

BYLAWS OF VALLEY MOUNTAIN REGIONAL CENTER, Inc.

ARTICLE I – NAME AND LOCATION

Section 1.01. Name. The name of this corporation shall be Valley Mountain Regional Center, Inc. (the “Corporation”).

Section 1.02. Principal Office of Corporation. The principal office for the transaction of the activities and affairs of this Corporation is located at 702 North Aurora Street, Stockton, San Joaquin County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this section. Alternatively, this section may be amended to state a new location.

ARTICLE II – PURPOSE AND MISSION

Section 2.01. Purpose. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes. The charitable and public purposes for which the Corporation is organized include, but are not limited to, the following:

(a) The specific and primary purposes are to operate a nonprofit regional diagnostic, counseling and service center for developmentally disabled persons and their families exclusively for charitable purposes in accordance with the present objectives and provisions of Chapter 5 of Division 4.5 of the Welfare and Institutions Code and to carry on various other charitable projects for the developmentally disabled and their families, including but not limited to diagnosis, counseling, educational services and public information.

(b) The general purposes and powers are to have and exercise all rights and powers conferred, or which may hereafter be conferred, on nonprofit corporations under the laws of California, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

Section 2.02. Mission. The mission of this Corporation is to ensure that people with developmental disabilities are provided opportunities and services to enable them to achieve their maximum potential through increased independence, productivity, and integration into the community.

ARTICLE III - DIRECTORS

Section 3.01. Number. The Corporation shall have three (3) directors residing in San Joaquin County, three (3) directors residing in Stanislaus County, one (1) director residing in

Amador County, one (1) director residing in Calaveras County, and one (1) director residing in Tuolumne County. In addition, there shall be at least four (4), but no more than ten (10), general at-large directors who may reside in any of the five (5) counties. The terms of office and other conditions specified herein for directors of the Corporation shall also apply to the general at-large directors. A reasonable effort shall be made to recruit, elect, and retain the full complement of directors from each county, as specified in this section.

In the event that there is no nominee put forward by the Nominating Committee to fill a vacancy from a particular county, the vacancy may be designated an “interim at-large” position, and a new director may be elected to fill the vacancy for one (1) three (3) year term. This process may be repeated as long as no nominee is put forward by the Nominating Committee despite diligent recruitment efforts. Designation of an interim at-large position shall not decrease the number of general at-large positions available.

In accordance with Welfare and Institutions Code §4622, as presently enacted, a minimum of 50 percent of the members of the governing board shall be persons with developmental disabilities or their parents or legal guardians. No less than 25 percent of the members of the governing board shall be persons with developmental disabilities.

Furthermore, one (1) additional member shall be appointed annually by the Corporation’s Professional Advisory Committee and one (1) additional member shall be appointed annually by the Corporation’s Consumer Advisory Committee.

Section 3.02. Qualifications. Qualifications of directors are set forth in Welfare and Institutions Code §§4622 through 4628 and Title 17 of the California Code of Regulations §54520, as presently enacted. Amendments and revisions to these statutes as they are enacted are incorporated by reference as if set forth herein. No more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this section shall not affect the validity or enforceability of transactions entered into by the Corporation. Furthermore, former VMRC employees who are retired must be separated for at least six (6) months before becoming eligible for Board membership. Former employees receiving CalPers retirement benefits based on employment by VMRC are not eligible to serve on the Board of Directors.

Section 3.03. Term. The term of office for directors shall be three (3) years, unless sooner terminated as provided for in this section or Section 3.11, except as provided herein. A Director's term shall automatically terminate, regardless of the time served, whenever: (a) the Corporation ceases to have an agreement with the State of California for providing services to the County represented by the respective Director, or (b) a majority of the remaining directors determine that the Corporation has in fact ceased to provide services for such county. A director

elected to fill a vacancy on the Board shall complete the term of the individual replaced, and be eligible for re-election for an additional term or terms. A Director shall not serve more than seven (7) consecutive years within a eight (8) year period in accordance with W&I code section 4622(4).

