

ALTA CALIFORNIA REGIONAL CENTER

BYLAWS

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**AMENDED AND RESTATED BYLAWS
OF ALTA CALIFORNIA REGIONAL CENTER, INC.**

ARTICLE 1. OFFICES

Section 1.01. Principal Office. The principal office of the corporation for the transaction of its business is located at 2241 Harvard Street, Suite 100, Sacramento, California. The Board of Directors may change the principal office from one location to another within the named county by resolution. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 1.02. Other Offices. The corporation may also have offices at such other places as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 2. MEMBERS

Section 2.01. Members are Directors. There shall be one class of members who shall be the directors of the corporation, and the directors shall be the only members of the corporation. Any person who becomes a director, whether an Elected Director or a Designated Director (as defined in Section 3.01 below), shall become a member upon the assumption of office as a director and remain a member only so long as he/she continues as a director.

Section 2.02. No Personal Liability. No member or director of this corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE 3 - DIRECTORS

Section 3.01. Elected and Designated Directors. The number of directors of the corporation shall be 22 until changed by an amendment to these Bylaws. There shall be 20 "Elected Directors" and two "Designated Directors". Unless the context indicates otherwise, all references in these Bylaws to "directors" means both the Elected Directors and the Designated Directors.

(a) The Elected Directors shall demographically represent the areas served by the corporation, as follows: It is anticipated that: (1) six directors shall be from Sacramento County; (2) two directors shall be from Placer County; (3) one director shall be from each of the eight remaining counties in the corporation's catchment area (that is, Alpine, Colusa, El Dorado, Nevada, Sierra, Sutter, Yolo and Yuba Counties). Four directors shall not have a county designation. Every effort will be made to seat directors from the counties as above described, however, the Board may also provide that all the socioeconomic groups and population densities which may impact service delivery will be represented by ensuring that persons from those population groups are on the board without attribution to a particular county. Thus, the Board will attempt to seat directors who reside in areas where limited provider networks may be available.

(b) The Designated Directors are as follows: (1) one director shall be

designated from the corporation's Client Advisory Committee (see Welfare and Institutions ("W&I") Code §4622(h)); and (2) one director shall be designated from the corporation's Provider Advisory Committee (W&I Code §4622(i)).

Section 3.02. Number of Directors. The maximum number of directors shall not exceed twenty-two. At no time shall the number of directors be reduced to less than three elected directors.

Section 3.03. Qualifications. Each of the 16 Elected Directors who represent specific counties in the corporation's catchment area must at all times reside in the county that he or she represents, and all of the directors must demonstrate interest in the rights and issues of persons with developmental disabilities. In accordance with the provisions in W&I Code §4622, all directors shall (1) have a demonstrated interest in, or knowledge of, developmental disabilities, (2) have legal, legislative, finance, management, public relations and/or developmental disability program skills, (3) represent the various categories of disability served by the corporation, and (4) reflect the geographic and ethnic characteristics of the area served by the corporation. In addition, the directors shall be selected so that at least 50 percent of the Board of Directors are persons with developmental disabilities or their parents or legal guardians, and at least 25 percent of the Board of Directors are persons with developmental disabilities.

Section 3.04. Additional Qualifications: Conflicts of Interest. In order

to prevent potential conflicts of interest, no director shall be any of the following: (1) an employee of the State of California Department of Developmental Services or any state or local agency which provides services to a client of the corporation, if employed in a capacity which includes administrative or policy making responsibility or responsibility for regulation of the corporation; (2) an employee or a member of the State of California Council on Developmental Disabilities or an Area Board on Developmental Disabilities; (3) an employee or member of the governing board of any entity from which the corporation purchases client services (except for the one Designated Director appointed by the Provider Advisory Committee as provided in Section 3.01(b) above); (4) have a "financial interest", as defined in California Government Code §87103, in the corporation's operations, except as a client of its services; or (5) otherwise be a person barred from serving as a director on the Board of Directors by applicable law or government regulation (W&I Code §4626).

