

RESTATED BYLAWS
OF
VALLEY MOUNTAIN REGIONAL CENTER, INC.

A California Nonprofit Charitable Corporation

[December 10, 2018]

Approved by the Bylaws Committee on September 12, 2018.

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RESTATED BYLAWS
OF
VALLEY MOUNTAIN REGIONAL CENTER, INC.
A California Nonprofit Charitable Corporation

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 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. 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 coordination 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 Sections 4620 through 4699~~ 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 not otherwise limited, 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.

Delete Text

~~**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.~~

New Text

Section 2.02. Mission. *The mission of this Corporation is to support people with developmental disabilities as they enrich their lives through choices and inclusion. VMRC is committed to securing quality, individualized services in collaboration with families and the community.*

ARTICLE III - CONFLICT OF INTEREST

Section 3.01 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 IV - DIRECTORS

Section 4.01. 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 a 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 4.02. 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." In addition to the criteria set forth in Welfare and Institutions Code §4626 and Title 17 of the California Code of Regulations §54520 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 employees of the

Corporation 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 the Corporation are eligible to serve on the Board of Directors, and must not vote on any matters concerning retirement benefits.

Section 4.03. 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. Facilitators are bound by non-disclosure agreements related to confidential information arising from spoken communications or within written format including papers or materials, discussed or distributed during any closed Board meeting.

Section 4.04. Compensation. Directors and Officers of the VMRC Board, ~~with the exception of the Executive Director and Chief Financial Officer,~~ shall serve without compensation.

Delete Text

Section 4.05. 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.~~

New Text

Section 4.05. Term of Service & Board Year. *The Nominating Committee at its discretion can make either (1) year, (2) year or (3) year offers for any prospective Board member to serve on the Board of Directors for VMRC. Subsequent terms can be either (1) year, (2) years or (3) years. Total service on the Board cannot exceed (7) years within an 8 year time period. A "year" is defined as beginning July 1, and ending on June 30th of the following calendar year. For example, a "year" is demonstrated herein beginning July 1, 2017 and ending June 30th, 2018. After a Director is elected, his/her service within the scope of any term is voluntary, and can be terminated at the discretion of the Director himself/herself or in accordance with other provisions incorporated within VMRC's Bylaws.*

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) years within an eight (8) year period in accordance with Welfare and Institutions Code §4622(f).

Section 4.06. 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 4.01, may be elected or seated at any regular Board meeting. Nominees shall be named by the Nominating Committee, described in Section 8.09, pursuant to procedures established by the Board. Elections shall be conducted pursuant to procedures established by the Board.

Section 4.07. Vacancies. Vacancies on the Board of Directors shall exist upon the happening of any of the following events: death of a Director, declaration by final order of court that a Director is of unsound mind, a Director is conviction of a felony, declaration by final order of court that a Director breached a corporate duty, 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 4.08. Removal of Directors of the Board. 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. 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)~~ *two (2)* consecutive absences from Board of Directors meetings or Board Committee meetings, or ~~four (4)~~ *three (3)* 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, explaining that failure to provide a satisfactory response within a specified period of time may result in removal from the Board.

Section 4.09. 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 imitations 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 4.10. Specific Powers. Without prejudice to the general powers set forth in Section 4.09, 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 4.11. Contracts with Directors.

(a) 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 Officers or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless:

(1) The Corporation entered into the transaction for its own benefit;

(2) The transaction was fair and reasonable at the time the Corporation entered into the transaction;

(3) Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith, by a vote of a majority of the Directors then in office without counting the vote of the interested Director(s), and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction; and

(4) (i) Prior to authorizing or approving the transaction, the Board considered and in good faith determined, after reasonable investigation under the circumstances, that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or (ii) the Corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

(b) This Section does not apply to:

(1) An action of the Board fixing the compensation of ~~a Director as a Director~~ or an Officer of the Corporation;

(2) A transaction that is part of an education or charitable program of this Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) 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; or

(3) A transaction, of which the interested Director(s) have no actual knowledge, and which does not exceed the lesser of one (1) percent of the gross receipts of the Corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Section 4.12. 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.