Section 3.04. Election. The directors of the Corporation shall be elected by majority vote of the Board. Directors, including those elected to fill vacancies as described in Section 3.03 and 3.12, may be elected or seated at any regular Board meeting. Nominees shall be named by the Nominating Committee, described in Section 5.03, pursuant to procedures established by the Board. Elections shall be conducted pursuant to procedures established by the Board.

Section 3.05. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation, the Corporation's activities and affairs shall be managed, and all corporate powers, including the power to control property owned by the Corporation, shall be exercised by or under the direction of the Board.

Section 3.06. Specific Powers. Without prejudice to the general powers set forth in Section 3.05, but subject to the same limitations, the Board shall have the power and duty to do the following:

(a) **Duties Imposed by Law, Articles, or Bylaws.** Perform any and all duties imposed on the Board, collectively or individually, by law, by the Articles of Incorporation of this Corporation, or by these bylaws.

(b) **Officers, Directors and Employees.** Appoint, discharge, prescribe the duties, and fix the compensation, if any, of all corporate officers, directors and employees, including the Corporation's Executive Director, who shall serve at the pleasure of the Board and, subject to the review and approval of the Board, shall control the affairs of the Corporation, and the Corporation's Chief Financial Officer.

Section 3.07. Compensation. Directors and officers, with the exception of the Executive Director and Chief Financial Officer, shall serve without compensation.

Section 3.08. Meetings.

(a) **Definition of Meetings.** As used in these bylaws, and unless otherwise noted, the term "Board Meeting" includes all meetings conducted by any committee of the Board, wherein the committee exercises the authority delegated to it by the Board beyond that specified in Article V. This definition does not apply to Board retreats planned solely for educational purposes.

(b) **Regular Meetings.** The Directors shall hold regularly scheduled Board meetings at a time and place determined by the Board of Directors. Directors shall, by July 1 of

each year, set the time and place of Board meetings for the following fiscal year, which may be changed in the Board's discretion.

(c) Public Attendance. All persons shall be permitted to attend any Board meeting, except as otherwise provided herein.

(d) Notice of Regular Board meetings. The Secretary of the Corporation shall cause to be delivered notice of the time and place of regular Board meetings to each director personally or by mail or e-mail at least seven (7) days prior to any such meeting. The Secretary shall also cause to be delivered by mail or e-mail notice of regular Board meetings to the Area VI Developmental Disabilities Board, the Coalition of Local Agency Service Providers (CLASP), major service providers, local newspapers of general circulation, and to any person who requests such notice in writing. Notice shall be sent at least seven (7) days in advance of each Board Meeting. The notice shall include the date, time, and location of, and a specific agenda for the Board meeting.

(e) Agenda. The notice of Board meeting described in Section 3.08(d) shall be accompanied by an agenda for the Board meeting, which shall include a brief description of all substantive topic areas to be discussed during the Board meeting. No action item shall be added to any agenda subsequent distribution, except as where:

(1) There has been an urgent request by the Department of Developmental Services that is not related to purchase of service reductions for which notice could not have been provided at least seven (7) days in advance of the meeting; or

(2) A new item has been brought before the Board at a prior public meeting by one (1) or more members of the public, and the Executive Committee has directed that it be placed on the public meeting agenda.

(f) Conduct of Meetings and Voting. All Board meetings 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 applicable law. Board meetings shall be presided over by the Chairperson, who shall be the President of the Corporation, or in the President's absence by the Vice President, or in the absence of both, by a chairperson chosen by a majority of directors present. 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 of the meeting. Any person shall have the right to record the proceedings on a tape recorder in the absence of a reasonable finding by the Board that such recording constitutes, or would constitute, a disruption of the proceedings.

Voting shall be by acclamation, show of hands, or roll-call at the discretion of the President or other presiding officer. Any member may request and shall receive a show of hands or roll-call vote on any measure unless a majority of voting members present objects. The vote on a motion

to remove a Director in accordance with Section 3.11, or the Executive Director, shall be by anonymous paper ballot.

