

**RESTATEMENT OF  
BYLAWS OF  
SAN ANDREAS REGIONAL CENTER**

**(Adopted by the Board of Directors on October 21, 2019)**

**ARTICLE I**

**NAME**

The name of this Corporation shall be San Andreas Regional Center

**ARTICLE II**

**OFFICES AND MEETINGS**

**Section 2.1. Principal Office**

The principal office for the transaction of the business of the Corporation ("principal executive office") shall be located in the County of Santa Clara, State of California.

**Section 2.2. Other Offices**

The Corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require, and as the Board of Directors may from time to time by resolution designate.

**Section 2.3. Place of Meetings**

Any meeting of the Board of Directors held pursuant to any provision of these Bylaws shall be held at any place within the State of California designated by the Board of Directors (or by the President, in the absence of such designation by the Board of Directors). In the absence of any such designation, all meetings shall be held at the principal executive office of the Corporation.

## ARTICLE III

### San Andreas Regional Center BOARD OF DIRECTORS

#### Section 3.1. Composition

- (a) The number of Directors of the Corporation shall be sixteen (16).
- (b) The Board of Directors shall have members allocated as follows:
  - (1) Four (4) Directors from Santa Clara County,
  - (2) One (1) Director from Monterey County,
  - (3) One (1) Director from Santa Cruz County,
  - (4) One (1) Director from San Benito County,
  - (5) Eight (8) Directors at-large (from any of the four counties served by San Andreas Regional Center), and
  - (6) One (1) Director from the Service Provider Advisory Committee.
- (c) The Board of Directors shall conform to the following criteria:
  - (1) The Board of Directors shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities.
  - (2) The Board of Directors shall include persons with legal, management, public relations and developmental disability program skills.
  - (3) The Board of Directors shall include representatives of each of the various categories of disabilities to be served by the Regional Center operated by the Corporation (the "Regional Center").
  - (4) The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the Regional Center.
  - (5) A minimum of one-fourth of the members of the Board of Directors shall be persons with developmental disabilities.
  - (6) A minimum of one-fourth of the members of the Board of Directors shall be parents or legal guardians of persons with developmental disabilities.
  - (7) The Board of Directors shall conform to such other membership criteria as are required by law.
- (d) The person designated by the Service Provider Advisory committee to serve as a member of the Board of Directors shall, ex-officio, with vote (except as restricted by law or by these Bylaws), be one of the members of the Board of Directors. However, no person whose membership on the Board of Directors is pursuant to this Subsection (d) shall do any of the following:
  - (1) Serve as an officer of the Board of Directors or of the Corporation;
  - (2) Vote on any fiscal matter affecting the purchase of services from any regional center provider; or
  - (3) Vote on any other issue (that is, other than those described in paragraph (2) hereinabove) in which said member has a "financial interest" as defined in Section 87103 of the California Government Code.

Furthermore, any person whose membership on the Board of Directors is pursuant to this subsection (d) shall provide the Board of Directors with a list of any and all of his or her "financial interests" as such interests are described in Section 87103 of the California Government Code.

### **Section 3.2. Qualifications**

- (a) No person shall serve as a Director for a consecutive period of more than six (6) years. However, after at least twelve (12) months have passed since the last day of a former Director's sixth consecutive year, such former Director may serve as a Director in accordance with the provisions of these Bylaws pertaining to the nomination and election or appointment of Directors.
- (b) No Director shall:
  - (1) Be an employee of the State Department of Developmental Services or any state or local agency which provides developmental services to a client of the Regional center, if employed in a capacity which includes administrative or policy-making responsibility, or responsibility for the regulation of the Regional Center.
  - (2) Be an employee or a member of the State Council on Developmental Disabilities or an Area Board on Developmental Disabilities.
  - (3) Be an employee, or member of the governing board of any entity from which the Regional Center purchases client services, except for the following:
    - (a) the one member of the Board of Directors selected by the Service Provider Advisory Committee as described in Section 3.1 (d) hereof;
    - (b) Individuals served, unless the position held by the individual served is administrative, executive or otherwise policy-making.
  - (4) Be (or have a spouse who is) an owner, partner, member of the board of directors, officer, or employee of any contractor of the Regional Center.
  - (5) Have a "financial interest," as defined in Section 87103 of the California Government Code, in the operations of the Regional Center, except as a consumer of its services.
  - (6) Otherwise be a person barred from serving on the Board of Directors by law or government regulation.
- (c) As required by law or government regulation, each member of the Board of Directors shall file with the Board of Directors a statement declaring, under penalty of perjury, that such Director has neither a conflict of interest nor a potential conflict of interest as defined pursuant to said law or government regulation, except that the member of the Board of Directors designated by the Service Provider Advisory Committee as described in Section 3.1.(d) hereof shall file the list of "financial interests" and be subject to the voting restrictions described in said Section 3.1.(d).

