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. Name of the Corporation. The name of this corporation is Alta California Regional Center, Inc. ("the Corporation.") For certain purposes, the Corporation shall do business as "Alta California Regional Center."

Section 1.02. Principal Office and Other Offices. The principal office of the Corporation for the transaction of its business is located at 4151 E Commerce Way, Suite 100, Sacramento, California. The Board of Directors may change the principal office from one location to another within the State of California 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. 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.

(a) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner that the director 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) In performing the duties of a director, a director 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 director reasonably believes to be reliable and competent in the matters presented;

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

(3) A committee upon which the director does not serve that is composed exclusively of directors or any combination of directors and persons described in subparagraph (1) above, or persons described in subparagraph (2) above, as to matters within the committee's designated authority, which committee the director believes to merit confidence, so long as, in any case, the director 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) Except as provided in California Corporations Code section 5233, relating to self-dealing transactions, a person who performs the duties of director in accordance with subdivisions (a) and (b) herein, shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE 3 - DIRECTORS

Section 3.01. Elected and Designated Directors. The maximum number of directors of the Corporation shall not exceed 22. At no time shall the number of Directors be reduced to less than three Directors. The Board shall determine the exact number of Directors from time to time at a meeting of the Board. Unless the context indicates otherwise, all references in these Bylaws to "directors" mean both the Elected Directors and the Designated Directors.

(a) The Elected Directors shall demographically represent the areas served by the Corporation.

(b) The Designated Directors are as follows: (1) one director shall be designated from the Corporation's Client Advisory Committee; and (2) one director shall be designated from the Corporation's Provider Advisory Committee (*See* Welfare and Institutions ("W&I") Code §4622(i)). The director who is designated by the Client Advisory Committee must be approved by a majority vote of the Board of Directors.

Section 3.02. Qualifications. Each of the Elected Directors who represent specific counties in the Corporation's catchment area must at all times, while serving on the Board, reside in the county that he or she represents, and all of the directors must demonstrate an interest in the rights and issues of persons with developmental disabilities. In accordance with the provisions in W&I Code §4622, the Board must conform to all of the following criteria: (1) The Board shall be composed of individuals with a demonstrated interest in, or knowledge of, developmental disabilities; (2) Board membership shall include persons with legal, management or board governance, financial, and developmental disability program expertise. Board governance expertise may not be acquired solely by serving on a regional center board; (3) Board membership shall include representatives of the various categories of disability served by the Corporation; and (4) The Board shall 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 members of the Board of Directors are persons with developmental disabilities or their parents or legal guardians, and at least 25 percent of the members of the Board of Directors are persons with developmental disabilities. If the composition of the governing Board is not in compliance with W&I Code §4622, the Board shall submit a plan to the State of California Department of Developmental Services (DDS) with its Board composition documentation setting forth how and, in as expeditious a manner as possible, when the Board will come into compliance, in part or in whole, with Section 4622. The Corporation shall provide necessary training and support, including on issues

relating to linguistic and cultural competency, to Board members to facilitate their understanding and participation. DDS shall review and approve the method by which training and support are provided to Board members to ensure maximum understanding and participation by Board members. The Corporation shall post on its internet website information regarding the training and support provided to board members.

Section 3.03. 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 DDS or any state or local agency which provides services to a client of the Corporation, if employed in a capacity which includes administrative or policymaking responsibility or responsibility for regulation of the Corporation; (2) an employee or a member of the State of California Council on Developmental Disabilities or a State Council Regional Advisory Committee; (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; (5) otherwise be a person barred from serving as a director on the Board of Directors by applicable law or government regulation, including but not limited to, section 54500 and following of Title 17 of the California Code of Regulations; (6) have a conflict of interest with an entity that receives regional center 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; or (7) be an employee of the Corporation. (W&I Code §4626).

(a) Conflict of Interest Statements.