The Board President or other presiding officer may cast a vote only when the vote is by paper ballot or for the purpose of breaking a tie.

(g) Public Input. Time shall be allowed for public input at each Board Meeting. General procedures, including time limits, shall be determined by the Board and enforced by the Chairperson unless waived by a majority of members in attendance. Board members may ask questions of speakers for the purpose of clarification only.

(h) Public Records. 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 meeting authorized under Section 3.08(k). 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 upon request prior to or at the time of their discussion at the meeting.

(i) Accessibility. The Corporation shall not conduct any Board meeting, conference, or other function in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex, or disability. All Board meetings shall be held in facilities accessible to persons with physical disabilities.

(j) Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President, Secretary or any two (2) directors. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's mailing address who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting. As a special precaution, the Area VI Board shall be notified by telephone of each special meeting. The minutes of each special meeting, including a description of any actions taken at the meeting, shall be mailed within five (5) business days to those persons described in Section 3.08(d).

(k) Closed Meetings. Notwithstanding Section 3.08(c), the Board and its committees may hold a closed meeting to discuss or consider one (1) or more of the following:

- (1) Real estate negotiations.
- (2) The appointment, employment, evaluation of performance, dismissal of the Executive Director and Chief Financial Officer.
- (3) Employee salaries and benefits.
- (4) Labor contract negotiations.
- (5) Pending litigation, when discussion in open session concerning those matters would prejudice the Corporation's position in the litigation. Litigation shall be considered pending when any of the following circumstances exist:
 - (a) An adjudicatory proceeding has been formally initiated, wherein the Corporation is a party.
 - (b) A point has been reached where, based on 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.
- (6) Personnel issues.
- (7) Any matter specifically dealing with a particular client of the Corporation must be conducted in a closed session, except where it is requested that the issue be discussed publicly by the client, the client's conservator, or the client's parent or guardian where the client is a minor. Minutes of closed sessions shall be kept by an Officer or employee designated by the Board. Minutes of closed sessions shall not be considered public records. Prior to and directly after holding any closed session, the Board shall state the specific reason or reasons for the closed session. In the closed session, the Board may consider only those matters covered in its statement.

Prior to holding a closed session pursuant to this Section, the Board shall publicly identify the issue(s) to be discussed during the closed session.

(l) Presentations at Board meetings. At the discretion of the Board President, any outside entity may be allowed or invited to make a presentation to the VMRC Board at a regularly scheduled meeting, provided the following conditions are met.

(1) The presenter is not seeking vendorization or a new program or program component, or otherwise attempting to do business with Valley Mountain Regional Center. In other words a presentation cannot be a “sales pitch”.

(2) The presentation does not exceed 20 minutes, including time for questions and answers.

(3) The presentation relates to a policy issue or major responsibility of the regional center.

(4) The presentation does not present a particular religious or political point of view.

VMRC May request background material from the potential presenter as a condition of being allowed to present.

(m) The provisions of Sections 3.08 (a) through (m) shall not apply to the Corporate affairs of the Board which have no relationship to the role and responsibility of a regional center as set forth in Welfare and Institutions Code §§4620-4659.

Section 3.09. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a Board meeting duly held, with notice delivered to the directors and the public, as specified in Section 3.08(d) and (j), 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. A quorum shall consist of one-half of the directors currently serving on the Board.

Section 3.10. Contracts with Directors. No Director of this Corporation, nor any other corporation, firm, association or entity in which one (1) or more of this Corporation’s Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless: (a) the material facts regarding that director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, are known to all members of the Board prior to the Board’s consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation should not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction; which is fair and reasonable to the Corporation at the time the transaction is entered into. This Section does not apply to a transaction that is part of an education or charitable program of this Corporation if it: (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and

(b) results in a benefit to one (1) or more Directors of their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 3.11. Removal of Directors. Any individual director may be removed from office at any time and for any reason by the vote of two-thirds (2/3) of the directors of the Corporation. If any director is so removed, a new director shall be appointed at the same meeting or shortly thereafter, and shall hold office for the remainder of the term of the removed director.