### **Section 3.3. Terms of Office**

- (a) Except as hereinabove provided, the term of office of each Director (with the exception of ex-officio Directors) shall expire two (2) years from date of election. Notwithstanding the foregoing, the term of office of the Director designated by the Service Provider Advisory Committee as described in Section 3.1.(d) hereof may be sooner terminated pursuant to the provisions of Section 7.6(c) hereof.
- (b) The term of office of a Director elected to fill a vacancy in the Board of Directors caused by the expiration of a prior term of a Director shall commence immediately upon the expiration of said prior term.
- (c) The term of office of a Director elected to fill a vacancy in the Board of Directors caused by death, resignation or removal shall commence immediately upon such new Director's election and shall end two (2) years from date of election.

### **Section 3.4. Election**

Except for the directorship provided for in Section 3.1.(d) hereof, and except for election of Directors to fill vacancies created by death, resignation or removal (which elections may take place at any meeting of the Board of Directors), and if the place on the Board of Directors for which a Director is to be elected is currently held by a Director who is not disqualified by virtue of the first sentence of Section 3.2(a) hereof from being re-elected to fill that place, then the Director to fill that place shall be elected at the time the vacancy occurs. Nominations shall be received for each place on the Board of Directors for which a Director is to be elected, and may be made either by the Board Development Committee or by nomination from the floor by a Director at the meeting at which the election is to take place. A majority of the votes cast for such place shall elect the Director to fill that place. In the event that more than one person is nominated for a given place on the Board of Directors, balloting for that place shall be by secret ballot.

### **Section 3.5. Vacancies**

The Board of Directors may choose to leave one (1) or more vacant seats temporarily unfilled if it is unable to find or to elect a qualified candidate, or in order to search for a candidate with specific qualifications to balance representation on the Board or to provide expertise needed on the Board.

### **Section 3.6. Powers**

Subject to the provisions imposed by law, by the Articles of Incorporation or by these Bylaws, the activities and affairs of the Corporation shall be conducted and controlled by and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting the foregoing, the Board of Directors shall have, among other things, the powers:

- (a) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation.
- (b) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, for the guidance of and the management of the affairs of the Corporation.

- (c) To appoint and remove all officers of the Corporation, to prescribe their duties, to fix their compensation and to require from them security (if deemed necessary by the Board of Directors) for faithful performance of service.
- (d) To establish the policy of the Corporation and to determine the method or plan under which the powers of the Corporation shall be exercised in furtherance of the purposes stated in the Articles of Incorporation.
- (e) To establish, in addition to the standing committees hereinafter provided for, such committees as the Board of Directors may deem necessary or desirable, and to fix the duties and powers of said other committees.
- (f) To do, perform and transact all other business and acts which this Corporation by the laws of the State of California is permitted to do, transact and perform.

### **Section 3.7. Duties**

The Directors shall:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws.
- (b) Cause to be kept open to inspection by any person entitled thereto and making proper demand therefore, among other things, a book of minutes of all meetings of the Board of Directors of the Corporation, and adequate and correct books of account of the properties and business transactions of the Corporation, all in the form prescribed by law and showing the details required by law. The Board of Directors shall designate by resolution where such records shall be kept; in the absence of any such designation, such records shall be kept at the principal executive office of the Corporation.
- (c) Meet at such time and places as required by these Bylaws.

### **Section 3.8. Limitation**

A person who is a Director of the Corporation shall not solicit services from the Corporation through any procedure or means which would not be available to such person were he or she not a Director; and the Corporation shall not, in providing services, give preferential treatment to any person by reason of the fact that such person is a Director, or a relative or acquaintance of a Director, of the Corporation.

### **Section 3.9. Compensation**

The President, the Vice President, the Secretary, the Board Treasurer, and all of the Directors of the Corporation shall serve without compensation for any services rendered by them to the Corporation as such officer or Director. However, the immediately preceding sentence within Section 3.9 shall not operate to preclude any corporate officer or Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such officer or Director in his or her capacity as such officer or Director.

