Board of Trustees.

**SECTION 7.3      Execution of Contracts and Other Documents**

All contractual agreements which would bind the Corporation should reflect sound business practices, prudent fiduciary decision-making and attention to proper legal requirements.

As stated in Section 3.8, Subsection (h) above, the Executive Director and the Chief Financial Officer, and in the event of an emergency, as described in Section 3.11, Subsection (d)(1), the President and Vice President of the Board of Trustees, are empowered to execute, in the name of and on behalf of the Corporation, such business contracts as are necessary to carry out the daily business matters and affairs of the Corporation; provided, however, that no single contract may bind or obligate the Corporation for \$250,000 or more without prior authorization of the Board of Trustees. 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 of Trustees. 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, although Purchase of Service authorizations for transportation companies are considered contracts for purposes of this section.

Further, only the Board President, after obtaining Board approval, may execute agreements with the Department of Development Services for funding of the Corporation.

#### **SECTION 7.4 Parliamentary Procedure**

The rules contained in Roberts Rules of Order (latest revision) shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law or with the Articles of Incorporation or Bylaws.

#### **SECTION 7.5 Records**

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records and accounts shall be kept at its Principal Executive Office.

#### **SECTION 7.6 Inspection of Books and Records**

All books and records shall be open to inspection by any Trustee, from time to time, and in the manner provided by law.

#### **SECTION 7.7 Seal**

The Corporation shall have a seal consisting of a circle having on its circumference

“HARBOR DEVELOPMENTAL DISABILITIES FOUNDATION,  
INCORPORATED MAY 3, 1977, CALIFORNIA.”

#### **SECTION 7.8 Service of Notice and Waiver of Notice**

Whenever any notice is required by these Bylaws to be given, personal service is not meant unless expressly so stated. Notice of meetings of the Board of Trustees or of any Committee of the Board of Trustees must be sent seven (7) days prior to such meeting. Notice may be by email, facsimile transmission or any other method which provides such actual notice.

#### **SECTION 7.9 Gender and Number**

As used within these Bylaws, the masculine gender shall include the masculine, feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

#### **SECTION 7.10 Severability**

If any provision of these Bylaws is determined by a court of competent jurisdiction or otherwise to be illegal or invalid, these Bylaws shall be interpreted as though such illegal or invalid provision was never made a part of these Bylaws.

### **ARTICLE VIII**

#### **AMENDMENT OR REVISION OF BYLAWS**

These Bylaws, or any provision or provisions hereof, may be amended or repealed, or new Bylaws may be adopted, by the Board of Trustees provided that both of the following conditions have been met:

(a) Notice of the proposed amendment or change, and the place, date and time of the meeting at which such change will be voted on, has been given to each of the Trustees at least ten (10) days before, and no more than ninety (90) days before, said meeting;

(b) At least a majority of the Trustees then in office vote in favor of such change.

All such actions of the Board shall be subject to the limitations of the Corporations Code of the State of California.



## **ARTICLE IX**

### **ENFORCEMENT**

All persons becoming Trustees of the Corporation agree to abide by the provisions set forth in these Bylaws, and the rules, regulations and other orders of the Board made pursuant thereto and in accordance with law.

## **ARTICLE X**

### **INDEMNIFICATION**

#### **SECTION 10.1 Right of Indemnity**

To the fullest extent permitted by law, this Corporation shall indemnify its Trustees, officers, employees, and other persons described in Section 5238, subdivision (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in section 5238, subdivision (a) of the California Corporations Code.

#### **SECTION 10.2 Approval of Indemnity**

On written request to the Board of Trustees 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 10.3 Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Board of Trustees in a specific instance, expenses incurred by a person seeking indemnification under Section 10.1 and 10.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

#### **SECTION 10.4 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, employees, and other agents, against any liability asserted against or incurred by any officer, Trustee, employee, or

agent in such capacity or arising out of the officer's, Trustee's, employee's, or agent's status as such. Such coverage shall include, but not be limited to indemnity for fiduciaries of any Corporation employee benefit plan or plans. Purchase of such coverage shall be limited to that which is reasonably prudent in light of the Corporation's budget considerations, as reviewed from time to time.

## **ARTICLE XI**

### Purposes and Limitations

#### **Section 11.01                      General Purposes**

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

#### **Section 11.02                      Solicitation and Contribution**

The Corporation may, in accordance with applicable laws, solicit and receive contributions and donations from the general public for charitable purposes, expressly including, but not limited to, the specific and primary purpose for which this Corporation is formed as more specifically described in Section 11.01. Such solicitation shall be in accordance with the requirements of the Supervision of Trustees and Fundraisers for Charitable Purposes Act, also known as the California Nonprofit Integrity Act of 2004, set forth at California Government Code Section 12580 and following, to the extent it may be applicable to the Corporation, from time to time.

#### **Section 11.03                      Limitations**

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

#### **Section 11.04                      Dedication of Assets**

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

#### **Section 11.05                      Construction**

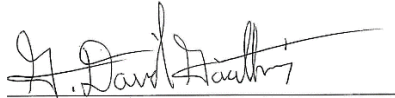
Unless the Lanterman Act or the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

## CERTIFICATE OF SECRETARY

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

1. That I am the duly elected and acting Secretary of the HARBOR DEVELOPMENTAL DISABILITIES FOUNDATION, a California non-profit public benefit corporation; and
2. That the attached Amended Seventh Restatement of said Corporation's Bylaws, consisting of thirty-six (36) pages, was duly adopted by the Board of Trustees of said Corporation on September 20, 2022 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 20 day of September 2022.



Submitted by: \_\_\_\_\_  
David Gauthier, Secretary  
Harbor Developmental Disabilities  
Foundation Board of Trustees