Section 3.05. Terms of Office. The first term of office of a Director shall be two (2) years. A Director may serve optional second and third terms of two (2) and three (3) years, respectively. Terms of all Directors are pursuant to a recommendation by the Nominating Committee and approval by the Board. The foregoing change in the terms of office of Director shall not affect the terms of office of those Directors currently on the Board who are serving a full seven (7) year term. Elected Directors may serve for not more than seven out of every eight years (see W&I Code §4622(f)). Designated Directors shall be chosen annually by the

respective advisory committees and submitted to the Nominating Committee in accordance with Section 5.04. Designated Directors may serve up to a maximum of three successive one year terms.

Section 3.06. Commencement of Terms of Office. Board of Director Officers and Designated Directors shall begin their term of service on the day of their election to the Board. The remaining Board of Director positions shall be filled when the Board Development Committee recommends qualified applicants to the Board, and the Board, by formal action, elects the applicant as a Director. The elected director's term commences at the meeting wherein he/she, as a member of the Board, casts a vote.

Section 3.07. Automatic Termination of Elected Director's Term. Notwithstanding any provision in these Bylaws to the contrary, the position of any of the 16 Elected Directors who represent specific counties in the corporation's catchment area shall be terminated automatically, regardless of the time served, whenever (1) the corporation ceases to have an agreement with the State of California for providing services to the county represented by the respective director and (2) the remaining directors determine that the corporation has in fact ceased to provide services for such county. In such event, the overall number of directors and the overall number of Elected Directors shall be automatically reduced accordingly, and Section 3.01 above shall be deemed so modified.

Section 3.08. Election and Designation of Directors.

(a) Elected Director positions are to be filled only by eligible applicants proposed by the Board Development Committee as those positions become vacant. The Board Development Committee may choose to leave some positions unfilled if it is unable to find a qualified candidate, or in order to search for candidate(s) with specific qualifications or to balance representation on the Board or to provide expertise needed on the Board.

(b) The two Designated Directors are to be appointed from the respective Advisory Committee and ratified by the Board of Directors in May of each year.

Section 3.09. Exercise of Powers. The directors shall exercise all the powers of the corporation, control its property, and conduct its affairs, except as expressly otherwise prohibited by law. Without prejudice to or limitation upon their general powers, the directors are hereby given full power and authority in respect to the following matters:

(a) To carry out the purposes of the corporation as expressed in its Articles of Incorporation and these Bylaws, to conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best.

(b) To appoint and remove, at its pleasure, the Officers of the corporation and, except as otherwise provided in these Bylaws, to prescribe the Officers' duties and responsibilities.

(c) To establish, in addition to the standing committees described in these Bylaws, such committees as the Board of Directors may deem necessary or desirable, and to fix the duties and powers of such other committees.

(d) To purchase property and assets and to incur indebtedness, from time to time, in the name of the corporation and to execute notes, mortgages, deeds of trust, or other forms of security in which indebtedness may be secured.

(e) To delegate to the management of the corporation the day-to-day operations of the business of the corporation provided that all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

(f) In addition to the specific powers granted and the duties imposed upon the Board of Directors by these Bylaws, to do and perform every act or thing whatsoever lawfully devolving upon the Board of Directors or which may be conferred upon the Board of Directors, unless these Bylaws, the Articles of Incorporation or applicable law shall specifically otherwise provide.

Section 3.10. Duties Imposed by Law, Articles or Bylaws. It shall be the duty of the directors to:

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

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the corporation's Executive Director (see Section 4.08 below).

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

Section 3.11. Compensation. Directors shall serve without compensation.

Section 3.12. Meetings.

(a) Location. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board of Directors.

(b) Regular Meetings. The directors shall hold a minimum of six regular meetings each year and shall annually set the time and place of the regular meetings to be held during that year. Officers shall be elected in the month of May and the Designated Directors shall be appointed by their respective committees.

(c) Special Meetings. Special meetings may be called by the President or any seven directors, and such meetings shall be held at the time and place designated by the person or persons calling the meeting.

(d) Executive Committee Meetings. The Executive Committee shall hold such meetings as shall be directed by the Board of Directors, or called by the President, at such time and place as may be convenient for the dispatch of business.

(e) Notice. The Secretary of the corporation shall oversee the delivery of the notice of the time and place of meeting to each director by first-class mail at least seven days prior to any such meeting, in accordance with W&I Code §4661.