(1) Each director shall file annually with the Board of Directors a statement declaring, under penalty of perjury, that such director has neither a conflict of interest, nor a potential conflict of interest ("Conflict of Interest Statement"), as defined in the Lanterman Developmental Disabilities Services Act, Welfare and Institutions Code section 4500, and following ("Lanterman Act"), or Title 17 of the California Code of Regulations, except as provided in Section 5.06 of these Bylaws.

(2) The member of the Board designated by the Provider Advisory Committee as described in Section 5.06 hereof shall file the list of "financial interests" as defined in California Government Code section 87103 in addition to the Conflict of Interest Statement, within the same timelines as required for Conflict of Interest reporting and be subject to the voting restrictions described in said Section 5.06 hereof.

(3) Each new candidate for the Board and for the position of Executive Director shall disclose any present or potential conflicts of interest to the Corporation's Board, prior to being appointed, elected, or approved for hire, by the Board or the Corporation. Further, any new Board member and Executive Director shall prepare and file the required Conflict of Interest Statement with the Board within thirty (30) days of selection, election, appointment or hiring.

(4) Every Board member and 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, Board duties, or outside position or duties, whether compensated or not. The Conflict of Interest Statement of the affected Board member or Executive Director shall be submitted to DDS within ten (10) days of the change of status.

(5) The annual Conflict of Interest Statement required by this section 3.03 shall be made on the form published by DDS. The Conflict of Interest Statements of all Board members and the Executive Director shall be submitted by the Board to DDS within ten (10) days of receipt of the Statements.

(6) 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. 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 the Board or the Board shall, within thirty (30) days of receipt of such Conflict of Interest Statement, submit to DDS 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 take to mitigate the conflict of interest. Any mitigation plan shall meet the requirements of Title 17 of the California Code of Regulations section 54533, including, but not limited to, posting the Conflict of Interest Statement on the Corporation's website until the conflict is resolved. If a present or potential conflict of interest is identified for a Board member or the Executive Director, and a plan

that proposes mitigation measures is submitted to the State Council on Developmental Disabilities and DDS, said Board member or the Executive Director shall act in accordance with the requirements of their mitigation plan pending a decision on the mitigation plan by the State Council on Developmental Disabilities and DDS.

Section 3.04. Terms of Office.

(a) The first term of office of an Elected Director shall be two (2) years. An Elected Director may serve an optional second consecutive term of five (5) years. Service of a second term by an Elected Director requires a recommendation by the Board Development Committee described in Section 5.04, and approval by the Board. This provision shall only apply to Directors elected after the date of these Bylaws. Elected Directors may serve for not more than seven (7) years within each eight (8)-year period. (See W&I Code §4622(f)).

(b) The term of office of a Designated Director shall be one (1) year. A Designated Director may serve up to a maximum of three (3) consecutive one-year terms. Designated Directors are chosen annually by the Provider Advisory Committee and the Client Advisory Committee in accordance with Section 3.07 below, and the Director designated by the Client Advisory Committee must be approved by a majority vote of the Board.

Section 3.05. Commencement of Terms of Office.

Board Directors shall begin their terms of service on the day of their approval by the Board, except with respect to the Director designated by the Provider Advisory Committee, who shall begin their term of service upon their

designation.

Section 3.06. Automatic Termination of Director's Term.

Notwithstanding any provision in these Bylaws to the contrary, the position of any of the 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 shall be automatically reduced accordingly.

Section 3.07. 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 Elected Director positions become vacant. Subject to Board approval, the Board Development Committee may choose to leave some positions unfilled if it is unable to find qualified candidates, 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) In May of each year, the Corporation's Provider Advisory Committee shall designate one of its members to serve as a Director on the Board. (See W&I Code §4622(i).) The Director designated by the Provider Advisory Committee need not be approved by the Board of Directors. In May of each year, the Corporation's Client Advisory Committee also shall designate one of its members

to serve on the Board. The individual designated by Client Advisory Committee must be approved by a majority vote of the Board of Directors in May of each year.

Section 3.08. 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, by the Articles of Incorporation or by these Bylaws. 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, 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 3.09. 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.