Any director who has three (3) consecutive unexcused absences (i.e. without prior notice) from Board of Directors meetings, or four (4) unexcused absences in any 12 month period shall receive a letter from the President of the Board requesting written confirmation of the director's commitment to the Board, and explaining that failure to provide a satisfactory response within a specified period of time may result in removal from the Board.

Section 3.12. Vacancies. Vacancies on the Board of Directors shall exist upon the happening of any of the following events: death of a director, removal of a director, expiration of term of any director, whenever the number of directors authorized by these Bylaws is increased, or on failure of the directors in any election to elect the number of directors authorized by these Bylaws.

Section 3.13. Disability Accommodations. Any director who has an identified disability shall be entitled to reasonable accommodation in accessing Board-related information, travel to and from Corporation-sponsored events, and participation in Board and committee deliberations. Such reasonable accommodation shall be at the expense of the Corporation.

Facilitators assigned or hired to work with a director who has an identified disability shall be included in all Board discussions, including executive sessions, in which the director would otherwise be a participant. Facilitators shall also have access to all documents and other materials provided to directors by staff.

ARTICLE IV - OFFICERS

Section 4.01. Number and Titles. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, the immediate Past President, Executive Director, and Chief Financial Officer. With the exception of the Executive Director and Chief Financial Officer, a person may hold more than one (1) office.

Section 4.02. Officer Qualification, Election, Term of Office and Vacancies. Officers of the Corporation, except the Executive Director and Chief Financial Officer, may be elected at any regular public meeting of the Board and shall be installed at the July meeting. All Officers, except the Executive Director and Chief Financial Officer, shall be elected from among the directors, by majority vote. Officers shall serve continuous one (1) year terms until their successors are elected, unless the officer resigns or is removed by majority vote of the Board. Vacancies shall be filled by majority vote of the Board.

Section 4.03. Duties of President. The President shall preside over all meetings of the Board of Directors and the Executive Committee, appoint all committees and committee chairpersons except the chair of the Finance and Personnel Committee in accordance with Section 4.06, and perform all duties incident to the 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 President is empowered to establish additional standing committees and appoint ad hoc committees. The President shall serve as an ex-officio member of all committees.

Section 4.04. Duties of Vice President. The Vice President shall perform all duties, and exercise the powers, of the President when the President is absent. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.05. Duties of Secretary. The Secretary shall ensure that minutes are kept of all meetings, proceedings and actions of the Board and of Committees of the Board, Corporate records are appropriately maintained, all notices are given as required by law or by these Bylaws, and, generally, shall perform all duties incident to the office of Secretary such as retention of the Articles of Incorporation and these Bylaws, and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or may be assigned from time to time by the Board of Directors. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and, if special, how authorized; the notice given; and the names of persons present.

Section 4.06. Duties of Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall ensure that such funds are deposited as required by the Board of Directors; that adequate and correct accounts of the Corporation's properties and business transactions are kept and maintained, that reports and accountings are rendered to the Directors as required by the Board of Directors, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by the law, by the Articles of Incorporation, or by Bylaws, or which may be assigned from time to time by the Board of Directors. The Treasurer shall also serve as the Chairperson of the Finance and Personnel Committee.

Section 4.07. Duties of Past President. The immediate Past President shall be a member of the Executive Committee.

Section 4.08. Duties of Executive Director. The Executive Director shall be responsible for the day-to-day management and operation of the Corporation and shall be responsible for administration of policies adopted by the Board of Directors. The Executive Director shall serve as an ex-officio, non-voting Officer of the Board of Directors and of all committees.

Section 4.09. Duties of Chief Financial Officer. Under direction of the Executive Director, the Chief Financial Officer shall be responsible for all financial affairs of the

Corporation, including but not limited to accounting, physical plant, and budget preparation and reporting.