(f) Emergency Meetings. An emergency meeting of the Board is a form of special meeting. An emergency meeting may be called without complying with the

above advance notice requirement in the case of an emergency situation involving a matter upon which prompt action is necessary due to the disruption or threatened disruption of services to one or more of the corporation's clients. As its first order of business during such meeting, the Board shall determine if the situation that precipitated the meeting is an activity which severely impairs public health, safety, or both; unless a majority of the seated members of the Board finds that such a situation exists, the meeting shall be adjourned so that the matter may be considered at a noticed special or regular Board meeting. When an emergency meeting is called, the corporation shall (1) provide advance notice of the emergency meeting if practicable and (2) notify the local Area Board on Developmental Disabilities by telephone of such meeting. Immediately after the conclusion of an emergency meeting, the corporation shall cause the minutes of an emergency meeting, including a description of those actions taken at the meeting, to be mailed to persons who had requested notice in writing of corporation meetings (see W&I Code §4661).

(g) Conduct of Meetings. All meetings of directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

Meetings of directors shall be presided over by the President of the corporation, or in his/her absence by the Vice President, or in the absence of both, by the most senior member of the Executive Committee who is the chair of a board committee, and in his/her absence, the ACRC ARCA Representative. The

Secretary of the corporation shall act as secretary of the Board of Directors. The presiding officer may appoint any person to act as secretary for the meeting.

All meetings of directors shall be open and public, except for closed meetings (defined in Section 3.12(h) below) and other meetings that are not required by law to be open and public.

Board retreats planned solely for educational purposes are not considered meetings and therefore need not be open to the public (see W&I §4660(b)).

(h) Closed meetings. Closed meetings may be held to discuss or consider any of the following: (1) real estate negotiations; (2) personnel matters relating to appointment, employment, evaluation of performance or dismissal of a corporation employee; (3) employee salaries and benefits; (4) labor contract negotiations; (5) pending litigation (as defined in W&I Code §4664); and (6) any matter specifically dealing with a particular client of the corporation; provided, however, where it is requested by the client, the client's conservator or the client's parent or guardian (where the client is a minor) that the issue be discussed publicly, then the issue shall not be discussed in a closed session. The President or Presiding Officer shall make a statement prior to the closed session and directly after its adjournment setting forth the specific justification for the closed session (see W&I Code §4663).

A closed session may be called for purposes of pending litigation. Litigation shall be considered pending when any of the following circumstances exist: (a) an adjudicatory proceeding to which the regional center is a party has been initiated formally; (b) a point has been reached where, based upon existing facts and circumstances and the advice of legal counsel, it is determined that there is a

significant exposure to litigation against the regional center; (c) based on existing facts and circumstances, the regional center has decided to initiate or is deciding whether to initiate litigation (see W&I Code §4664). Before and after the closed session is held, the presiding officer shall state which subdivision of the W&I Code relates to the pending matter. Facilitators for client board members are permitted in all closed sessions other than those in which counsel for the corporation has advised that their absence is required in order to preserve a critical Attorney-Client privilege.

(i) Quorum. A quorum for any meeting shall consist of 50% of seated directors.

Section 3.13. Majority Action as Board of Directors Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number. Assuming that a quorum exists when the Board considers the first action items on its agenda, the Board does not lose its quorum so long as a majority of the number that would constitute a quorum votes in favor of any measure.

Section 3.14. Removal of Directors.

(a) Any director may be removed from office at any time by the vote of two-thirds of the seated directors, with or without cause. Failure of any director to

attend three of any six consecutive regular meetings of the Board of Directors is also cause for removal, unless such failure to attend (1) is the result of extenuating circumstances and (2) has been approved in advance by the Board of Directors. If any director is so removed, the position is deemed vacant.

(b) A Designated Director may be removed without cause by the applicable Committee which designated the director.

Section 3.15. Vacancies.

(a) Existence of Vacancies. Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any director; (2) whenever the number of authorized directors is increased; (3) when a seat from a specific county or a director-at-large Elected Director position is open; and/or (4) upon the failure of the Provider or Client Advisory Committees to designate a Designated Director prior to the date of the annual election.

