

BYLAWS
OF
INLAND COUNTIES REGIONAL CENTER, INC.

A California Nonprofit Public Benefit Corporation
Revised 6-17-15

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BYLAWS
OF
INLAND COUNTIES REGIONAL CENTER, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I - OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the Corporation shall be located in San Bernardino or Riverside Counties, California. The Board of Trustees is hereby granted full power and authority to change said principal office from one location to another within these Counties.

ARTICLE II - NONPROFIT NATURE

Section 1. GOALS AND PURPOSES. The Corporation is a nonprofit, public benefit Corporation and it is not organized for the gain of any person. The Corporation's specific purpose is to aid and assist persons with developmental disabilities. In furtherance of this purpose, the Corporation retains the right to become involved in activities not necessarily related to designated regional center responsibilities. A secondary purpose of the Corporation is to provide all services designated as regional center responsibilities pursuant to the Lanterman Developmental Disabilities Services Act, *Welfare and Institutions Code §4500 et. seq.*, and in furtherance of its contract with the State of California Department of Developmental Services. The geographic area of service shall be the region consisting of the following California counties: Riverside and San Bernardino.

Section 2. LIMITATIONS: EXEMPT PURPOSES.

a. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*. This Corporation shall not, except to an insubstantial degree, engage in or carry on any activities or exercise any powers that are not in furtherance of the goals and purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code* or Section 23701 of the *California Revenue and Taxation Code* or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code* or under Sections 24357-24359.1 and related sections of the *California Revenue and Taxation Code*;

b. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the *Internal Revenue Code*, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate or public office except as provided in Section 501(h) of the *Internal Revenue Code*.

Section 3. DEDICATION OF ASSETS AND DISSOLUTION.

a. All corporate property is irrevocably dedicated to the purposes set forth in these Bylaws. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals;

b. On the winding up or dissolution of this Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation or corporation (exempt organizations) organized and operated exclusively for charitable purposes selected by the Board, which has established its tax-exempt status under Section 501(c)(3) of the *Internal Revenue Code*.

(1) Exclusion From Corporate Property: The Corporation is a Trustee for separate private trusts created under the Master Trust of California f/k/a Inland Counties Master Trust, a pooled investment trust which contains special needs trusts. Fiduciary laws govern these separate trusts and the trust assets do not include and are not considered to be property belonging to the Corporation. If there is a dissolution of the Corporation, the applicable terms of the Master Trust Agreement require that the Corporation choose a successor Trustee.

ARTICLE III - TRUSTEES

Section 1. POWERS. All corporate powers, business and affairs of the Corporation shall be exercised, controlled by, or under the authority of the Board of Trustees, subject to the limitations set forth in the Articles of Incorporation, these Bylaws, or applicable law including, but not limited to, the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code §4500 et seq.*) and the Nonprofit Corporation Law (*Corporations Code §5000 et seq.*). Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Trustees shall exercise the following powers on behalf of the Corporation:

a. To select, employ and remove officers, agents and employees of the Corporation as the Trustees may, from time to time, in their sole discretion deem advisable;

b. To prescribe powers and duties for such officers, agents and employees; and to fix compensation therefore;

c. To conduct, manage and control the business and affairs of the Corporation, and to make such rules, and regulations therefore, including all policies and procedures;

d. To adopt and use a corporate seal;

e. To borrow money and incur debt as evidenced by promissory notes or other secured transactions;

f. To change the principal office within the two counties as designated.

Section 2. DUTIES OF THE BOARD OF TRUSTEES. The Trustees have an obligation to perform their duties in good faith, in a manner the Trustees believe to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In the exercise of their duties, and without prejudice to such general duties, it is hereby expressly declared that the Trustees shall do the following:

a. Adopt and articulate the vision, values, mission, purposes and general policies for the Corporation consistent with applicable law and its contract with the State of California Department of Developmental Services;

b. Select, employ and remove the Executive Director, prescribe his/her powers and duties, fix his/her compensation and establish the terms and conditions of his/her employment;

c. Adopt such plans and policies as may be required to assure that the Corporation is meeting the expectations of its Consumers and their families, is achieving the public policy outcomes for its Consumers and their families pursuant to applicable law, and is being managed in accordance with applicable law and its contract with the State of California Department of Developmental Services;

d. Provide guidance to the Executive Director for his/her efforts to utilize performance information for continuous quality improvements of the Corporation;

e. Select and remove Officers of the Corporation and specify their respective duties and powers.

f. Perform any and all duties imposed upon them collectively or individually by the Articles of Incorporation, these Bylaws, applicable law or its contract with the State of California Department of Developmental Services;

g. Each Trustee shall serve on at least two (2) of the Standing Committees set forth in Article VIII.

h. Enter into contracts and agreements generating revenues consistent with the purposes of the Corporation.

Section 3. QUALIFICATIONS OF TRUSTEES. The Board of Trustees shall meet the following criteria:

a. The Board shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities. This shall be exhibited by each Trustee through their ability and desire to attend regular Board Meetings, committee meetings, and various functions and activities of the Corporation.

b. The Board shall include persons with legal, management, public relations, and developmental disability program skills. These skills may be shown by persons who have a demonstrated aptitude or experience in Human Resources, administrative, financial, and other executive level positions.

c. The Board shall include representatives of the various categories of disability served by the Corporation.

d. The Board shall reflect the geographic and ethnic characteristics of the area served by the Corporation.

e. A minimum of 50 percent of the members of the Board shall be persons with developmental disabilities or their parents or legal guardians. No less than 25 percent of the members of the Board shall be persons with developmental disabilities.

f. The Board shall include one (1) representative from the Vendor Advisory Committee (VAC). The VAC Representative on the Board shall not do any of the following:

(1) Serve as an officer of the Corporation.

(2) Discuss or vote on any fiscal matters affecting the purchase of services from any regional center provider. However, this will not prevent the VAC Representative from discussing or voting on the Corporation's overall annual budget.