(d) Annually review the performance of the Executive Director of the regional center.

(e) Annually review the performance of the regional center in providing services that are linguistically and culturally appropriate and provide recommendations to the Executive Director of the regional center based on the results of that review.

Section 3.10. Board Retention of an Attorney. To ensure the delivery of independent legal advice, an attorney retained or employed by the Board of Directors to provide legal services shall not be an employee of the

Corporation.

Section 3.11. Compensation. Directors shall serve without compensation. However, this shall not operate to preclude any Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Director in their capacity as such Director. There shall be no reimbursement for non-business-related travel companions. Neither shall there be loans to Directors, except as might be permitted for matters relating to indemnity under Article 8 of these Bylaws.

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. However, no meeting or 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 meetings shall be held in facilities which are accessible to persons with physical disabilities.

(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.

(1) Annual Meetings. One regular meeting shall be designated as the Annual Meeting at which the Board shall (1) elect the Board's Officers, (2) act on the nomination of the individual designated by the Corporation's Client

Advisory Committee, and (3) recognize the Director designated by the Provider Advisory Committee. The Board shall also set the usual time of, and place for, the rest of the regular meetings to be held during that year. The Annual Meeting shall be held on or about the fourth Wednesday of May of each year if not a legal holiday (and if a legal holiday then on the next succeeding Wednesday which is not a legal holiday). The Executive Committee, which is described in Section 5.03 of these Bylaws, or the Board may change such time or place so long as such meeting is held within six (6) weeks of the fourth Wednesday of May.

(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. Notice of Executive Committee meetings shall be given by the Secretary of the Corporation in the manner detailed in subdivision (e) of this Section 3.12.

(e) Notice. The Secretary of the Corporation shall oversee the delivery of the notice of regular and special meetings of the Board, and of meetings of any committee of the Board which exercises authority delegated to it by the Board. Such notice shall be provided to each director and to any person who requests notice of the meetings in writing. Notice shall be sent by first-class mail at least seven days prior to any such meeting, in accordance with W&I Code §4661. Notice, however, may be given by electronic transmission (i.e., email or facsimile),

at least seven days prior to any such meeting if the Board passes a Resolution permitting electronic transmission, and the recipient of the notice submits to the Board a signed consent to use electronic transmission to provide notice. Such notices must include the date, time, and location of, and a specific agenda for, the meeting, which shall include an identification of all substantive areas to be discussed. No item shall be added to the agenda subsequent to the provision of this notice except in emergency situations as described in subdivision (f) of this subsection 3.12, or when items are brought before the Board at meetings by members of the public.

(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; and unless a majority of the seated members of the Board finds that such a situation exits, 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 State Council 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, except for any minutes that are taken in a closed meeting (defined in Section 3.12(h), below). (See W&I Code §§ 4661-4662).

(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. In the absence of the Secretary, the presiding Officer may appoint any person to act as secretary for the meeting.

All meetings of directors shall be open and public, and all persons shall be permitted to attend the meetings, 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 Code §4660(b)). For purposes of this section, Board meetings include meetings conducted by any committee of the Board which exercises authority delegated to it by the Board.

At each Board meeting, 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 on the agenda.

Any person attending an open and public meeting of the Board shall have the right to record the proceedings on a tape recorder, video recorder, or other sound, visual, or written transcription recording device, in the absence of a reasonable finding of the Board that such recording constitutes, or would constitute, a disruption of the proceedings.

The Corporation shall maintain all recordings and written comments submitted as testimony on agenda items for no less than two years. These materials shall be made available for review by any person, upon request.

Any action taken by the Board that is found by a court of competent jurisdiction to have substantially violated any provision of this section shall be deemed null and void.

(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 (when the client is a minor) that the issue be discussed publicly, then the issue shall not be discussed in a closed session. 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. The President or presiding Officer shall make a statement prior to the closed session and directly after its adjournment setting forth the specific justification(s) for the closed session. (See W&I Code §4663). In the closed session, the Board may consider only those matters covered in its statement of reasons for the meeting.