(b) Filling Vacancies. Vacancies caused by the death, resignation, or disability of an Elected Director, or by his or her removal as provided in these Bylaws, or by an amendment increasing the number of directors authorized, shall be filled by a majority vote of the directors present at any special or regular meeting of directors at which a quorum of directors is present. When a vacancy occurs in a Designated Director term, the designating committee shall make every effort to designate a new director at its next regularly noticed and scheduled meeting. If the position of Designated Director remains vacant for more than 30 days, the President may appoint the Designated Director, who shall serve in such capacity

until the applicable committee elects a new Designated Director.

Section 3.16. Restrictions on Directors Who Are Members and/or Employees of Providers. No director who is either a member of the governing board of a provider, or an employee of a provider, from which the corporation purchases client services shall:

(a) Serve as an Officer on the corporation's Board;

(b) Vote on any fiscal matter affecting the purchase of services by the corporation from any service provider (as used herein, the term "fiscal matter" includes, but is not limited to, setting purchase of services priorities, transferring funds to the purchase of service budget and establishing policies and procedures with respect to services); or

(c) Vote on any issue in which the member has a "financial interest" (as defined in Section 87103 of the Government Code) as determined by the Board of Directors (see W&I Code §4622(k)).

A director subject to the provisions of this Section 3.16 shall also provide a list of his or her financial interests (as defined in Section 87103 of the Government Code) to the Board upon such director's election or designation, and shall also notify the Board in writing of any material changes of such financial interests within 30 days of their occurrence.

Section 3.17. Board and Committee Meeting Attendance.

(a) Board and Committee Meeting Attendance. Board members are

required to attend at least eighty percent (80%) of scheduled meetings for both Board and assigned committees per fiscal year, two of which can be by phone, with an exception from this requirement for those Board members who live over 75 miles from the Sacramento office. Additional exceptions for personal circumstances will be taken into consideration. Consideration will also be given for Board members elected before the change in policy on Board meeting attendance.

(b) Telephone Participation. For all open meetings, at least one Board member must be physically present at the meeting location so the public may attend.

(c) Committee Attendance. Each committee will address its attendance issues as they arise. The Committee Chair will contact any committee member whose attendance is in question.

Section 3.18. Excused Absences.

(a) Notification of Absence. Board members are required to make reasonable efforts to attend Board and assigned committee meetings. In the event a Board member cannot attend, he or she should inform the Secretary to the Board of Directors at least two (2) hours prior to the scheduled Board or committee meeting of the reason. The Secretary to the Board of Directors will notify the Board or Committee Chair, who will list the excused absences at the beginning of the meeting.

(b) Excused Absences. The following are circumstances which would be

considered an excused absence:

1. Illness
2. Family or work emergency
3. Out of the area on vacation or business
4. Other unexpected circumstance

Section 3.19. Past President as Advisor. If the immediate Past President of the Corporation is no longer a member of the Board of Directors due to the term limitations set out in W&I Code section 4622(f), he/she may serve as an advisor and consultant to the Board of Directors for the year following his/her departure from the Board. This is for the purpose of providing the Board and the Agency access to the knowledge, both of pending Agency concerns and institutional, and the expertise of that individual. The Past President will serve under the direction and at the discretion of the Board President or the Executive Committee. This is a volunteer advisory position only and the Past President shall have no vote.

ARTICLE 4. OFFICERS; EXECUTIVE DIRECTOR

Section 4.01. Number and Titles. The officers of the corporation shall be the President, the Vice President, the Board Secretary and the Board Treasurer (collectively, the "Officers").

Section 4.02. Qualification, Election, Term of Office and Vacancies.

The President, Vice-President and Secretary shall be elected by the Board at its May meeting each year. Elected Officers will assume their respective positions on July 1. The Treasurer will be chosen by the President and ratified by the Board. Officers shall serve for one-year terms or until their successors are elected, their resignations, or their removal at the pleasure of the Board of Directors. Vacancies shall be filled by the Board of Directors.

Section 4.03. Duties of the President. The President shall preside at all meetings of the Board of Directors and the Executive Committee, assign all new directors to committees, (except that the chairs of the Client Advisory Committee and the Provider Advisory Committee, shall be elected or appointed in the manner stated below) and perform all duties incidental to this office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The chairpersons of the Client Advisory Committee and the Provider Advisory Committee shall be elected by the respective members of such committees; provided, however, if the position of chairperson of any of such committees remains vacant for more than 30 days, the President may appoint the chairperson of such committee, who shall serve in such capacity until such committee elects a new chairperson.