ARTICLE V - COMMITTEES

Section 5.01. Identification of Committees. The Corporation's standing committees shall be the Executive Committee, Nominating Committee, Finance and Personnel Committee, and Consumer Services Committee. The President may appoint other committees or task forces as deemed necessary. Participation on standing committees and ad hoc committees is not limited to members of the Board of Directors.

Section 5.02. Executive Committee. The Executive Committee shall consist of all the Officers of the Board of Directors and the Chairpersons of all standing committees. Its meetings are open to all Board members. The Executive Committee is empowered to direct the business of the Corporation on an emergency basis. The Executive Committee shall review and approve the performance and compensation of the Executive Director and the Chief Financial Officer.

Section 5.03. Nominating Committee. The Nominating Committee shall consist of a chairperson and at least four (4) other directors appointed by the President. In addition, the Coalition of Local Area Service Providers and the Area VI Developmental Disabilities Board shall each be invited to appoint a representative. It is the responsibility of the Nominating Committee to present nominations to the Board of Directors to fill vacancies on the Board, and to present a slate of candidates for President, Vice-President, Secretary, and Treasurer of the Corporation.

Section 5.04. Finance and Personnel Committee. The Finance and Personnel Committee shall consist of a chairperson, the Chief Financial Officer, and at least four (4) directors appointed by the President,. In addition the Coalition of Local Area Service Providers shall be invited to appoint a representative. It is the responsibility of the Finance and Personnel Committee to review and make recommendations to the Directors relative to financial and personnel policy, review audits, review and monitor the Corporation's fiscal condition.

Section 5.05. Consumer Services Committee. The Consumer Services Committee shall consist of a chairperson, and at least four (4) members appointed by the President. In addition the Coalition of Local Area Service Providers and the Area VI Developmental Disabilities Board shall each be invited to appoint a representative. It is the responsibility of the Consumer Services Committee to develop and recommend to the Board policy regarding purchase of service, case management, clinical services, quality assurance and contracting policy, needs assessment, resource development, affordable housing, transportation, POS balance grants, and to review service development projects.

Section 5.06. Appointment of Standing Committee Members. The President of the Board may, with approval of the Executive Committee, appoint persons with special interest or

expertise as voting members of any standing committee except the Executive Committee. Such members shall be limited to a term of one (1) year, unless reappointed.

Section 5.07. Limited Authority of Committees. No standing or ad hoc committee of the Board shall take action for the Board unless authority is specifically delegated by action of the Board. Committees may take action by majority vote at meetings in which a quorum is present, unless the law, the Articles of Incorporation of this Corporation, or these bylaws require a greater number. A quorum shall consist of one-half (1/2) of the committee members currently serving on the committee. Any action of a committee taken pursuant to the specific delegation described herein must be subsequently ratified at a Board meeting in order to be binding on the Corporation.

Section 5.08. Open Committee Meetings. With the exception of the Executive Committee, meetings of standing or ad hoc committees of the Board are open to members of the general public, except where restrictions cited in Section 3.08(k) apply.

Section 5.09. Public Participation. At the discretion of the chairperson of a standing committee, any person with a viewpoint or expertise deemed helpful to a task before the committee may be invited to attend one (1) or more meetings of the Committee as a non-voting participant.

Section 5.10. Ad Hoc Committees. The President of the Board may appoint an ad hoc committee in order to accomplish tasks which are determined to be inconsistent with the responsibilities of standing committees. Such appointments shall be for a specific purpose and period of time. Any person may be appointed a voting member of such ad hoc committee.

Section 5.11. Limitation on Board Participation. No standing or ad hoc committee of the Corporation shall include, as voting members, a quorum of the Board of Directors. If at any time the number of directors currently serving on the Board declines to a point where any committee would comprise a quorum of the Board, the membership of such committee(s) shall be reduced by removing the most junior member(s) of the committee in terms of committee membership, excluding the chairperson, until the number of voting Board members totals less than a quorum. When total Board membership increases, members thus removed from committees may be reinstated.