ARTICLE V – BOARD DIRECTORS AND OFFICERS

Section 5.01. Number and Titles. The Officers of the *Corporation's Board* shall be a President, a Vice President, a Secretary, a Treasurer, and the immediate Past President. ~~Executive Director, and Chief Financial Officer.~~ A person may hold more than one (1) office.

Section 5.02. Officer Qualification, Election, Term of Office and Vacancies. ~~Board member~~ *Directors of the Corporation's Board*, may be elected at any regular public meeting of the Board and

shall be installed at the next regular meeting. All ~~Board member Directors~~ *Directors of the Corporation's Board* shall be elected from among the *existing* Directors, by majority vote. *Board 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.

Delete Text

Section 5.03. 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 appoint Committee members and Committee chairpersons and establish additional standing Committees and appoint ad hoc Committees, appoint its chairperson and Committee members. The President shall serve as an ex-officio member of all Committees.~~

New Text

Section 5.03. Duties of President. *The President shall preside over all meetings of the Board of Directors and perform all duties incident to the office, and such other duties as provided in these Bylaws or prescribed from time to time by the Board of Directors. The President shall appoint Board Committee members and Board Committee chairpersons and establish Ad hoc Committees, and Ad hoc Committee chairpersons at his/her discretion. The President shall appoint the VMRC Board member delegate for the Association for Regional Center Agencies (ARCA).*

Section 5.04. 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. In consultation with the President, the Vice President shall preside over the Executive Committee, and serve in the role of the chairperson.

Section 5.05. 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-regular~~ or ~~special emergency~~, and, if ~~special emergency~~, how authorized; the notice given; and the names of persons present. *The Secretary or appointee of the President may serve as the chairperson of the Bylaws Committee which shall inaugurate by order of the President.*

Section 5.06. 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 5.07. Duties of Past President. The immediate Past President shall be a member of the Executive Committee, *and shall serve as the chairperson of the Nominating Committee, if the Nominating Committee is without an active chairperson. If the Past President's term of service has expired in accordance with Section 4.05, the President shall appoint an eligible Board member.*

Delete Text

Section 5.08. 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 Corporate Officer as an attendee of the Board of Directors meetings and of all Committees. The Executive Director cannot vote on Board Action and is not a Board member.~~

Section 5.09. 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 VI – CORPORATION OFFICERS

Section 6.01 Duties of the Executive Director. *The Executive Director is elected by the majority of the Directors of VMRC's Board. The Executive Director shall be the Chief Executive Officer of the Corporation and shall, subject to direction of the Board, supervise, direct and control the Corporation's day-to-day activities, business and affairs and shall manage the personnel and employment matters of the Corporation consistent with VMRC's Personnel Policies, and the Bargaining Unit Contract as adopted by the Board, subject to the rights, if any, of any employee's contract of employment. Except as otherwise provided in these Bylaws, the Executive Director shall be an ex officio member of all Committees. The Executive Director shall have such other powers and perform such other duties as the Board or these Bylaws may provide. All or part of the above powers and duties of the Executive Director may be delegated to such other staff of the Corporation as the Executive Director may designate.*

Section 6.02. Duties of Executive Assistant. *The Executive Assistant shall perform duties delegated by the Executive Director and Secretary of the Board with no voting powers. If the Secretary is not available or is unable to perform any of the Secretary's duties, the Executive Assistant shall perform such duties, shall attend, and keep or cause to be kept the minutes of all meetings of the Board, whether regular or closed, emergency and all Executive Committee meetings. The Executive Assistant shall assure notices of meetings, attachments, and other materials with proposed agenda items are posted on Corporation's webpage are sent to Board members and other designated entities or individuals as directed by the Executive Director. The Executive Assistant shall perform other such duties as the Board or Bylaws may provide.*

Section 6.03. Duties of the Chief Financial Officer. *The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate correct books and records of accounts of the property and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements or that may be required to comply with the Lanterman Developmental Disabilities*

Services Act or the Corporations contract with the California Department of Developmental Services. The books of account shall at all times be open to inspection by the Board at all reasonable times.