The Board President is an Ex Officio member of all Board Committees, both Standing and Ad Hoc, other than the Client Advisory Committee and the Provider Advisory Committee.

Section 4.04. Duties of the Vice President. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall chair the Board Development Committee. The Vice President shall select a committee member to serve as his/her designated alternate in his/her absence. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 4.05. Duties of the Secretary. The Secretary shall cause the minutes of all Board meetings to be kept, shall be the custodian of the corporate records (which shall be kept in the main office of the corporation) and shall cause all notices to be issued as are required by law or by these Bylaws. The Secretary shall generally perform all duties incidental to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 4.06. Duties of the Treasurer. The Treasurer shall be Chair of the Finance Committee and shall provide oversight to assure quality services based on efficient and cost effective use of the corporation funds. The Treasurer shall select a committee member to serve as his/her designated alternate in his/her absence.

Section 4.07. Compensation. Officers of the corporation shall serve

without compensation unless otherwise provided by resolution of the Board of Directors.

Section 4.08. Executive Director. The corporation shall have an Executive Director, who shall serve at the pleasure of the Board of Directors as the chief executive officer of the corporation. The Executive Director shall have the authority and responsibility for the day-to-day management and administration of the affairs, employees and resources of the corporation. The Executive Director shall, subject to the ultimate control of the Board of Directors, employ, supervise, manage, control and discharge the employees of the corporation. The Executive Director shall present, advise and counsel the Board of Directors in matters of policy and shall act as a representative of the corporation at community, state and national meetings. The Board shall review the performance of the Executive Director at least on an annual basis.

ARTICLE 5. COMMITTEES

Section 5.01. Standing and Advisory Committees. The corporation shall have the following standing and advisory committees, each of which (with the exception of the Provider Advisory Committee and the Client Advisory Committee) shall be chaired by a designated Officer of the corporation:

- a. Executive Committee
- b. Board Development committee
- c. Finance Committee

- d. Provider Advisory Committee
- e. Client Advisory Committee

The President shall assign new directors to standing committees. Assignments will continue from year to year unless the director requests a change or the President makes a change in the interest of the corporation. The President will advise the Board of appointments as they occur which will be deemed ratified unless objection is made. A quorum for any committee meeting shall consist of 50% of seated committee members. Assuming that a quorum exists when the committee considers the first action items on its agenda, the committee does not lose its quorum so long as a majority of the number that would constitute a quorum votes in favor of any measure.

Section 5.02. Ad Hoc Committees. The Board of Directors by resolution may from time to time designate ad hoc committees for specific purposes. The resolution designating the committee shall provide for the appointment of its members and chairman, state its purposes, and provide for its termination.

Section 5.03. Executive Committee. The Executive Committee shall be composed of no fewer than five Directors, including the President, Vice-President, Secretary, Treasurer, and another Director chosen by the President. The ARCA rep and the ARCA-CAC rep shall also be members of the Executive Committee, either by contemporaneous service as a Board Officer or ex officio (as a function of holding the ARCA rep positions). At such times as the

Board of Directors is not in session, the Executive Committee is empowered to conduct the necessary affairs of the corporation. The Committee functions as a steering committee to advise and support the other Board committees, an intake point for emerging issues and the intake point for the review of POS policies. The Committee routinely reviews Board policies, develops new Board policies as indicated, participates in development Board training and serves as a liaison with DDS.

Section 5.04. Board Development Committee. The Board Development Committee shall include not less than five directors with one of those directors being a client. The Board President may appoint a community member to serve on this committee: this individual will participate in open and closed sessions but may not vote. It shall be responsible for reviewing and evaluating these Bylaws, providing Board member training, recruiting Board members per W&I Code §§4622 and 4626 and other duties as may be so assigned by the Board of Directors. Not later than thirty days prior to the May meeting, it may submit a slate of prospective candidates to the Board for action to fill Director positions which are vacant or will become vacant at the end of the Fiscal Year. The Board Development Committee may submit to the Board recommended candidates for vacant Board positions at any time during the year.