(3) Vote on any other issue in which he or she has a "financial interest," as defined in *Government Code* §87103. Said person shall provide the Board with a list of his/her "financial interests," as defined in *Government Code* §87103, at the same time that Trustees are required to submit their Conflict of Interest Statements pursuant to *Welfare and Institutions Code* §4626.

g. No paid employee of the Corporation or of the State of California shall be a member of the Board of Trustees;

h. No Trustee shall be any of the following:

(1) An employee of the Department of Developmental Services or any state or local agency which provides services to a regional center client, if employed in a capacity which includes administrative or policymaking responsibility, or responsibility for the regulation of the regional center;

(2) An employee or a member of the state council or an area board;

(3) Except as otherwise provided in *Welfare and Institutions Code* §4622(k), an employee or member of the governing board of any entity from which the Corporation purchases client services;

(4) Any person who has a financial interest, as defined in *Government Code* §87103, in regional center operations, except as a consumer of regional center services.

i. Not more than forty-nine (49) percent of the persons serving on the Board of Trustees at any time may be interested persons. An interested person is (1) any person being 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 Trustee as Trustee; and (2) 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 any such person. Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4. NUMBER OF TRUSTEES. The authorized number of Trustees for the Corporation shall be seventeen (17) and shall remain in effect until changed by an amendment duly adopted by vote or written assent of a majority of the Board of Trustees. No reduction in the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of his/her term of office.

Section 5. NOMINATION TO THE BOARD. The members of the Board of Trustees shall be selected from applicants whose qualifications have been reviewed and approved by the Nominating Committee of the Board. A majority vote of the Board of Trustees, though less than a quorum, is sufficient to elect an individual proposed for membership by the Nominating Committee. All members of the Board must sign a Confidentiality and Non-Disclosure Agreement upon being elected to the Board.

Section 6. TERM OF OFFICE. The terms of office of the Trustees shall be staggered to ensure experienced Trustees remain on the Board. Starting with the Corporation's fiscal year beginning July 1, 2014, the first term of office of a Trustee shall be four (4) years. A Trustee may serve an optional second term of office of three (3) additional years pursuant to a recommendation by the Nominating Committee and approval by the Board. The foregoing change in the terms of office of Trustees shall not affect the terms of office of those Trustees currently on the Board who are serving a full seven (7) year term or who are serving out the unexpired term of a prior Trustee. A member of the Board of Trustees shall serve until any one of the following occurs:

- a. Disqualification;
- b. Replacement by a duly elected successor;
- c. Removal by a majority vote of the Board of Trustees;
- d. Resignation. A Trustee's resignation is immediately effective upon written notice being presented to the President, the Secretary, or the Board of Trustees, unless the notice specifies the resignation shall be effective upon a future date. However, if there is only one remaining Trustee, the remaining single Trustee may not resign without first notifying the Attorney General of the proposed resignation;
- e. Service on the Board for seven (7) years within each eight (8) year period.

Section 7. VACANCIES.

a. A vacancy on the Board of Trustees exists in the event of the death, resignation, disqualification or removal of any Trustee during the Trustee's term or at the end of the term of any Trustee when no successor has been elected;

b. Further, a vacancy will be deemed to exist:

(1) if the authorized number of Trustees is increased; or

(2) at the Board's discretion, pursuant to Section 10 of this Article III, if there is a need to fill a position due to a lack of attendance by a Trustee.

c. Any person elected to fill a vacancy on the Board occurring before the end of a Trustee's term shall serve on the Board for the remainder of the past Trustee's unexpired term.

Section 8. FEES AND COMPENSATION. The Trustees and members of committees shall serve without compensation. However, Trustees and members of committees may receive such reimbursement for expenses as may be fixed or determined by a duly adopted resolution or motion of the Board to be just and reasonable. In order to receive reimbursement for expenses, Trustees and members of committees shall submit a written request for reimbursement, with supporting documentation, which shall be submitted to and be approved by the Board President.

Section 9. NO PERSONAL LIABILITY. To the fullest extent allowed by law, no Trustee shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 10. REMOVAL OF TRUSTEE.

- a. A Trustee that has a total of 4 (four) absences in a calendar year from the regularly scheduled meetings of the Board of Trustees may be removed from the Board of Trustees by the majority vote of the remaining Trustees then in office. Non-attendance at a mandatory extended Board training will be counted as a regular Board meeting absence.
- b. A Trustee that does not serve as an active member of a Standing Committee as set forth in Article VIII may be removed from the Board of Trustees by the majority vote of the remaining Trustees then in office.

Section 11. MISREPRESENTATION. A Trustee that misrepresents the goals and objectives of the Corporation, as set forth in Article II, Section 1 of these Bylaws, may be removed from the Board of Trustees by the majority vote of the remaining Trustees then in office.

ARTICLE IV - MEETINGS

A. CORPORATE AFFAIRS MEETINGS. Meetings with respect to matters affecting the corporate affairs, which have no relationship to the role and responsibility of a regional center, shall be held as follows:

Section 1. PLACE OF MEETINGS. Corporate Affairs Meetings of the Board of Trustees shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by a duly adopted resolution or motion of the Board of Trustees.

Section 2. REGULAR MEETINGS. Regular Corporate Affairs Meetings of the Board of Trustees shall be held at such times as may be set from time to time by the Board of Trustees.

Section 3. SPECIAL MEETINGS. Special Corporate Affairs Meetings of the Board of Trustees may be called for any purpose at any time by the President or a Vice-President or the Secretary or, if the foregoing are absent or unable or refuse to act, then by any two (2) Trustees.

Section 4. NOTICE OF SPECIAL MEETINGS. Notice of the time and place of the Special Corporate Affairs Meetings shall be given to each Trustee by one of the following methods:

- (a) by personal delivery of written notice;
- (b) by first-class mail, postage prepaid;
- (c) by telephone, including a voice messaging system; or
- (d) by electronic transmission by the Corporation. "Electronic transmission by the Corporation" means a communication:

(1) delivered by:

- (i) facsimile telecommunication or electronic mail; or
- (ii) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the Trustee of the posting, with said notice being deemed delivered upon the later of the posting or delivery of the separate notice; or
- (iii) other means of electronic communication;

(2) to a Trustee who has provided an unrevoked consent to the use of the above means of communication; and

(3) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

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 special meeting. Notices delivered in person or by telephone, including a voice messaging system, or by electronic transmission by the Corporation shall be delivered, telephoned or electronically transmitted at least forty-eight (48) hours before the time set for the special meeting. All such notices shall be given or sent to the Trustee's address, telephone number, facsimile number or electronic mail address, respectively, as shown on the records of the Corporation.

Special Corporate Affairs Meetings may be held at the principal office of the Corporation or at any place designated in the notice or as designated from time to time by the Board of Trustees or by written consent of a majority of the Board of Trustees.