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

Section 6.04. Duties of Legal Affairs Advisor. *The Legal Affairs Advisor shall be the chief legal Officer of the Corporation; shall have general charge of all legal matters pertaining to the Corporation; shall attend meetings of the Board and its Committees, as necessary; shall represent or arrange representation of the Corporations in all legal proceedings; shall provide general legal advice and consultation to the Board, its Committees, Executive Director, Chief Financial Officer, Directors, Managers and staff as necessary or as directed by the Board or the Executive Director, and shall oversee the provision of all legal services to the Corporation. Except as otherwise provided in these Bylaws, and shall be an ex officio member of all Committees. The Legal Affairs Advisor shall also have such powers and perform other such duties as the Board or Bylaws may provide.*

ARTICLE VII – BOARD MEETINGS

Section 7.01. Public Attendance. All persons shall be permitted to attend any Board meeting, except as otherwise provided herein.

Section 7.02. 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, disability, or any other characteristic listed or defined in Government Code §11135, as currently in effect or amended. All Board meetings shall be held in facilities accessible to persons with physical disabilities.

Section 7.03. 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 7.14*. 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. A reasonable fee may be charged for a copy of a public record distributed pursuant to this Section.

Section 7.04. 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 7.06 and 7.07* 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 at least 50 percent plus (1) of the Directors currently serving on the Board or the Executive Committee.*

Delete Text

Section 7.05. 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.~~

New Text

Section 7.05. Definition of Meetings. *As used in these Bylaws, and unless otherwise noted, the term "Board Meeting" includes all meetings and any Committee meeting of the Board when the Board Director or Committee exercises the authority delegated to it by the Board. Board meetings and Board Committee meetings are open meetings to the public, with the exception of closed sessions for limited scope subject matters specified in 7.13. This definition of "Board Meeting" does not apply to Board retreats planned solely for educational purposes.*

Delete Text

Section 7.06. 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 change at the Board's discretion.~~

New Text

Section 7.06. Regular Meetings. *The Directors shall hold regularly scheduled Board meetings occurring at least (7) times each fiscal year. Board meetings can occur more often as needed. Directors shall no later than July 1, for every prospective term set the time and place of Board meetings. Board meeting dates, times and location may be modified or changed at the discretion of the Board. If the Board of Directors do not meet in a given month, the Executive Committee shall meet to conduct the business of the full Board, subject to open meetings requirements and public notice expressed in Sections 7.01 and 7.08.*

Section 7.07. Emergency Meetings. *In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of regional center services, an emergency meeting may be called without complying with the advanced notice requirements set forth in Section 7.08. "Emergency situation" means any activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. In these situations, advance notice shall be provided if practicable. In addition, the State Council on Developmental Disabilities, North Valley Hills Office shall be notified by telephone of each emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed immediately to any person requesting notice of "emergency meetings" and the Coalition of Local Area Service Providers (CLASP).*

Delete Text (k)

~~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).~~

Delete Text

Section 7.08. 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.~~

New Text

Section 7.08. Notice of Regular Board Meetings. *The Board Secretary shall assure, and the Executive Assistant (Corporate Officer) shall cause U.S. mail or email notice of the event of Board meetings to any person who request notice in writing. The State Council on Developmental Disabilities, North Valley Hills Office and the Coalition of Local Agency Service Providers (CLASP) shall receive either U.S. mail or email notice. Notice shall be posted on Valley Mountain Regional Center Inc. webpage at least (7) days prior to any Board meeting or any Board Committee meeting and concurrently U.S. mailed or emailed to described entities and person(s). Notice shall include, the date, and location and a specific agenda for the meeting. This notice procedure shall not preclude the VMRC Board from taking action on any urgent request made by the Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided as least (7) days before the meeting, or before new items brought before the Board meeting by members of the public.*

Section 7.09. Agenda. The notice of Board or *Board Committee* meetings described in Section 7.08 shall be accompanied by an agenda for the *Board or Board Committee* 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 *after distribution of the agenda*, 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 the Board makes a specific finding that 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 meeting by one (1) or more members of the public.