### **Section 3.10. Meetings**

(a) *Regular Meetings*

The Board of Directors shall hold regular meetings at least six times annually at dates and times fixed by resolution of the Board or by written consent of a majority of the Board. A regular meeting shall be held in October of each year, which meeting shall be designated the annual meeting and at which meeting the Board of Directors shall elect officers. The President shall have the right to postpone any annual meeting to a date not more than forty-five (45) days from October 31 of any year by giving written notice to the Secretary of the date selected for such meeting not less than thirty (30) days before such date.

(b) *Special Meetings*

Special meetings of the Board of Directors may be called at any time by the President, or, if the President be absent or be unable to act or refuse to act, then by the Vice President or by any five (5) Directors, which call shall be in writing and filed with the Secretary of the Corporation.

(c) *Notice*

Notice of each regular and special meeting of the Board of Directors shall be mailed by the Secretary to each Director not less than seven (7) days prior to the date of such meeting or delivered personally, telephonically, or electronically to each Director not less than seventy-two (72) hours prior to the time of such meeting. However, notice of any meeting need not be given to any member who signs a waiver of notice or a written consent to holding the meeting, or a written approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice thereof prior to such meeting or at its commencement. All such written waivers, consents and approvals shall be filed with the Secretary or made a part of the minutes of the meeting.

(d) *Conduct of Meetings*

Meetings of the Board of Directors shall be presided over by the President of the Corporation, or in his or her absence by the Vice-President or, in the absence of both of them by a Director chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In the absence of the Secretary, the presiding officer shall appoint a person to act as Secretary for the meeting.

(e) *Public Comment*

The Board welcomes public comment during the allotted time and the presiding president of the Board is authorized to determine the reasonable limits on the length of such comments.

(f) *Quorum*

A quorum of the Board of Directors shall consist of a majority of the presently serving Directors; provided, however, that the quorum shall be not less than one-fifth (1/5) the number of Directors authorized by these Bylaws, or less than two (2), whichever is larger, unless the number of Directors authorized in the Articles or Bylaws is one (1), in which case one (1) Director constitutes a quorum.

**Section 3.11. Action Without Meeting**

Any specific action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board in the Minute Book of the Corporation. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

**Section 3.12. Removal of Directors**

- (a) Any Director may be removed as a Director with or without cause at any time by resolution duly adopted by the Board of Directors of the Corporation at a duly held meeting of the Board of Directors, provided that both of the following two conditions are satisfied:
- (1) Notice of intention to offer a resolution for such removal is mailed to each Director of the Corporation not less than thirty (30) days prior to the date of adoption of such resolution; and
  - (2) At least two-thirds (2/3) of the full number of persons who at the time are Directors of the Corporation vote in favor of such removal.
- (b) If any Director of the Corporation is absent for three (3) consecutive meetings of the Board of Directors or from five (5) meetings of the Board of Directors in any one calendar year, such Director may be removed from office as a Director at the conclusion of the meeting of the Board of Directors next succeeding the last of such absences. Notice of such three (3) consecutive absences, or five (5) absences in the current calendar year, and of the immediately preceding sentence of these Bylaws shall be included by the Secretary in the Notice of the meeting of the Board of Directors of the Corporation next succeeding such three (3) consecutive absences, or five (5) absences in the current calendar year. The status of such Director shall not be discussed during the general meeting of the Board of Directors. However, prior to the conclusion of any such Board of Directors meeting, an executive session of the Board of Directors shall be convened to consider the status of the Director, and to determine by majority vote whether such Director shall be removed from office. Inasmuch as its subject matter concerns a personnel matter, the executive session shall be private and shall not be available to the public. Notwithstanding the foregoing provisions of this subsection (b), the Board may, by majority vote, on written application by a Director setting forth good cause therefore, grant such Director a leave of absence not to exceed three (3) consecutive board meetings.

- (c) Whenever a Director is removed, the Secretary shall give written notice of such removal to such Director.

### **Section 3.13. Vacancies**

#### *(a) Occurrence*

Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the size of the Board of Directors is increased; (3) on failure of the Board of Directors to elect the full number of Directors authorized; and (4) upon the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty arising under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5238). For purposes of this subsection (a), if a Director has been declared of unsound mind by a final order of any court, convicted by a felony or been found by final order of any court to have breached a duty arising under said Article 3 of the California Corporations Code and the Board of Directors does not declare a vacancy in the office of a Director within thirty (30) days after such order of court becomes final, then any Director may file a complaint with the superior court of the proper county to remove such Director from office.