These Bylaws may not dispense with notice of a Special Corporate Affairs Meeting. A

notice, or waiver of notice, need not specify the purpose of the special meeting.

Section 5. ACTION WITHOUT MEETING. Notwithstanding any other provision of these Bylaws, any action required or permitted to be taken by the Board of Trustees at a Regular or Special Corporate Affairs Meeting may be taken without any such meeting, if all members of the Board shall individually or collectively consent in writing to such action. The written consent(s) shall be filed with the minutes of the proceedings of the Board of Trustees. Any action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees.

Section 6. ACTION BY COMMITTEE. The Corporation may appoint committees as needed to conduct business including, but not limited to, the Master Trust Committee.

B. MEETINGS FOR REGIONAL CENTER FUNCTIONS: Meetings with respect to matters concerning the role and responsibility of a regional center as required by the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code §4500 et. seq.*) shall be held as follows:

Section 1. PLACE OF MEETINGS. Meetings of the Board of Trustees concerning regional center functions shall be held at any place within the State of California that is accessible to persons with physical disabilities and which does not prohibit the admittance of any person on the basis of race, religious creed, color, national origin, ancestry, sex, or disability. The meeting site will be designated from time to time by a duly adopted resolution or motion of the Board, or by written consent of a majority of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated, or at the principal office.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Trustees shall be held monthly on such date and at such time as determined by the Board of Trustees. All meetings shall be open and public and all persons shall be permitted to attend any meeting, except as otherwise provided, and shall be called and held in accord with all legal requirements, which shall include, but not be limited to, the following:

- a. Notice shall be mailed at least seven (7) days in advance of each meeting. The notice shall include the date, time and location of, and a specific agenda for, the meeting, which shall include an identification of all substantive topic areas to be discussed, and no items shall be added to the agenda subsequent to the provision of the notice. Notice shall be mailed to any person who has requested notice of the meeting in writing;
- b. All recordings and written comments submitted as testimony on agenda items shall be maintained for no less than two (2) years;
- c. Five (5) minutes of time per person shall be allowed for public input on all properly noticed agenda items prior to the Board taking action on that item;
- d. Five (5) minutes of time per person shall also be allowed for public input on any issue not included on the agenda;

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

f. The seven (7) day notice requirement shall not preclude the 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 at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public.

Section 3. CLOSED MEETINGS. The Board of Trustees may hold a closed meeting to discuss or consider one or more of the following:

- a. Real estate negotiations;
- b. The appointment, employment, evaluation of performance, or dismissal of a regional center employee;
- c. Employee salaries and benefits;
- d. Labor contract negotiations;
- e. Pending litigation;
- f. Any matter specifically dealing with a particular regional center consumer must be conducted in closed session, except where it is requested that the issue be discussed publicly by the consumer, the consumer's conservator, or the consumer's parent or guardian where the consumer is a minor.

A designated officer or employee of the Corporation shall keep minutes of closed sessions, but these minutes shall not be considered public records. Prior to and immediately after holding any closed session, the Board shall state the specific reason(s) for the closed session. In the closed session, the Board may consider only those matters covered in its statement.

The need for a closed meeting may be called at any time by the President or a Vice-President or the Secretary or, if the foregoing are absent or unable or refuse to act, then by any two (2) Trustees.

Section 4. 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 advance notice requirements set forth above. An "emergency situation" means any activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. Advance notice shall be provided if practicable. In addition, the area board 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 those persons that have requested notice of Board meetings.

C. PROVISIONS AFFECTING ALL CORPORATE AFFAIRS AND REGIONAL CENTER FUNCTION MEETINGS.

Section 1. ANNUAL MEETING. The Board of Trustees shall hold an annual meeting in the month of May at such place and on such date and time as fixed by the Board and duly noticed. At the annual meeting, the newly nominated Trustees shall be voted upon. Approval by a majority vote of the existing Board of Trustees though less than a quorum is required before a nominee to the Board of Trustees is seated. Also, at the annual meeting new officers shall be elected. Such annual meetings shall be noticed in the same manner as a regular meeting. Newly elected officers shall take their position July 1.

Section 2. QUORUM. A majority of the Trustees, excluding vacancies, shall be necessary to constitute a quorum for the transaction of business, except to adjourn unless a greater number is expressly required by statute, by the Articles of Incorporation, or these Bylaws. Every act or decision done or made by the majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, subject to the provisions of the California Nonprofit Corporation Law (*Corporations Code* §5000 et seq.) which require a greater number, and especially the following provisions: (a) §5233 relating to approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest; (b) §5212 relating to appointment of committees; (c) §5238 relating to indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by a least a majority of the required quorum for that meeting.

Section 3. ADJOURNMENT. A quorum of the Trustees may adjourn any meeting of the Board of Trustees to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Trustees present at any meeting of the Board of Trustees, either regular or special, may adjourn any meeting to another time and place.

Section 4. OTHER METHODS OF PARTICIPATION IN MEETINGS. Members of the Board may participate in any regular meeting, emergency meeting, special meeting or a closed session by the use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(a) Each Board member participating in the meeting can communicate with all of the other Board members concurrently; and

(b) Each Board member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken.

All notice requirements that may be applicable to the type of meeting involved must still be followed.

Section 5. WAIVER OF NOTICE. Notice of a meeting need not be given to a Trustee who provides a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing or who attends the meeting without protesting the lack of notice to that Trustee and the transactions at any such meeting shall be as valid as though the meeting had been held and as if a quorum were present. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. ENTRY OF NOTICE. Whenever any Trustee is absent from any meeting duly called and noticed, an entry in the minutes to the effect that proper notice had been given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to the Trustee, as required by law and these Bylaws.

Section 7. AFFIDAVIT OF MAILING NOTICE. The Affidavit of Mailing Notice shall be executed by the Secretary or designated agent and shall be filed and maintained in the corporate minute book.

ARTICLE V - MEMBERS

Section 1. NO MEMBERS. This Corporation shall have no members.

Section 2. POWERS GIVEN TRUSTEES. All rights which would otherwise vest in the members of the Corporation shall vest in the Trustees, including, but not limited to, the right to remove Trustees with or without cause, the right to bring derivative actions, the right to adopt and amend bylaws, and the right to vote on the distribution of the assets of the Corporation to another nonprofit corporation on the dissolution of the Corporation.