New Text

Section 7.10. Board Meeting Recordings, Testimony & Materials. *Valley Mountain Regional Center shall maintain all recordings and written comment submitted as testimony on agenda items for no less than (2) years. These materials shall be made available for review by any person, upon request.*

Section 7.11. 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. *A Board member can abstain from any vote. Abstaining, means refraining from non-verbal gestures, "thumbs up, thumbs down, nodding head, shaking head, waving, raising eyebrows, smiling or frowning" as examples not otherwise limited, during debate or during the voting process related to the subject matter of the vote. Abstaining also, means refraining from verbal speech, during debate or during the voting process related to the subject matter of the vote.* 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 4.08*, 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.

Section 7.12. 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.

Section 7.13. 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 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.

The Corporation may request background material from the potential presenter as a condition of being allowed to present.

~~(m) — The provisions of Sections 7.01. through 7.12. 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.~~

Delete Text

~~**Section 7.13. 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:~~

New Text

Section 7.14. Closed Sessions. *The Board, Executive Committee, and Nominating Committee, may hold closed sessions. However, prior to and directly after holding any closed session, the VMRC Board or Committee Chairperson shall state the specific reason or reasons for the closed session. In the closed session, the Board or Committee may consider only those matters covered in its statement. Substantive content within the scope of closed session(s) may include (1) or more of the following:*

(1) Real estate negotiations.

(2) The appointment, employment, evaluation of performance, or dismissal of a VMRC employee.

(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.

Delete Text:

~~(6) Personnel issues~~

(6) 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.

Delete Text

~~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 and specify the reason or reasons for the closed session. In the closed session, the Board may consider only those matters covered in its statement.~~

New Text

Section 7.15. Closed Sessions Minutes. *Closed sessions minutes shall be kept by an employee of the Corporation designated by the Board. Minutes of closed sessions shall not be considered public records.*

ARTICLE VIII – BOARD COMMITTEES

New Text

Section 8.01. Committee Meetings/Open Meeting Requirement. *Valley Mountain Regional Center Inc. Board Committee meetings are open public meetings, unless the Committee exercises its rights to hold a closed session, limited to closed session requirements expressed in Section 7.13 of VMRC's Bylaws.*

Section 8.02. 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.

Delete Text:

~~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(1) apply.~~

Section 8.03. 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 8.04. 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 8.05. 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)~~ *50 percent plus (1) of Committee members (Board Directors)* 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 8.06. 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.

Section 8.07. Identification of Committees. The Corporation's standing Committees shall be the Executive Committee, Nominating Committee, Finance ~~and Personnel~~ Committee, Consumer Services Committee, *Public Policy Committee and Bylaws 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.

Delete Text

~~**Section 8.08. 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.~~

New Text

Section 8.08. Executive Committee. *The Executive Committee exercises authority delegated to it by the Board. 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 and the public. The Executive Committee can hold closed sessions consistent with the authority of Welfare and Institutions Code Sections 4660 and 4663(a). 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. The Executive Committee is responsible for reviewing all of the Corporation's personnel matters, policies, practices and personnel manuals or guides created, developed or proposed for changes or modifications, including those arising from any*

existing Bargaining Unit Contract.

The Executive Committee is responsible for assessing the training needs of the VMRC Board of Directors through feedback from Board members and other sources to assure California Corporate Law and Lanterman Act compliance occurs while the Board engages performance of its accepted responsibilities. The Executive Committee is tasked with creating and sustaining a Board training procedure intended to build a foundation of knowledge necessary for its effective oversight of VMRC Inc. operations and contract obligations owed to the State Department of Developmental Services.

