

Minutes for Bylaws Committee Meeting (Hybrid)

Wednesday, May 17, 2023, 5:00 PM

Committee Members Present: Linda Collins, Lynda Mendoza, Margaret Heinz

VMRC Staff Present: Tony Anderson, Doug Bonnet, Jason Toepel

Committee Chair/Board Secretary Linda Collins called the meeting to order at 5:00 PM.

The committee reviewed the Bylaws in their entirety, and propose the below changes highlighted in yellow.

## Valley Mountain Regional Center Proposed Changes to Bylaws, June 2023

### 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 a person **with an intellectual or developmental disability (IDD)** and their families exclusively for charitable purposes in accordance with the present objectives and provisions of the Welfare and Institutions Code Sections 4620 through 4699 and to carry on various other charitable projects for the **person with IDD** and their families, including but not limited to diagnosis, counseling, educational services and public information.

### 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) 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 positions 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 4.07. 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 convicted 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 4.11. 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



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(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:

Corporation.

(1) An action of the Board fixing the compensation of an Officer of the Corporation.

**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). It is expected that the President will serve a 2-year term and progress to the position of Past President.

**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. It is expected that the Vice President will serve a 2-year term and will progress to the position of President, provided that the responsibilities performed in this position have been adequate.

**Section 6.02. Duties of Special Assistant to the Executive Director.** 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 6.04. Duties of Legal Counsel of the Board of Directors.** The Legal



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**Counsel** 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 Corporation 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 **Counsel** shall also have such powers and perform other such duties as the Board or Bylaws may provide.

#### 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 20 pages, are Restated Bylaws of the Corporation, as adopted by the Board of Directors on December 10, 2018. These Bylaws **have been amended in June 2021, April 2022, and June 2023 by a full vote of the Board of Directors.**



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