ARTICLE VI - OFFICERS

Section 1. OFFICERS. Only Trustees are qualified to serve as officers of the Corporation with the exception of the Executive Director and the Assistant Treasurer. The officers of the Corporation shall be a President, a Vice President, a Treasurer, an Assistant Treasurer, a Secretary and the Executive Director. The Corporation also has, at the discretion of the Board of Trustees, officers as may be appointed in accordance with the provisions of Section 3 of this Article VI.

Section 2. ELECTION. The officers of the Corporation, except those officers that are appointed in accordance with provisions of Section 3 or Section 5 of this Article VI, shall be chosen bi-annually by the Board of Trustees at the annual meeting. Each shall hold office until the officer resigns, is removed or otherwise disqualified to serve, or until a successor shall be elected. Nominations for officers shall be made to the Nominating Committee no later than sixty (60) days prior to the annual meeting. The Nominating Committee will recommend one nominee for each officer position and will prepare a slate of the nominees, at which time the nominations shall be closed, and present it to the Board of Trustees at the annual meeting. Additional nominations of persons who are eligible and willing to serve may be made by any Trustee for any officer position at the annual meeting of the Board before voting on the officer positions.

The election of officers shall be by written ballot by a majority vote. The Trustees may vote for the nominee(s) for each officer position or may vote for any other eligible person by writing in the person's name on the ballot. Newly elected officers shall take their position effective July 1.

Section 3. OTHER OFFICERS. The Board may authorize the President to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as determined by the Board.

Section 4. TERM OF OFFICE. Officers who are Trustees shall serve for a term of two (2) years and may not serve more than two (2) consecutive terms in the same office except as provided for herein. The Board of Trustees may, due to extraordinary circumstances as determined by the Board in its sole discretion, extend the term of any officer, for an additional period not to exceed two (2) years, if the Board determines it is in the best interests of the Corporation to do so. However, an extension of the term of an officer shall not cause the term of the Trustee to be extended. These limitations in the terms of officers do not apply to the Executive Director or the Assistant Treasurer who are not Trustees.

Section 5. REMOVAL AND RESIGNATION. Any officer may be removed either with or without cause, by a majority of the Trustees then in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Trustees, by any officer upon whom such power of removal may be conferred by the Board of Trustees.

Any officer may resign at any time by giving written notice to the Board of Trustees or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any officer may also leave office because he/she becomes disqualified or because he/she is replaced by a duly elected successor.

Section 6. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Trustees. The officer so elected will hold office for the unexpired term of the predecessor.

Section 7. PRESIDENT. The President must be a member of the Board of Trustees. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and officers of the Corporation. The President shall also serve as Chair of the Master Trust Committee and Another Way Committee. The President shall call and preside at all meetings of the Board of Trustees, shall oversee Board functioning, shall be a member of all the standing committees and shall have the general power and duties of management usually vested in the office of President of a corporation, shall see to it that all orders and duly adopted resolutions or motions of the Board are carried into effect, and shall sign on behalf of the Corporation any and all instruments necessary to transact the business of the Corporation in accordance with such authority as may be granted by the Board of Trustees. The President shall, on behalf of the Corporation, execute all agreements with any governmental agencies for funding of the Corporation and all leases of real property. The President shall appoint all committee

Chairpersons and specify their duties and reporting schedules, with the exception of the Consumer Advisory Committee. The President shall supervise the Executive Director, subject to the control of the Board of Trustees. The President shall also have such other powers and perform such other duties as the Board of Trustees or these Bylaws may provide.

Section 8. VICE PRESIDENT. The Vice President must be a member of the Board of Trustees. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall also have such other powers and perform such other duties as the Board of Trustees or these Bylaws may provide.

Section 9. SECRETARY. The Secretary must be a member of the Board of Trustees and shall take the roll at each meeting of the Board of Trustees. In the absence or disability of the President and the Vice President, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President.

The Secretary shall keep or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of Trustees, recording the names of those present and the proceedings thereof, with the time and place of holding, whether regular, emergency, or special, and if emergency, how authorized and the notice thereof given. During Board meetings, the Secretary shall record motions as they are made so that they may be accurately restated, if necessary, prior to a vote.

The Secretary shall conduct the official correspondence of the Corporation and the Board of Trustees as directed and, when necessary, shall affix the seal of the Corporation to written instruments. The Secretary shall assist the President with all correspondence sent to the Board and will provide a brief summary to the Trustees monthly, or as needed, regarding the correspondence received during the month.

The Secretary shall keep at the principal office, all other books of the Corporation showing details required by law, excepting books of account; shall keep at the principal office, open to inspection at all reasonable times, the original, or a certified copy, of the Bylaws of the Corporation, as amended; shall give, or cause to be given, notice of all the meetings of the Board of Trustees required to be given by law or these Bylaws; shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as the Board of Trustees or these Bylaws may provide.

All or part of the above duties of the Secretary may be delegated to the Executive Director or such other staff as may be designated by the Executive Director.

Section 10. TREASURER. The Treasurer must be a member of the Board of Trustees, have an understanding of the finances of the Corporation, demonstrate an aptitude for or experience in financial accounting and must be able to devote the time necessary to perform the responsibilities of Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including

accounts of its assets, liabilities, receipts, disbursements, and surplus. The books of account shall at all times be open to inspection by a Trustee at all reasonable times.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees; shall disburse the funds of the Corporation, as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements; shall provide to the President, Secretary and the Board of Trustees, in a form satisfactory to them, quarterly or whenever so requested, an account of all of the transactions as Treasurer and the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of Trustees or these Bylaws may provide.

The Treasurer may serve on the Business Committee and manage, with the Business Committee, the Board's review of, and actions related to, the Board's financial responsibilities; work with the Executive Director and the Director of Finance to ensure that appropriate financial reports are made available to the Board on a timely basis; assist the Executive Director and the Director of Finance in preparing the annual budget and presenting the budget to the Board for approval; work with the Business Committee, Executive Director and the Director of Finance to develop fiscal policies for recommendation to the Board to ensure the financial integrity and sustainability of the Corporation; help develop long-term financial strategies and keep informed on current legal, regulatory and sector developments relating to the Board's financial responsibilities.

Section 11. ASSISTANT TREASURER. The Assistant Treasurer shall not be a member of the Board of Trustees. The Assistant Treasurer is an "Ex-Officio" appointment as determined by the position of Director of Finance for the Corporation. The Assistant Treasurer is to assume those duties delegated by the Treasurer. The Assistant Treasurer has the authority on behalf of the Corporation to sign federal and state tax returns and communications to any taxing authorities after they have been reviewed by the Business Committee and the Executive Committee.