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 Corporation 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 Corporation; (c) based on existing facts and circumstances, the Corporation has decided to initiate or is deciding whether to initiate litigation. (See W&I Code §4664.) Before and after the closed session is held for purposes of pending litigation, the presiding Officer shall state which subdivision of the W&I Code relates to the pending matter (i.e., discuss which of the three circumstances applies to the pending litigation). 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) 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 subdivision (h) of this section.

Writings which are distributed prior to commencement of a Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during a Board meeting shall be made available for public inspection at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of the public record distributed pursuant to this subsection.

(j) Public Meetings Regarding Contract Performance Objectives. The Board of Directors shall hold one or more public meetings annually regarding the Corporation's prior year's contract performance objectives and outcomes. The meetings may be held separately from regular meetings. The Corporation shall provide individuals attending these meetings with data and any associated information to facilitate discussion and community input. The Corporation shall inform DDS that such a meeting has been scheduled at least 30 days prior to the meeting. Notice of the meetings 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 Corporation's clients and families and individual stakeholders at least 30 days prior to the meeting. The Corporation shall ensure that the meetings and meeting materials provide language access, as required by state and federal law, and shall schedule the meetings 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 Board shall report to DDS 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:

a. 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.

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

(k) Public Meetings to Present Data and Findings Regarding Client and Family Satisfaction. Annually, at a public meeting of the Board of Directors, the Corporation shall present data collected from, and the findings of, the quality assurance instrument, implemented by an independent agency under contract with DDS. The quality assurance instrument assesses client and family satisfaction, provision of services in a linguistically and culturally competent manner, and 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 identify needed improvements in services for clients, 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 Corporation's clients and families and individual stakeholders at least 30 days prior to the meeting. The Board shall provide a sufficient public comment period so 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 DDS which includes, but shall not be limited to, both of the following:

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

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

(l) Meetings with DDS. The Board shall meet with representatives of DDS upon a request by the Director of DDS, and, if requested, the Board shall exclude Corporation employees from the meeting. The Board shall meet with DDS' representatives without preconditions for the meeting and at a time and date determined by DDS. Not infringing on the DDS' authority otherwise provided in this section, at DDS' discretion, efforts shall be made to meet with the Board of Directors at a mutually agreed-upon time, date, and place, with the goal of promoting attendance by Board members.

(m) Violation of Open Meeting Requirements - Any action taken by the Board in violation of the Open and Closed Meeting provisions of these Bylaws is null and void. The Board is not prevented from curing or correcting any action challenged pursuant to this section.

(n) Inapplicability of Open and Closed Meeting Provisions to Non-Regional Center Affairs. The Open and Closed Meeting provisions of these Bylaws shall not apply to the corporate affairs of the Board which have no relationship to the role

and responsibility of the Corporation as a regional center. (W&I Code § 4669.)

(o) 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 if directors depart 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, in accordance with any requirements of Sections 5221 through 5223 of the California Corporations Code. 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 or resignation of any director; (2) whenever the number of authorized directors is increased; (3) upon the end of the term of or removal of any Director; and/or (4) upon the failure of the Provider Advisory Committee 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 Provider Advisory Committee or the Client Advisory Committee (whichever Committee has the vacancy), shall make every effort to designate a new director at its next regularly noticed and scheduled meeting. If the vacancy is on the Client Advisory Committee, the individual designated as the new director must be approved by a majority vote of the Board of Directors.

(c) Leave of Absence. In the event that a director is unable or ineligible to continue service because of temporary circumstances, the director may request, and the Board may by resolution grant a leave of absence of up to six (6) months, but not to extend beyond the end of the director's term of office. The resolution must specify the dates on which the leave begins and ends. The director'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 director's eligibility for reappointment. Only one (1) leave of absence may be granted per term.

Section 3.16. Restrictions on the Director Who Is Designated by the Provider Advisory Committee.