Section 8.09. Nominating Committee. *The Nominating Committee exercises authority delegated to it by the Board. The Nominating Committee shall consist of a chairperson and at least four (4) other Directors appointed by the President. In addition, the State Council on Developmental Disabilities, North Valley Hills Office and the Coalition of Local Area Service Providers ~~and the Area VI Developmental Disabilities Board~~ shall each be invited to participate in Committee endeavors. Nominating Committee meetings are open to all Board members and the public. The Nominating Committee can hold closed sessions consistent with the authority of Welfare and Institutions Code Sections 4660(b) and 4663(a). 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. The Nominating Committee is responsible for determining and making recommendations to the Board for proposed new Board members' term of service, and the slate of candidates for Board Officers, subject to ratification by the full Board. The Nominating Committee, shall offer a (1) year; (2) years or (3) year term of service for any prospective or current Board member. If any Nominating Committee member that is also a Board Director and intends to run for any Board Officer vacancy, that Nominating Committee member, shall not be on the slate of candidates for Board Officers.*

Section 8.10. 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. Its meetings are open to all Board members and the public. 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~~ audit findings and recommendations, contracts and to monitor the Corporation's fiscal condition.*

Section 8.11. 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 State Council on Developmental Disabilities, North Valley Hills Office and the Coalition of Local Area Service Providers ~~and the Area VI Developmental Disabilities Board~~ shall each be invited to appoint a representative. Its meetings are open to all Board members and the public. 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 8.12. Bylaws Committee. *The Bylaws Committee shall consist of a chairperson and at least three (3) other Directors, all appointed by the President. Its meetings are open to all Board members and the public. The President shall serve ex-officio on this Committee and will vote on change proposals only in the event of a tie. This Committee will convene at least once annually or as often as needed for*

the purpose of reviewing the Bylaws, Articles of Incorporation and Welfare and Institutions Code to confirm whether or not changes are required to sustain compliance with California Corporate Law, Statutory requirements and to meet the needs of the Board of Directors. It is the responsibility of the Bylaws Committee to receive feedback from informed professionals (including VMRC management, community leaders, legal counselor, parliamentarian, etc. depending on the issues).

Section 8.13. Public Policy Committee. *The Public Policy Committee consist of a chairperson and at least three (3) other Directors, and interested community stakeholders (at the discretion of the president), all appointed by the President. Its meetings are open to all Board members and the public. The President shall serve ex-officio on this Committee and will vote on position recommendations to the Board only in the event of a tie. This Committee will establish a schedule of meetings sufficient to analyze proposed legislation impacting Consumers, Consumers' families, and stakeholders, monitor recommendations from the Association of Regional Center Agencies (ARCA), recommend positions for the Board, inform our local community stakeholders, and inform our local policymakers of the impact of these proposals on people with developmental disabilities.*

Section 8.14. Ad Hoc Committees. *The President of the Board may appoint an ad hoc Committee in order to accomplish tasks that fall outside of the scope of responsibilities of standing Committees. Such appointments shall be for a specific purpose and period of time. At least (3) Directors must serve on any of these committees.*

ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 9.01. 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 9.02. Fiscal Year. The fiscal year of the Corporation shall be from July 1 through June 30, inclusive.

Section 9.03. Parliamentary Authority. *The rules contained in Robert's Rules of Order Newly Revised, shall govern meetings of the Board and Committees as long as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporations or with any provisions of law applicable to the Corporation.*

Section 9.04. Non-Voting Members. *This Corporation shall have no nonvoting 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 9.05. Gifts. *The Board may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the charitable purposes of the Corporation.*

Section 9.06. 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 9.07. 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 or *emergency* 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 9.08. 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 or the Executive Assistant.

Section 9.09. 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 X - DEFENSE AND INDEMNIFICATION

Section 10.01. 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, provided that such person acted in good faith, in the manner the person believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances, and 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 XI - DISSOLUTION

11.01. 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 accordance with the law and in a manner determined by the Board of Directors prior to its final dissolution.

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

CERTIFICATION

We certify that we are duly elected Officers of Valley Mountain Regional Center, Inc., a California Nonprofit Charitable Corporation; that these Bylaws, consisting of (XXXX) pages, are the Restated Bylaws of the Corporation, as adopted by the Board of Directors on December 10, 2018. These Bylaws have not been amended or modified after that date.

Date: _____

Tom Bowe, President

Date: _____

Claire Lazaro, Vice President

Date: _____

Margaret Heinz, Secretary

Date: _____

Elizabeth Victor Martinez, Treasurer

Corporate Seal