No later than 45 days before the May meeting, a Nominating Committee, which shall be a sub-committee of the Board Development Committee selected by the Board President and consist of no fewer than three Directors at least one of

whom shall be a client, will submit a proposed slate of candidates for Board Directors and officers for the upcoming Fiscal Year to the Board Development Committee. The Board Development Committee may accept this slate, modify it or reject it. The Board Development Committee shall submit its slate (one candidate for each office) to the Board for action to fill Board Director and Officer Positions. The slate shall be submitted to the Directors not less than 30 days prior to the May meeting. Nominations from the floor for Board officer positions may be made by individual Directors immediately prior to the balloting only by motion/second to Amend the Slate which motions must be handled prior to commencement of balloting on the slate.

The Board Development Committee will engage in ongoing recruitment of effective board members throughout the corporation's ten county area so when a Board vacancy occurs, individuals who have been screened and approved by the Committee are available for the Board's consideration.

No Director may be nominated for President, Vice President or Secretary without having served on the Board for one full calendar year unless he/she is returning to the Board after the one year absence required under the terms of the Lanterman Act (W&I Code §4622(f)).

Section 5.05. Finance Committee. The Finance Committee shall be composed of not less than five directors with one of those directors being a client. The Treasurer shall be the chairperson of the Finance Committee. It is the responsibility of the Finance Committee to monitor budget expenditures, review

fiscal information presented by the Executive Director and make fiscal policy recommendations to the Board of Directors. The Finance Committee shall also assist in the selection of an independent accountant, to be approved by the Board of Directors, to conduct an annual audit of financial record-keeping and fiscal reporting methods and report to the Board of Directors the findings of such an audit.

Section 5.06. Provider Advisory Committee. The Provider Advisory Committee shall consist of a minimum of five and a maximum of twenty-five members approved by the Board of Directors to reflect the geographical distribution and diversified representation of providers of purchased services. The Provider Advisory Committee members shall elect their own chairperson and select the Designated Director for their committee as provided in Section 3.01(b) above; provided, however, if the positions of chairperson or Designated Director remain vacant for more than 30 days, the President may appoint the chairperson and/or Designated Director for such committee in the manner provided in Paragraphs 3.15(b) and 4.03 above. One person may fill the chairperson and Designated Director positions for such committee if the Provider Advisory Committee members so choose. It shall be the duty of the Provider Advisory Committee to provide advice, guidance, recommendations and technical assistance to the corporation's Board in order to assist the corporation in carrying out its mandated functions.

Section 5.07. Client Advisory Committee. The Client Advisory Committee shall consist of five to twenty-five client members appointed by the Board of Directors and representative of the various categories of disability served by the corporation. The Client Advisory Committee members shall elect their own chairperson and select the Designated Director for their committee as provided for in Section 3.01(b) above; provided, however, if the positions of chairperson or Designated Director remain vacant for more than 30 days, the President may appoint the chairperson and/or Designated Director for such committee in the manner provided in Paragraphs 3.15(b) and 4.03 above. One person may fill the chairperson and Designated Director positions for such committee if the Client Advisory Committee members so choose.

ARTICLE 6. MISCELLANEOUS PROVISIONS

Section 6.01. Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30, inclusive.

Section 6.02. Seal. The Corporation may have a seal which, if adopted, shall be in such form and contain such matter as shall be specified by resolution of the Board of Directors. If the Corporation adopts a seal, it may be affixed to corporate instruments. Failure to use a seal does not affect the validity of any instrument.

Section 6.03. Execution of Checks, Notes, Contracts. Except as

otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the corporation's Chief Financial Officer or the Chief Operating Officer and countersigned by the President or the corporation's Executive Director. The following contracts, executed in the name of and on behalf of the corporation, shall be signed by the President following approval of the Board of Directors: (1) the annual contract with the Department of Developmental Services (DDS) and its amendments; (2) the employment contract with the Executive Director; (3) a contract for a line of credit with a bank; and (4) any Operations (OPS) contract that exceeds One Hundred Thousand Dollars (\$100,000) during the contract term. All other contracts will be signed by the Executive Director, the Chief Operating Officer, Chief Financial Officer or their designee.

Section 6.04. Annual Audit. Pursuant to the provisions of applicable law, the Executive Director shall provide to the Finance Committee within 30 days of issuance or within nine months of the end of the fiscal year, whichever is sooner an audit conducted by an independent accounting firm rendering an opinion on the financial statements of the corporation and containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;

3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the corporation, for both general and restrictive purposes, during the fiscal year;
5. Any information required by California Corporations Code §6322 relating to annual statement of transactions with interested person.