The seated Designated Director on the Board who is designated by the Provider Advisory Committee in accordance with W&I Code § 4622, subdivision (i), shall be the only director on the Board who may be a member of the governing board of a provider, or an employee of a provider from which the Corporation purchases services. This Designated Director, however, shall not be permitted to do any of the following:

(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)).

As stated in Section 3.03, subdivision (a)(2), 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 10 days of their occurrence.

Section 3.17. Board and Committee Meeting Attendance Requirements.

(a) Board Member Attendance at Board and Committee Meetings.

(1) Attendance by Board Members. Board members are required to attend at least three (3) out of any six (6) consecutive regular meetings of the Board of Directors and at least three (3) out of any six (6) consecutive meetings of their assigned committees per fiscal year. Failure of any director to attend three (3) of any six (6) consecutive regular meetings of the Board of Directors or three (3) of any six (6) consecutive meetings of any committee on which they serve is cause for removal from the Board and the committee/s, unless such failure to attend (1) is the result of extenuating circumstances and (2) has been approved in advance by the Board of Directors. Consideration will also be given for Board members elected before the change in policy on Board meeting attendance.

(2) In-Person Participation by Board Members. Board members must physically attend, in-person, at least two (2) meetings per fiscal year, one (1) of which must be a Board meeting and which may be the Board's annual September training retreat. The Board shall have the power to grant an exception to the two (2) meeting in-person requirement (1) for individuals who reside more than 75 miles from the Corporation's Principal Office in Sacramento, and (2) for

individuals whose inability to attend in-person (a) is a result of extenuating circumstances and (b) is approved by the Board of Directors.

(3) Telephonic Participation by Board Members. Board members may attend no more than two (2) meetings, either Board, committee or a combination thereof, by telephone per fiscal year. Board members who live over 75 miles from the Corporation's Principal Office in Sacramento are exempt from this requirement and may attend more than two (2) meetings by telephone per fiscal year. Participation in a meeting through conference telephone constitutes presence at that meeting as long as all directors participating in the meeting are able to hear one another.

(4) Remote Electronic Communication by Board Members. Board members may attend Board and committee meetings by way of remote electronic video screen communication, including by Zoom, Skype, Webex, and other video communication options. Participation in Board or committee meetings through use of remote electronic video screen communication constitutes presence at that meeting as long as all Board members and/or committee members participating in the meeting are able to hear one another. Board members may attend as many Board and committee meetings as they wish by way of electronic video screen communication, provided that Board members comply with the requirements of subparagraph (a)(2), above, for physical attendance at two (2) meetings per fiscal year, unless they are granted an exception to the two (2) meeting in-person requirement as described in subparagraph (a)(2), above. Directors participating by video screen communication must be given the opportunity to vote on matters

submitted to the Board, and committee members participating by video screen communication must be given the opportunity to vote on committee matters. If a director or committee 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.

(b) Non-director Attendance at Committee Meetings. Each committee will address its attendance issues as they arise. The committee chair will contact any committee member whose attendance is in question.

(1) Non-director committee members may participate in a committee meeting through the use of conference telephone, except that no non-director committee member may attend more than two (2) of these meetings by telephone per fiscal year with the exception of those members who live over 75 miles from the Corporation's Principal Office in Sacramento, which members may attend more than two (2) meetings by telephone per fiscal year. Participation in a meeting through conference telephone constitutes presence at that meeting as long as all committee members participating in the meeting are able to hear one another.

(2) Non-director committee members may participate in committee meetings by way of remote electronic video screen communication, including by Zoom, Skype, Webex, and other video communication options. Participation in a committee meeting through use of remote electronic video screen communication constitutes presence at that meeting as long as all committee members participating in the meeting are able to hear one another. Non-director

committee members participating by video screen communication must be given the opportunity to vote on committee matters. If a non-director committee 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.