Section 12. EXECUTIVE DIRECTOR. The Executive Director shall not be a member of the Board of Trustees. The Executive Director, who may also be referred to as the "Director" of Inland Counties Regional Center, Inc., is an employee of the Corporation. The Director is elected by a majority vote of the Board of Trustees then in office. The Director is in charge of the day-to-day activities and affairs of the Corporation subject to the ultimate direction of the Board. The Director must also implement, or cause to be implemented, the instructions of the Executive Committee, as defined in Article VIII, Section 3 of these Bylaws. In addition, the Director shall manage the employment matters of the Corporation, with the approval of the Board and through the implementation of the Personnel Policies as adopted by the Board. The Executive Director may be an *ex officio* member of and advisor to all committees.

Section 13. ASSOCIATION OF REGIONAL CENTER AGENCIES (ARCA) REPRESENTATIVE. The ARCA representative shall attend all ARCA meetings and report on such meetings to the Board of Trustees. The ARCA representative will also keep the Board informed of the current legislation supported or opposed by ARCA. The ARCA representative will represent the vote of the Board at ARCA meetings.

Section 14. ABSENCES. In the case of the absence of any officer of the Corporation, or for any other reason that the Board deems to be sufficient, the Board may, at any time, temporarily delegate any or all of the powers or duties of such officer to any other Trustee, provided that a majority of the Board then in office, have approved such delegation of power.

ARTICLE VII - INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND OTHER AGENTS, LIMITATIONS, INSURANCE

Section 1. DEFINITIONS: For the purpose of this Article,

- a. “agent” means any person who is or was a Trustee, Officer, employee, or other agent of this Corporation, or who is or was serving at the request of this Corporation as a Trustee, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- b. “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. “expenses” include, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article VII.

Section 2. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against any expenses actually and reasonably incurred by the agent in connection with the proceeding. If an agent either settles any such claim, issue, or matter or has a judgment entered against him/her, then the provisions of Sections 3 through 5 of this Article VII shall determine whether the agent is entitled to indemnification.

Section 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION. Subject to the required findings to be made pursuant to Section 5 of this Article VII, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, Trustee or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Trustee was or is engaging in self-dealing within the meaning of California *Corporations Code* §5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.

- a. Claims settled out of court. If any agent settles or otherwise disposes of a threatened

or pending action brought by or on behalf of this Corporation with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

b. Claims and suits awarded against agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following met:

(i) The determination of good faith conduct required by Section 5 of this Article VII must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnification for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent in Sections 3 and 4 of this Article VII is conditioned on the following:

a. Required standard of conduct. The agent seeking reimbursement must be found to have acted in good faith, in a manner believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act (i) in good faith or (ii) in a manner that the agent reasonably believed to be in the best interest of this Corporation or that the agent did not have reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his/her conduct was unlawful.

b. Manner of Determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) of this Section 5 shall be made by:

(i) the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to the proceeding; or

(ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not this Corporation opposes the application by the agent, attorney, or other person.

Section 6. LIMITATIONS. No indemnification or advance shall be made under this Article VII, except as provided in Sections 2 or 5(b) hereof, in any circumstance in which it

appears:

- a. that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a duly adopted resolution or motion of the Trustees or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 8. CONTRACTUAL RIGHTS OF PERSONS OTHER THAN TRUSTEES OR OFFICERS. Nothing contained in this Article shall affect any right to indemnification to which persons, other than trustees and officers of this Corporation, may be entitled by contract or otherwise.

Section 9. INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Trustees and employees. The Corporation reserves the right to require its subcontractors and vendors to maintain appropriate types of insurance with sufficient limits in order to protect the interests of the Corporation. The Board of Trustees may adopt a resolution or motion authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 10. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN. This Article VII does not apply to any proceeding against any Trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article VII. Nothing contained in this Article VII shall limit any right to indemnification to which such a Trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII - COMMITTEES

Section 1. PROVISION FOR COMMITTEES. The Corporation shall have the following standing committees: a Nominating Committee, an Executive Committee, a Master Trust Committee, a Vendor Advisory Committee, an Audit Committee, a Bylaws Committee, a Business Committee, a Quality Enhancement Committee, a Board Consumer Committee, a Legislative Committee, a Training and Development Committee, a Consumer Advisory Committee, the Another Way Committee and such other special or standing committees as may

from time to time be appointed by the Board of Trustees. The only committees with authority to act on behalf of the Board are the Executive Committee, the Master Trust Committee and the Another Way Committee. Members of committees that have authority to act on behalf of the Board must be elected by a majority of the Trustees then in office, with the exception that appointment to the Executive Committee is automatically conferred upon those Trustees or officers by their positions as designated in these Bylaws. If a committee does not have authority to act on behalf of the Board, then unless otherwise provided in these Bylaws, the President of the Board may make all appointments to the committee at regularly scheduled Board meetings. The President shall appoint all committee Chairpersons and specify their duties and reporting schedules, with the exception of the Consumer Advisory Committee. The Chairperson of each committee must be a member of the Board of Trustees, with the exception of the Consumer Advisory Committee. There shall be a minimum of two (2) Trustees on each committee, except for a minimum of one Trustee on the Vendor Advisory Committee. If a Trustee no longer serves on the Board, then the Trustee is no longer eligible for service on a committee unless reappointed as a member of the public. Except as provided in these Bylaws, persons can be appointed to a committee from the public at large and do not need to be a member of the Board of Trustees. Except as provided in these Bylaws, committee members serve at the pleasure of the Board for a term of two (2) years. All members of all committees, whether standing, special or otherwise, must sign a Confidentiality and Non-Disclosure Agreement upon being appointed to any committee. All committees shall submit to the Board all agendas and approved minutes. However, since the Master Trust Committee and Another Way Committee are corporate affairs committees and deal with confidential matters, their agendas and minutes are confidential and shall not be made available to the public.

All committees, with the exception of the Master Trust Committee, shall submit an agenda and minutes of each meeting in a timely fashion. Agendas of all other committees need to be approved by the President and submitted to both the President and Secretary and made available prior to meetings for all committee members, with the exception of the Consumer Advisory Committee.

All committees and/or groups using the Corporation's tax exempt status under Internal Revenue Code Section 501(c)(3) may do so only with the prior written approval of the Board of Trustees and must be listed as a standing committee under Article VIII of these Bylaws and shall be subject to all rules applicable to committees under these Bylaws.