#### *(b) Filling Vacancies*

Vacancies caused by the death or resignation of a Director or Directors, or by removal as provided in these Bylaws, or by an increase in the size of the Board of Directors authorized, shall be filled by a majority vote of the Directors then in office, except that a vacancy in the Directorship held by the member of the Service Provider Advisory Committee designated pursuant to Section 3.1. (d) hereof shall be filled by election of a new Director designated by said Committee. The person filling a vacancy created by death, resignation or removal as provided by these Bylaws shall serve two years from date of election. The person filling a vacancy shall, if the vacancy is created by an increase in the size of the Board of Directors, hold office until the expiration of the term designated for such office.

#### *(c) Reduction of Number*

A reduction in the size of the Board of Directors shall not remove any Director prior to the expiration of his or her term of office.

### **Section 3.14. No Members Other Than Directors**

The persons at the time serving as Directors of the Corporation shall constitute the only members of the Corporation at that time, and there shall be no membership of the Corporation other than the members of the Board of Directors.



**ARTICLE IV**  
**INDEMNIFICATION**

**Section 4.1. Definitions**

For the purpose of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to the indemnification under Section 4 or 5(b) of this Article.

**Section 4.2. Indemnification in Actions by Third Parties**

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator 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 the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**Section 4.3. Indemnification in Actions by or in the Right of the Corporation**

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnifications shall be made under this Section 4.3:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

#### **Section 4.4. Indemnification Against Expenses**

To the extent that an agent of the Corporation has been successful in the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

#### **Section 4.5. Required Determinations**

Except as provided in Section 4.5 of this Article IV, any indemnification under this Article shall be made by the Corporation only if authorized in the specified case, upon a determination that indemnifications of the agent has met the applicable standard of conduct set forth in Sections 4.2 or 4.3 of this Article, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

#### **Section 4.6. Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### **Section 4.7. Other Indemnification**

No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Article of Incorporation, Bylaws, a resolution of Director of the Board, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

#### **Section 4.8. Forms of Indemnification Not Permitted**

No indemnification or advance shall be made under this Article, except as provided in Section 4 or 5(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### **Section 4.9. Insurance**

The Corporation shall have power to purchase and maintain 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 the Corporation would have the power to indemnify the agent against such liability under the provision of this Article, provided, however, the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE V

### OFFICERS

#### Section 5.1. Numbers and Titles

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Board Treasurer.

#### Section 5.2. Qualifications, Election, Term of Office, and Vacancies

Officers of the Corporation shall be elected by the Board of Directors at its annual meeting. The term of office of each elected officer shall begin immediately upon his election. In all cases, officers shall be elected from among any of the Directors then serving other than the Director selected by the Service Provider Advisory Committee pursuant to Section 3.1.(d) hereof. Each officer shall serve for a one-year term or until: (1) his or her successor is elected, (2) his or her resignation, (3) his or her death, (4) his or her removal, or (5) the expiration of his or her term as Director, whichever occurs first. No person shall serve more than two (2) full consecutive terms in the same office, with exception to the Board Treasurer who can serve no more than three (3) consecutive terms. Any vacancy among the officers caused by the resignation, removal or death of an officer shall be filled by the Board of Directors for the unexpired term of the officer whose office has become vacant.

- (a) A list of nominees for officers shall be provided by the Board Development Committee prior to the annual meeting. Opportunity for additional nominations by any Director shall be provided immediately prior to the commencement of balloting.
- (b) An officer may be removed prior to the expiration of his or her term by a two-thirds (2/3) vote of the total membership of the Board of Directors. Notice of this proposed action shall be mailed to the full Board by United States mail at least six (6) days prior to the meeting at which such vote will be taken.

#### Section 5.3. President

The President shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee; shall, on behalf of the Corporation, execute all agreements with governmental agencies for funding of the Corporation and all leases of real property; and shall exercise such other powers and perform such other duties as may be prescribed by the Board of Directors, by these Bylaws or by law.

#### Section 5.4. Vice President

The Vice-President shall, in the absence or incapacity of the President, perform the duties of the President, and shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

## **Section 5.5. Secretary**

The Secretary shall:

- (a) Cause minutes to be kept (and keep a book of minutes at the principal executive office of the Corporation, or such other place as the Board of Directors shall order) of all meetings of the Directors, in the form and manner required by law;
- (b) Keep, at the principal executive office, all other books and records of the Corporation (excepting books of account) showing the information required by law;
- (c) Keep at the principal executive office, open to inspection by any Director at all reasonable times, the original or a certified copy of the Bylaws of the Corporation, as currently amended;
- (d) Keep the corporate seal and affix it to all papers and documents requiring a seal;
- (e) Cause all notices which are required by law or by these Bylaws to be given;
- (f) Attend to such correspondence as may be assigned to him or her; and
- (g) Generally perform all duties incident to the office of Secretary and such other duties as may be required of him or her by law, by the Articles of Incorporation, by these Bylaws or from time to time by the Board of Directors.