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; or
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, he/she may serve as an advisor and consultant to the Board of Directors for the year following his/her departure from the Board upon two-thirds (2/3) vote of the

Board. This is for the purpose of providing the Board and the regional center access to the knowledge, both of pending regional center concerns and institutional knowledge, 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 Secretary and the Treasurer and such other Officers as the Board of Directors by resolution shall determine (collectively, the "Officers").

Section 4.02. Qualification, Election, Term of Office and Vacancies. The President, Vice-President, Treasurer, Secretary and ARCA representatives shall be elected by the Board by no later than the May meeting each year. Elected Officers and ARCA representatives will assume their respective positions on July 1, unless the position to which they are elected is vacated before July 1, in which case they will assume their office at the time the office is vacated. Officers shall serve for one-year terms or until (1) their successors are elected, unless such service would require the Officer to be on the Board for more than seven years out of any eight-year period, (2) their resignations, (3) their removal at the pleasure of the Board of Directors, or (4) their death, whichever occurs first. Vacancies shall be filled by the Board of Directors. The same person may not serve concurrently

as more than one elected Officer named in this Section, except that an elected Officer may also serve as the ARCA representative.

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.

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 or refuses to act. The Vice President shall chair the Board Development Committee. The Vice President shall select a Board Development Committee member, who is a member of the Board of Directors, though not the Director designated by the Provider Advisory Committee, 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 and committee 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. 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.

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's funds. The Treasurer shall select a Finance Committee member, who is a member of the Board of Directors, though not the Director designated by the Provider Advisory Committee, to serve as his/her designated alternate in his/her absence. The Treasurer's duties shall include, but not be limited to the following:

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

(b) Make provisions 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 may

designate;

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

(d) Render to the President and Secretary and to the Board, quarterly, or whenever they may require it, accounts of all of his or her transactions as Treasurer, and a report and financial statement in the form satisfactory to them, showing the condition of the Corporation;

(e) Provide signature of approval on any financial reports within a reasonable time following the Board's approval of the financial reports; 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. 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.

Section 4.07. Compensation. Directors of the Corporation shall serve without compensation. However, this shall not operate to preclude any Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Director in their capacity as such Director. There shall be no reimbursement for non-business-related travel companions. Neither shall there be loans to Directors, except as might be permitted for matters relating to indemnity under Article 8 of these Bylaws.

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 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 Executive Director shall attend to such other business as may be assigned and perform all other duties prescribed by the Board, by these Bylaws, or by the law. 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. Committee

members shall serve at the pleasure of the Board. 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 if committee members leave the meeting so long as a majority of the number that would constitute a quorum votes in favor of any measure. Except as expressly delegated to any particular committee by these Bylaws, or by resolution of the Board, no committee shall have any authority to bind the Corporation by its vote or take any action, make any expenditure, or incur any liability in the name of, or on behalf of, the Corporation. Furthermore, no committee may be delegated authority which would otherwise be exercised by the Board of Directors unless all of the members of the committee are also members of the Board of Directors, or unless all of the actions proposed by such committee are ratified by the Board prior to their execution and as allowable by statute. A committee properly delegated authority to bind the Corporation may not bind the Corporation in a vote unless a quorum of the committee's directors is present and voting. Each committee shall cause minutes of its proceedings to be kept and promptly furnish copies of said minutes to the Board. The Secretary shall be the custodian of these records in accordance with Section 4.05.

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 chairperson, state its purposes, and provide for its termination upon the completion of the task for which it was appointed. Ad hoc committees shall have no power to act except as is specifically designated by action of the Board.

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 representative and the ARCA-CAC representative, both of whom shall be Directors, 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 representative 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, except for:

(a) The power to adopt, amend, or repeal the Articles of Incorporation or these Bylaws;

(b) The power to act contrary to policies established by or prior actions of the Board;

(c) The power to fill vacancies on the Board or on the Executive Committee;

(d) The power to appoint committees of the Board or the members thereof;

(e) The power to approve any self-dealing transaction;

(f) The power to appoint or remove the Executive Director or Interim or Acting Executive Director;

(g) The power to remove a Director;

(h) The power to amend or repeal any resolution of the Board unless such resolution specifically permits the Executive Committee to do so.