Section 2. NOMINATING COMMITTEE. The Nominating Committee shall consist of no less than three (3) and no more than five (5) Trustees. The Nominating Committee shall seek applicants, review applications, conduct interviews when necessary and nominate individuals to be members of the Board. In nominating an individual to serve on the Board, it is the role of the Nominating Committee to select the most qualified individual that meets the requirements of these Bylaws and all legal requirements.

In nominating a Trustee for an officer position, the Nominating Committee will take into consideration the Board member's willingness to serve the full two-year term and any previous experience and qualifications that would allow the Board member to fulfill the job description of the office. A slate with the name of the one Board member the committee feels will best serve each officer position will be prepared, at which time the nominations shall be closed, and presented to the Board of Trustees at the annual meeting. A member of the Nominating

Committee may also be considered as a candidate for an officer position. Neither the Executive Director nor any member of the public may serve on the Nominating Committee though the Executive Director may be available to be called upon to provide input to the Nominating Committee.

Section 3. EXECUTIVE COMMITTEE. The Board of Trustees shall have an Executive Committee composed of the following officers of the Board: the President, Vice President, Treasurer and Secretary; the Board's ARCA representative and the Immediate Past President of the Corporation, provided he/she is still a Trustee. During any period of time that the Immediate Past President is no longer a Trustee, said Immediate Past President shall be a non-voting advisor to the Executive Committee and is entitled to attend all Executive Committee meetings. In addition, the Executive Director of the Corporation is an *ex officio* member of this committee. The President of the Board shall be the Chair. Any two (2) members of the Executive Committee shall have full signatory authority on behalf of the Board as provided in Article X, Sections 5 and 6. No member of the public may serve on this committee. Members of the Board of Trustees are invited to express their opinions to the Executive Committee at Executive Committee meetings and to attend any meeting of the Executive Committee but may not vote as a member of the Executive Committee.

The Executive Committee shall perform such duties as the Board of Trustees may from time to time determine, and shall include, but not be limited to, the following:

- a. To consider policy and oversight issues that affect the Corporation and make recommendations to the Board;
- b. To set Board agendas;
- c. To document all actions taken by the Executive Committee;
- d. To set Board trainings, with input from the Board;
- e. To recruit applicants for the position of Executive Director, with input from the Board; and
- f. To interview, hire, and evaluate the Executive Director, with input from the Board.

The Executive Committee shall have such power and authority as the Board of Trustees may from time to time determine, and shall include, but not be limited to, the following:

a. To act on behalf of the Board in emergency situations that require an Emergency Meeting as set forth in Article IV. B. Section 4 of these Bylaws. The Executive Committee shall comply with all requirements for an Emergency Meeting.

b. The Executive Committee shall make every effort to contact all members of the Board of Trustees to inform them of the emergency situation and the Emergency Meeting called to consider such matter before taking action on any such matter. When the Executive Committee acts on behalf of the Board at an Emergency Meeting, all proceedings of the Executive Committee at the Emergency Meeting shall be reported in writing to the Board of Trustees at its

next meeting.

c. To act on behalf of the Board in emergency situations involving matters upon which prompt action is necessary in the management of the Corporation's business affairs and when said action must be taken before a Special Corporate Affairs Board meeting could be scheduled as set forth in Article IV. A. Sections 3 and 4 of these Bylaws.

Notwithstanding the above, the Executive Committee does not have the authority to do any of the following:

- a. Fill vacancies on the Board of Trustees or on any committee;
- b. Fix compensation of the Trustees for serving on the Board or on any committee;
- c. Amend or repeal these Bylaws or adopt new Bylaws;
- d. Amend or repeal any duly adopted resolution or motion of the Board of Trustees, which by its express terms is not so amendable or replaceable;
- e. Appoint any other committees of the Board of Trustees or the members of those committees;
- f. Approve any transaction to which the Corporation is a party and in which one or more of the Trustees has a financial interest;
- g. Establish the policies of the Corporation and otherwise perform those powers reserved for action by the full Board of Trustees acting as a program policy committee;

An affirmative vote of a majority of committee members at a duly called meeting shall be necessary to transact the business of the committee. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board of Trustees.

Section 4. MASTER TRUST COMMITTEE. The Master Trust Committee administers the Master Trust of California f/k/a Inland Counties Master Trust which is comprised of separate trusts administered as special needs trusts or other private trusts for persons diagnosed with developmental disabilities throughout the State of California. Any two (2) Trustees on this committee who agree a proposed action would violate a fiduciary responsibility owed by the Trustee, may exercise a veto, which is controlling. The Corporation is a trustee on private trusts created by court order, a consumer, a consumer's family or by a will. This committee has the authority of the Board to release, or refuse to release trust funds on behalf of a beneficiary and to fulfill serving in a fiduciary relationship to each trust beneficiary. Trusts served by the Master Trust are not restricted to beneficiaries residing in the counties served by the Corporation pursuant to its contract for the operation of a regional center.

The members of this committee require specialization in the fields of public benefits, medicine, law, developmental disabilities, and finance. Due to the level of expertise required, members may include persons not on the Board, who are invited after approval by a majority vote of the Trustees then in office to sit on this committee. The President of the Board of

Trustees will serve as Chair. The members of this committee will select the Vice Chair who must be a Trustee. The meetings of this committee are held on the second Tuesday of each month, and are not open to the public as this is a corporate affairs committee.

Section 5. VENDOR ADVISORY COMMITTEE. The Vendor Advisory Committee (VAC) shall be composed of a wide variety of persons representing the various categories of providers from which the Corporation purchases consumer services. The VAC shall provide advice, guidance, recommendations, and technical assistance to the Board of Trustees in order to assist the Corporation in carrying out its regional center mandated functions and shall report to the Board on issues, events and developments occurring in the service provider community. The President of the Board confirms the chairman of this committee. This committee does not have the authority of the Board to act independently of the Board. Members of this committee will serve for a term of four (4) years and may not exceed two (2) consecutive terms.