Following review and recommendation by the finance committee, the audit shall be submitted to the Board of Directors.

Any management letter issued by the independent accounting firm shall also be submitted to the finance committee and the Board of Directors.

Section 6.05. Construction. As used in these Bylaws:

- (a) The present tense includes the past and the future tenses, and the future tense includes the present.
- (b) The masculine gender includes the feminine and neuter.
- (c) The word “shall” is mandatory, and the word “may” is permissive.

ARTICLE 7. BYLAWS

Section 7.01. Effective Date of Bylaws. These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors in adopting them, as hereinafter provided, provide that they are to become effective at a later date.

Section 7.02. Amendment. Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of a majority of directors present at any special or regular meeting of directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the Bylaws thereat is delivered to each director at least seven days prior to the date of such meeting.

Section 7.03. Review of Bylaws. These Bylaws shall be subject to review annually at the discretion of the Board of Directors.

Section 7.04. Certification and Inspection. The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE 8. INDEMNIFICATION

Section 8.01. Definitions. For purposes of this Article 8:

(a) **Agent.** "Agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise.

(b) Proceeding. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

(c) Expenses. "Expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 8.04 or Section 8.05(a)(2) below.

Section 8.02. Actions other than by the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any Proceeding (other than an action brought by or in the right of the corporation to procure a judgment in its favor, an action brought under California Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of a fiduciary duty relating to assets held in a charitable trust) by reason of the fact that the person is or was an Agent of the corporation, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a

manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.03. Actions by the Corporation or Attorney General.

(a) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the corporation, or brought under Corporations Code section 5233, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of a fiduciary duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an Agent of the corporation, against Expenses actually and reasonably incurred by that person in connection with the defense or settlement of the action if the person acted in good faith in a manner the person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

(b) No indemnification shall be made under this Section 8.03 for any of the following:

(1) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which the Proceeding is or was pending shall determine upon

application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for Expenses and then only to the extent that the court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a pending action without court approval; or

(3) Of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.04. Successful Defense on the Merits. The corporation shall indemnify an Agent against Expenses actually and reasonably incurred in connection with a successful defense on the merits of any Proceeding referred to in Section 8.02 or 8.03 hereof, or in defense of any claim, issue or matter therein.

Section 8.05. Indemnification Prohibited.

(a) No indemnification or advance shall be made by the corporation under this Article 8, except as provided in Section 8.04, unless the corporation authorizes it in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 8.02 or Section 8.03, by either of the following:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(2) The court in which the Proceeding is or was pending, upon application made by the corporation or the Agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the Agent, attorney or other person is opposed by the corporation.

(b) No indemnification or advance shall be made under this Article 8, except as provided in Section 8.04 or Section 8.05(a)(2), in any circumstance where it appears that it would be inconsistent with:

(1) A provision of the Articles of Incorporation, these Bylaws 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

(2) Any condition expressly imposed by a court in approving a settlement.

Section 8.06. Advances. The corporation may advance Expenses incurred in defending any Proceeding prior to the final disposition of the Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay that amount if it shall be determined ultimately that the Agent is not entitled to be indemnified as authorized by this Article 8.

Section 8.07. Insurance. The corporation may purchase and maintain

insurance on behalf of any Agent of the corporation against any liability asserted against or incurred by the Agent in that capacity or arising out of the Agent's status as such, whether or not the corporation would otherwise be authorized to indemnify the Agent against such liability pursuant to the provisions of this Article.

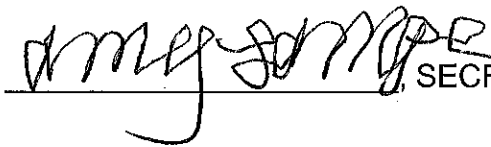
CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of the corporation, does hereby certify that:

1. I am the duly elected and acting Secretary of ALTA CALIFORNIA REGIONAL CENTER, INC., a California nonprofit corporation; and

2. The foregoing Amended and Restated Bylaws, comprising 31 pages, constitute the Bylaws of the corporation as duly adopted by action of the Directors of the corporation taken on the 15th day of November, 2018, and the Bylaws are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 15 day of November 2018



SECRETARY