## **Section 5.6. Board Treasurer**

The Board Treasurer shall:

- (a) Cause adequate and correct accounts of the properties and business transactions of the Corporation (which shall include all matters required by law and be in a form as required by law) to be kept and maintained;
- (b) Make provision for the care and custody of the funds and valuables of the Corporation and make provision for the same to be deposited in the name of and to the credit of the Corporation with such depositories as the Board of Directors may designate;
- (c) Make such provision for the disbursement of the funds of the Corporation as may be ordered by the Board;
- (d) Render to the President and Secretary and to the Board of Directors quarterly or whenever they may require it, an account of all his or her transactions as Board Treasurer, and a report and financial statement in the form satisfactory to them, showing the condition of the Corporation; and
- (e) Shall in general perform all duties incident to the office of Board Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE VI**

### **EXECUTIVE DIRECTOR**

The Executive Director shall be the chief executive officer of the Corporation and as such shall have the authority and responsibility for the day-to-day management and administration of the policies, affairs, employees and resources of the Corporation, and for implementation of the policies and programs of the Corporation. The Executive Director shall, subject to the policies of the Corporation, employ, supervise, manage, control and discharge the employees of the Corporation. The Executive Director shall advise and counsel the Board of Directors in matters of policy and shall act as a representative for the Corporation at community, state and national meetings. The Executive Director shall attend to such other business as may be assigned (and perform all other duties prescribed) by the Board of Directors, by these Bylaws or by law. Unless the term of employment of the Executive Director is covered by a contract between the Corporation and the Executive Director, the Executive Director shall serve at the pleasure of the Board of Directors.

## **ARTICLE VII**

### **COMMITTEES**

#### **Section 7.1 Standing Committees**

The Corporation shall have the following standing committees:

- (a) An Executive Committee;
- (b) A Fiscal Committee;
- (c) A Program/Policy Committee;
- (d) A Board Development Committee;
- (e) A Service Provider Advisory Committee;
- (f) A People Advisory Committee;
- (g) A Quality Assurance Advisory Committee; and
- (h) Such other committees as the Board of Directors by deem advisable to assist it.

Except as otherwise provided in these Bylaws, the President of the Board of Directors shall appoint all committee chairpersons from among the Directors and specify their duties and reporting schedules. Except as otherwise provided in these Bylaws, other committee members shall be selected by the committee chairperson; each committee shall, except as otherwise provided in these Bylaws, be composed of representatives from the Board and from consumer groups and of other citizens interested in the developmentally disabled. Other citizens interested in developmental disabilities who voluntarily participate in the standing committees can participate as full members of the committee but without voting privileges. The committee chairpersons have the right to limit the number of non-voting community members. The committee members shall serve at the pleasure of the Board of Directors.

## **Section 7.2. Executive Committee**

- (a) **Composition** - The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Board Treasurer, the immediate past-president of the Corporation (if he or she is still Director), the chairpersons of standing committees, and one (1) other Director (appointed by the Board of Directors) who will also be the Corporation's Association of Regional Center Agencies (ARCA) representative. (This does not prevent any one of the officers from serving as the ARCA representative.) During such period of time (if any) that the immediate past president of the Corporation is no longer a Director, said immediate past president shall be a non-voting advisor to the Executive Committee and may be entitled to attend all Executive Committee meetings. The President shall be the chairperson of the Executive Committee.
- (b) **Authority and Duties** - The Executive Committee shall exercise the full powers of the Board of Directors between regular Board meetings, except for:
  - (1) The power to adopt, amend or repeal the Articles of Incorporation or these Bylaws;
  - (2) The power to act contrary to policies established by or prior actions of the Board of Directors;
  - (3) The power to fill vacancies on the Board of Directors or on the Executive Committee;
  - (4) The power to fix compensation of Directors for serving on any committee;
  - (5) The power to expend (or authorize the expenditure of) corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
  - (6) The power to approve any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.
  - (7) The power to remove the Executive Director.