Section 6. AUDIT COMMITTEE. The Audit Committee shall consist of three members of which two (2) shall be Trustees and the third may, in the Board's discretion, be either another Trustee or a member of the public who is not a Trustee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including the Executive Director and Assistant Treasurer (Director of Finance), or the Treasurer though the Executive Director may be available to the Committee as an advisor, only as needed. If there is a Business Committee, members of the Business Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Business Committee. Subject to the supervision of the Board, the Audit Committee shall:

- a. Make recommendations to the Board on the hiring and firing of the Certified Public Accountant (CPA) who prepares the Corporation's annual audited financial statements;
- b. Confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- c. Approve non-audit services by the CPA and ensure such services conform to standards in the latest edition of the Yellow Book issued by the United States Comptroller General; and
- d. If requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 7. BYLAWS COMMITTEE. The Bylaws Committee shall consist of no less than two (2) and no more than five (5) Trustees. The President of the Board shall appoint the chair. The Bylaws Committee shall review the Bylaws annually and recommend amendments, as it may deem appropriate, to the Board.

Section 8. BUSINESS COMMITTEE. The Business Committee shall consist of no more than seven (7) members of which no more than three (3) shall be Trustees and no more than four (4) may, in the Board's discretion, be either additional Trustees or members of the public who are not Trustees. Members who are appointed from the public shall have experience in areas that would be beneficial to the work of the committee. In addition, *ex officio* members of this committee are the Director of Finance and the Director of Employee Relations and

Administrative Services of the Corporation. The committee members and the *ex officio* members shall set the time, place and frequency of the committee's meetings.

The Business Committee shall:

- a. Gain a better understanding of the responsibilities of the Board and the Corporation pursuant to the contract with the California Department of Developmental Services (DDS);
- b. Provide input to the Board of Trustees regarding the DDS contract language and any potential changes that might be required;
- c. Review the Corporation's financial and business activities to ensure that the Corporation is in compliance with the contract with DDS;
- d. Review the draft financial and variance statement(s) prior to the Board meeting and offer input and guidance to the Director of Finance;
- e. Assist with possible solutions and other ideas that might assist the Corporation including, but not limited to, researching alternative service methods, exploring cost savings and assisting in the development of financial policies and procedures;
- f. Ensure that Requests for Proposal(s) for both program and business needs are administered in accordance with the contract with DDS and best business practices and that those contracts over \$250,000, or any new contracts, are presented to the Board for approval;
- g. Review and provide input on employee compensation, benefits, corporate insurance and other matters that make up a significant percentage of the financial expenses of the Corporation.
- h. Review employee expense accounts and department budgets quarterly.
- i. Review and report to the Board annually on office leases and needed insurance.

Section 9. QUALITY ENHANCEMENT COMMITTEE. The Quality Enhancement Committee shall consist of no more than fifteen (15) members of which no less than three (3) and no more than five (5) shall be Trustees. The other members shall be selected from members of the public who are not Trustees or staff. Members who are appointed from the public shall have experience in areas that would be beneficial to the work of the committee. The Quality Enhancement Committee shall meet as often as necessary. In order to provide input on regional center services for consumers and families, the committee shall gather public input on specific global issues and review consumers' unmet needs for referral to the Executive Director and/or the Board. The committee shall also provide input to the Board on the quality of services provided in the areas served by the Corporation, the availability of services, obstacles to accessing services and any changes that might affect the quality and availability of services. The committee shall also report to the Board on progress in meeting the Performance Contract outcomes and shall review the Corporation's Quality Assurance efforts. The committee shall

review data and services on a periodic basis regarding the Corporation's performance as it relates to services provided including prevention, assessment, case management, social work and program development.

Section 10. BOARD CONSUMER COMMITTEE.

The Board Consumer Committee shall consist of not less than three (3) Trustees, each of whom shall also be a Consumer. The Board Consumer Committee shall have the following responsibilities:

- a. Reviewing the Board packet in advance of each meeting;
- b. Educating themselves on the issues and materials related to the items identified in the Board packet and agenda;
- c. Becoming familiar with the topics and issues being discussed in the other committees;
- d. Providing input to the Board on concerns and obstacles to services by consumers; and
- e. Adding input on current legislation that may affect consumers and their services.
- f. Review the Governor's Budget and its May Revision and makes recommendations to the Board.
- g. Attend, promote, obtain membership and report to the Board the activities of the Consumer Advisory Committee.

Section 11. LEGISLATIVE COMMITTEE.

The Legislative Committee shall consist of no less than three (3) and no more than five (5) Trustees and shall have the following duties:

- a. Establishing a critical calendar as a tool to manage the business of the Committee.
- b. Reviewing proposed and pending legislation that impacts individuals supported by the Corporation, its Consumers and families. The Executive Director and/or appointed staff shall advise the Committee of all significant proposed and pending legislation.
- c. Committee members will routinely visit locally and, if needed, in Sacramento or Washington D.C. to discuss issues that impact the Corporation, its Consumers and families.
- d. Review the Governor's Budget and its May Revision and make recommendations to the Board.
- e. Make recommendations to the Board regarding said proposed and pending legislation.

Section 12. TRAINING AND DEVELOPMENT COMMITTEE.

The Training and Development Committee shall consist of no less than three (3) Trustees, experienced and interested members of the community, and staff. The purpose of this committee would be to research, develop, promote, and produce trainings for the Board of Trustees, staff and public. They will coordinate the orientation and training of Board members and volunteers. This committee will positively promote the Corporation to local businesses, Clubs, Charities, and Associations, to introduce the Corporation and encourage support for the Corporation. This committee will support the development of new ideas.

Section 13. CONSUMER ADVISORY COMMITTEE.

The Consumer Advisory Committee shall have no less than four (4) Trustee members who are individuals supported by Inland Regional Center. The Chairperson shall be a person supported by Inland Regional Center. This Committee shall organize informational meetings and trainings to educate individuals supported by Inland Regional Center on the purposes of the Lanterman Developmental Disabilities Services Act and their rights under the Act.

The committee will give consumers the opportunity to voice ideas, come together to learn and be heard. They will advise the Board of Trustees on issues of concern to individuals supported by Inland Regional Center.

Section 14. ANOTHER WAY COMMITTEE.