The Committee functions as (1) a steering committee to advise and support the other Board committees, (2) an intake point for emerging issues, and (3) the intake point for the review of POS policies. The Committee routinely reviews Board policies, develops new Board policies as indicated, participates in the development of Board trainings and serves as a liaison with DDS.

Section 5.04. Board Development Committee and Nominating Subcommittee. The Board Development Committee shall include not less than five directors with one of those directors being a client. The Vice President of the Board shall be the chairperson of the Board Development Committee. The Board Development Committee shall be responsible for reviewing and evaluating these Bylaws, providing Board member training and orientation, recruiting Board members in accordance with W&I Code §§4622 and 4626, and other duties as may be so assigned by the Board of Directors. Not later than thirty (30) days prior to the May meeting, the Board Development Committee may submit a slate of prospective candidates to the Board at a regular meeting for action to fill Officer and ARCA representative 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, Officer and ARCA representative positions at any time during the year.

The Nominating Subcommittee shall submit a proposed slate of Officers

and ARCA representatives to the Board Development Committee at the Board Development Committee's March meeting. The Nominating Subcommittee shall be a subcommittee of the Board Development Committee, selected by the Board Development Committee, consisting of no fewer than three Directors, at least one of whom shall be a client, and no more than five Directors, and may include Board Members who are not members of the Board Development Committee for purposes of selecting various slates. The members of the Nominating Subcommittee shall be approved by the Board. The Board Development Committee may accept, modify or reject the slate proposed by the Nominating Committee. The Board Development Committee shall submit its slate (one candidate for each office) to the Board for action to fill Officer and ARCA representative positions. The slate shall be presented to the Board not less than thirty (30) days prior to the May Annual Meeting. Nominations from the floor for Board Officer positions and ARCA representatives may be made at the May Annual Meeting by individual Directors immediately prior to the voting only by motion/second to amend the slate; such motions must be handled prior to commencement of balloting on the slate. In the event that more than one person is nominated for a given Officer or ARCA representative seat, voting shall be by ballot.

The Board Development Committee will engage in ongoing recruitment of effective Board members throughout the Corporation's ten county area so that when a Board vacancy occurs, individuals who have been screened by the Nominating Subcommittee and approved by the Board Development Committee

are available for the Board's consideration.

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 of the Board shall be the chairperson of the Finance Committee. It is the responsibility of the Finance Committee to monitor budget expenditures of corporate funds, review fiscal information presented by the Executive Director and DDS, 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, as detailed in Section 6.04 below. (W&I Code § 4639.)

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 the categories of providers of purchased services (e.g., Adult Programs, Infant/Children Programs, Independent Living Services, Transportation, Residential Services and other vendored services). The Provider Advisory Committee members shall elect by a majority vote of committee members their own chairperson and the Designated Director for their committee as provided in Section 3.01(b) above. One person may fill the chairperson and Designated Director positions for such committee if the Provider Advisory Committee members so choose. The Designated Director shall not be

eligible to serve as an Officer of the Corporation. 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. As described in Section 3.03, subdivision (a)(2), the Designated Director shall provide the Board a written list of any and all of his or her "financial interests" as described in Section 87103 of the California Government Code. Despite any "financial interests," the Designated Director shall maintain the highest personal and professional ethical standards and act in the course of their duties in the best interest of the Corporation's clients and their families.

Section 5.07. Client Advisory Committee. The Client Advisory Committee shall address all issues that affect the provision of services to clients and their families, as well as recommend policy to the Board of Directors that ensures equity and quality of services and fiscal responsibility. 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. The Client Advisory Committee shall designate one of its members to serve on the Board and that individual shall be voted on by the Board in May of each year.