Section 5.12. Specific Voting Rights. Unless otherwise specified in this Article, representatives of organizations authorized or invited by the Corporation's Board of Directors to participate on standing or ad hoc committees shall be voting members of those committees except where prohibited by Welfare and Institutions Code §4622(k), or any other applicable law or regulation. Employees or contractors of such organizations shall not be voting members of any standing committee and shall not exercise the proxy of any voting member.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 6.01. No Members. This Corporation shall have no voting members within the meaning of Nonprofit Corporation Law. The Corporation's Board of Directors may, in its discretion, admit individuals to one (1) or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

Section 6.02. Fiscal Year. The fiscal year of the Corporation shall be from July 1 through June 30, inclusive.

Section 6.02. Corporate Seal. The Corporation shall have a seal which shall be in such form and contain such matter as shall be specified by resolution of the Board of Directors. The seal shall be affixed to all Corporate instruments, but failure to affix it shall not affect the validity of any such instrument. The seal shall be kept in the safe custody of the Corporation's Secretary.

Section 6.03. Endorsement of Documents and Contracts. Subject to the provisions of applicable law, the Board of Directors may authorize any officer or officers to execute any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person or entity. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the creditor to render it liable for any purpose or amount.

Section 6.04. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, the present tense includes the past and future tenses, and the future tense includes the present, and the term "person" includes both a legal entity and a natural person, the term "shall" is construed to be mandatory while the term "may" is construed to be permissive.

Section 6.05. Effective Date. These bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon 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 6.06. Amendment. Subject to any provisions of laws applicable to the amendment of bylaws of nonprofit corporations, these bylaws 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 these Bylaws thereat is delivered to each Director at least seven (7) days prior to the date of such meeting.

Section 6.07. Certification and Inspection of Corporate Records. The original, or a copy of these bylaws and the Articles of Incorporation, as amended to date, certified by the Secretary of the Corporation, shall be recorded as part of the Corporate records, shall be retained at the Corporation's principal office, and shall be made available for inspection by the directors at all reasonable times during office hours. Following any amendment of these bylaws or the Articles of Incorporation a copy of the bylaws as amended shall be provided to each director.

ARTICLE VII - DEFENSE AND INDEMNIFICATION

7.01. Defense and Indemnification by Corporation. In accordance with Corporations Code §5238, the Corporation, upon approval of its Board of Directors, shall have the power to defend and/or indemnify any present or former director, officer, employee, or clinical staff member engaged in corporate business through committee service or otherwise, against judgments and expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason of being or having been a present or former director, officer, employee, or clinical staff member and when the alleged action occurred within the scope of such person's duties with the Corporation and provided that such person is not found guilty of bad faith in the performance of a duty. Such defense may be rendered under a reservation of right whereby the Board of Directors may challenge, and have determined in a court of law, the question of whether the act of the present or former director, officer, employee, or clinical staff member was in fact committed by such person in the course and/or scope of such person's duties with the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which such person maybe entitled under any bylaws, agreement, vote of Board of Directors or otherwise.

ARTICLE VIII - CONFLICT OF INTEREST

8.01 Prohibition Against Conflicts. Members of the Board of Directors shall not receive any pecuniary gain from their activities as members of the Board. Determinations of conflict of interest shall be made as prescribed in Welfare and Institutions Code §§4626 through 4628 and Title 17 of the California Code of Regulations §54520 as presently enacted. Amendments and revisions to these statutes and regulations as they are enacted are incorporated by reference as if set forth herein.

ARTICLE IX - DISSOLUTION

9.01. Dissolution. In the event the activities of the Corporation as described in its Articles of Incorporation and these bylaws shall be terminated, the property of this Corporation exclusive of property belonging to the State of California, is irrevocably dedicated to a charitable organization which qualifies as tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of

any private persons. Upon dissolution or winding up of the Corporation, its assets, exclusive of State property, remaining after payment of, or provisions of payment of, all debts, and liabilities of this Corporation, shall be distributed to private nonprofit charitable organization(s), in a manner determined by the Board of Directors prior to its final dissolution.

[Approved by the VMRC Board of Directors, October 11, 2010]