The Another Way Committee shall consist of no less than three (3) Trustees. The President of the Board shall serve as the Chair. The members of the committee shall also include those IRC employees who want to join and may also include members of the public who are invited to join and whose membership has been approved by a majority vote of the committee and ratified by the Board. Another Way's mission is to improve the quality of life and promote independence and inclusion in society for developmentally disabled adults and families living in Riverside and San Bernardino counties. Another Way's services and programs shall focus on helping the families of children and adults who are developmentally disabled and in crisis because they have an emergency need that cannot be met by any other source. Another Way serves as a last resort for IRC's Consumers and their families who live at or below the poverty line, are uninsured or underinsured and/or are underserved due to: a devastating financial setback, poverty, a chronic illness or deteriorating health, being ineligible for services because of immigration status, or are left without care because an elderly parent or caregiver has died or becomes too frail or ill to provide the necessary care. Another Way was founded by employees of IRC and operates under IRC's nonprofit 501(c)(3) designation in order to solicit donations that fund Another Way's projects. This committee has the authority of the Board to use the donated funds, in the committee's discretion, to fulfill its mission and goals. The meetings of this committee are not open to the public as this is a corporate affairs committee.

Section 15. PROVISION FOR AD HOC COMMITTEES. The Board of Trustees may create one or more Ad hoc committees for specific purposes. The Board resolution or motion creating any such committee shall provide for the appointment of its members and Chair, if different from that set forth in Section 1 of this Article VIII, and shall state its purpose and provide for its termination.

Section 16. COMMITTEE MEMBER'S ROLE.

Each Trustee member is expected to assist on projects throughout the year, serve on two (2) standing committees and do the following:

- a) Attend the Corporation's Board Meetings on every 2nd Monday of the month.
- b) Work with legislation or participate in some form to create and encourage advocacy with the legislators in the Corporation's service area and to advocate for the services and supports necessary to meet the needs of the individuals and families served and, most of all, to support the goals of the Lanterman Act.
- c) Attend and/or support the Harvest Festival.
- d) Attend Board and/or committee trainings.
- e) Adhere to the Board and committee attendance policies.
- f) Support the Another Way Foundation.
- g) Perform additional duties such as participating in events.

Section 17. MEETINGS OF COMMITTEES. Meetings of and actions taken by committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of the Bylaws, concerning meetings of the Board of Trustees, with such changes in the context of the Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that (a) the time for regular meetings of committees may be determined either by a duly adopted resolution or motion of the Board of Trustees or by a duly adopted resolution or motion of a committee and (b) meetings of the committees shall not be open to the public except for the Executive Committee. The Board of Trustees may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. NO CONFLICT OF INTEREST. It is the policy of the Corporation that the Corporation's Trustees and employees shall act in the course of their duties solely in the best interest of the Corporation's consumers and their families without regard to the interests of any other organization with which they are associated or persons to whom they are related. Trustees, employees, and others acting on the Corporation's behalf, as defined in regulations issued by the Department of Developmental Services, shall be free from conflicts of interest that could adversely influence their judgment, objectivity, or loyalty to the Corporation, its consumers, or its goals and purposes as set forth in Article II, Section 1 above. The Corporation shall comply with the conflict of interest provisions of the *Lanterman Developmental Disabilities Services Act (Welfare and Institutions Code §4500 et. seq.)*; including, but not limited to, *Welfare and Institutions Code §§4622, 4626, 4626.5 and 4627* and any applicable regulations relating to conflict of interest as set forth in *California Code of Regulations, Title 17*.

ARTICLE X - MISCELLANEOUS

Section 1. RECORDS. The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of California, as determined by the Board of Trustees from time to time.

Section 2. INSPECTION OF CORPORATE RECORDS. Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Such inspection by a Trustee may be made in person or by an agent or attorney designated by a Trustee, and the right of inspection includes the right to copy and make extracts.

Section 3. INSPECTION OF ARTICLES OF INCORPORATION AND BYLAWS. The Corporation shall keep at its principal place of business the original or a copy of the Articles of Incorporation and Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Trustees at all reasonable times during normal office hours.

Section 4. ANNUAL REPORT. The Corporation shall provide to the Trustees within one hundred-twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

- a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, of the Corporation during the fiscal year;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, both general and restricted to particular purposes, for the fiscal year; and
- e. Any information required by *California Corporations Code* §6322 relating to indemnification and transactions with interested persons.

Section 5. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation may be signed or endorsed by any two (2) members of the Executive Committee, or by such other Trustees or officers as designated from time to time by the Board of Trustees.

Section 6. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS. Any note, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, which is to be entered into between the Corporation and any other person, shall be signed by two (2) authorized individuals who shall be (a) either the President, Vice-President or the Executive Director and (b) either the Secretary, Treasurer, Assistant Treasurer (Director of Finance) or Director of Employee Relations and Administrative Services of the Corporation. However, if all of the individuals listed in either sub-parts (a) or (b), or both, are absent or unable or refuse to act, then any of the members of the Executive Committee may act in their place. Unless so authorized by the Board of Trustees or by these Bylaws, no Trustee, officer, agent, or employee shall have any the power or authority to bind the Corporation to any contract or other instrument in writing, or to pledge its credit or render it liable for any purpose or in any amount.

Section 7. PARLIAMENTARY AUTHORITY. The rules contained in Robert's Rules of Order Newly Revised, shall govern the Corporation in all cases to which they are applicable.

Section 8. REFERENCE TO STATUTES AND REGULATIONS. Any reference in these Bylaws to any state or federal statutes or regulations shall be deemed to include any amendments to said statutes or regulations and any successor statutes or regulations.

ARTICLE XI - AMENDMENTS

New bylaws may be adopted or these Bylaws may be amended or repealed by a vote, upon a quorum being present, by two-thirds of the total Board of Trustees at a meeting duly called and noticed for that purpose.

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

ARTICLE XII - CERTIFICATE OF SECRETARY

I certify that I am the elected and acting Secretary of Inland Counties Regional Center, Inc. and that these Bylaws, consisting of 31 pages, are the Bylaws of this Corporation, as adopted by the Board of Trustees on June 17, 2015.

Revised on June 21, 2013 at San Bernardino, California.
Revised on September 3, 2013 at San Bernardino, California
Revised on November 12, 2013 at San Bernardino, California
Revised on April 14, 2014 at San Bernardino, California
Revised on April 13, 2015 at San Bernardino, California
Revised on June 17, 2015 at San Bernardino, California

Denise Woolsey
Secretary

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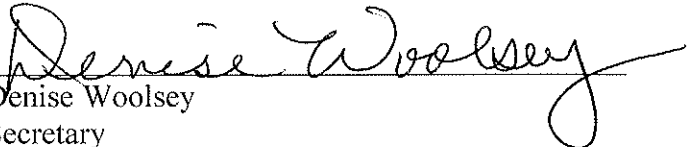
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