Section 5.08. Audit Committee. The Corporation acknowledges that Subdivision (e) of Section 12586 of the Government Code states that every charitable corporation that receives or accrues in any fiscal year gross revenue of

two million dollars ($2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, must have an audit committee. At the time that these Bylaws are approved, the Corporation does not receive or accrue gross revenue of two million dollars ($2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received in a fiscal year, and, thus, is not required to have an audit committee. If, in the future, however, the Corporation does meet this threshold, and is required by subdivision (e) of Section 12586 of the Government Code to have an audit committee, the Board shall amend these Bylaws to create an audit committee in accordance with that subdivision and for the purposes set forth therein.

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.

(a) Except as otherwise provided by law and these Bylaws, checks,

drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness (other than contracts) of the Corporation shall be signed by the Corporation's Chief Financial Officer or the Chief Operating Officer and countersigned by the Corporation's Executive Director.

(b) The following contracts, executed in the name of and on behalf of the Corporation, shall be signed by the President of the Board following approval of the Board of Directors: (1) contracts with DDS and their amendments; and (2) any employment contract with the Executive Director.

(c) The Board shall review and approve any Operations (OPS) contract that equals or exceeds One Hundred Thousand Dollars ($100,000) during the contract term, before the Corporation enters into such a contract, except for vendor approval letters issued by the Corporation pursuant to Section 54322 of Title 17 of the California Code of Regulations. No OPS contract of One Hundred Thousand Dollars ($100,000) or more is valid unless approved by the Board. All OPS contracts of One Hundred Thousand Dollars ($100,000) or more shall be signed by the Executive Director, the Chief Operating Officer or the Chief Financial Officer following Board approval. This requirement is in addition to the requirements of the Lanterman Act on OPS contracts over $250,000.

(d) In addition to the requirements of the Lanterman Act, the Board shall review and approve any Purchase of Service (POS) contract of the Corporation that equals or exceeds Two Hundred and Fifty Thousand Dollars ($250,000), before the Corporation enters into such a contract, No POS contract of Two Hundred and Fifty Thousand Dollars ($250,000) or more is valid unless approved

by the Board. All POS contracts of Two Hundred and Fifty Thousand Dollars ($250,000) or more shall be signed by the Executive Director, the Chief Operating Officer or the Chief Financial Officer following Board approval.

(e) The Board shall review and approve all contracts for a line of credit with a bank. All contracts for a line of credit with a bank shall be signed by the Executive Director, the Chief Operating Officer, or the Chief Financial Officer following Board approval.

(f) All other contracts shall 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 statements of indemnification.

Following review and recommendation by the Finance Committee, the audit shall be submitted to the Board of Directors for review and approval. Any management letter issued by the independent accounting firm shall also be submitted to the Finance Committee and the Board of Directors for review and approval. The audit report and accompanying management letter shall be submitted to DDS within sixty (60) days of completion and before April 1 of each year. Upon submission to DDS, the audit report and accompanying management letter, following Board approval, shall be made available to the public by the Corporation. The audit report shall not be completed by the same accounting firm more than five (5) times in any ten (10) year period. (W&I Code §4639).

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.

(d) The singular includes the plural and the plural includes the singular.

Section 6.06. 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 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 (7) 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 any director 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. (Corp. Code § 5238(a)).

Section 8.02. Actions other than by the Corporation. The Corporation shall have the power to 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. (Corp. Code § 5238(b)).

Section 8.03. Actions by the Corporation or Attorney General.

(a) The Corporation shall have the power to 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 indemnity for the Expenses and then only to the extent that the court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or 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. (Corp. Code § 5238(c)).

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. (Corp. Code § 5238(d)).

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. (Corp. Code § 5238(e) & (h)).

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 unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized by this Article 8. (Corp. Code § 5238(f)).

Section 8.07. Insurance. The Corporation may purchase and maintain insurance to the fullest extent permitted by law 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 48 pages, constitute the Bylaws of the Corporation as duly adopted by action of the Directors of the Corporation taken on the 19th day of November, 2026, 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 19th day of November, 2026.

Steven Sanchez, SECRETARY
Alta California Regional Center, Inc.
Board of Directors