The Executive Committee also shall review committee reports, set the agenda for the regular Board of Directors' meetings, and have such other duties as the Board of Directors may, from time to time, determine or delegate.

- (c) **Reporting** - All actions taken by the Executive Committee on behalf of the Corporation shall be subject to ratification at the next meeting of the Board of Directors.

- (d) Meetings - Meetings of the Executive Committee shall be held at the call of the President or any two (2) members of said Committee. Notice of the meeting shall be given to each member of the Executive Committee either orally or in writing, by means of telephone, telegraph, deliver in person or deliver through the mail, not less than twenty-four (24) hours before the time at which the meeting is scheduled to take place, unless notice is waived by such member in writing. Before exercising the power of the Board of Directors, the Executive Committee shall make a reasonable effort to contact all members of the Board of Directors to inform them of the matter under consideration and of each meeting called to consider such matter. Members of the Board of Directors are invited to express their opinions to the Executive Committee and to attend any meeting of the Executive Committee.
- (e) Action Without Meeting - Any action required or permitted to be taken by the Executive Committee under any provisions of the California Corporations Code may be taken without a meeting, if all of the members of the Executive Committee individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee.

### **Section 7.3. Fiscal Committee**

The Corporation shall have a Fiscal Committee consisting of at least three (3) currently seated Directors. Said committee shall be chaired by the Board Treasurer of the Corporation and shall be responsible for assisting the staff of the Corporation in maintaining fiscal integrity, establishing clear and accurate management information, and identifying methods and techniques which will assist in proper cost-effective services to individuals served. Said Committee shall report its actions, at least annually, to the Board of Directors. The Fiscal Committee shall be responsible for the presentation to the Board of the annual budget and annual fiscal reports.

### **Section 7.4. Program/Policy Committee**

The Program/Policy Committee shall have a minimum of three (3) members and shall meet as frequently as the chairperson deems necessary. The duties of this Committee shall be to develop and review guidelines for implementation of the Lanterman Developmental Disabilities Act and related laws, to pursue the development of resources, and services, to provide for unmet needs, and expand and enhance existing programs. The Committee shall make regular reports to the Board of Directors. If and to the extent the Board of Directors does not conform to the criteria set forth in Section 4622 of the California Welfare and Institutions Code (the "Lanterman Act"), the Board of Directors shall use due diligence to have the membership of the Program/Policy Committee consist of such persons who, taken together with the currently seated Directors, would satisfy the criteria of Section 4622 of the Lanterman Act.



## **Section 7.5. Board Development Committee**

- (a) The Corporation shall have a Board Development Committee consisting of at least three (3) currently seated Directors. The duties of the Committee shall be to collect, categorize, screen and recommend to the Board, candidates for members to the Board of Directors when vacancies for membership exist or are projected to exist in the immediate future. It shall be the responsibility of this Committee to attempt to keep the Board membership at not less than eighty (80) percent of members who meet the criteria of Section 3.1(b) of these Bylaws.
- (b) Said Committee shall also be responsible for the planning and implementation of orientation for new Board members and regular training programs for all Board members.
- (c) Said Committee has the responsibility to seek out and select qualified candidates for presentation and election, pursuant to Section 7.6 of these Bylaws, as members of the Service Provider Advisory Committee. The slate of candidates for membership on the Service Provider Advisory Committee (whether for initial membership or to fill vacancies on said Committee) shall be presented to the Board of Directors at such time as the Board shall designate, and in the absence of such designation, shall be presented at a regular meeting of the Board of Directors held before appointments to said Committee are to be made.

## **Section 7.6. Service Provider Advisory Committee**

- (a) The Corporation shall have a Service Provider Advisory Committee. The Service Provider Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the Board of Directors in order to assist the Corporation in carrying out the Corporation's mandated functions. The Service Provider Advisory Committee shall be composed of a total of not less than five (5) nor more than ten (10) representatives of the various categories of providers from which the Regional Center purchases client services (hereinafter referred to as "service providers"). The exact number of members of said Committee shall, from time to time, be fixed by the Board of Directors within the foregoing limits.
- (b) The members of the Service Provider Advisory Committee shall be appointed as such by the Board of Directors and shall each serve for a two-year term. Vacancies on said Committee caused by death, resignation or removal shall be filled by the Board of Directors for the balance of the term of the Committee member who died, resigned, or was removed. Each member of the Service Provider Advisory Committee shall be either an employee of, a member of the governing board of, a partner in, or a proprietor of, a service provider.

- (c) The Service Provider Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors as described in Section 3.1(d) hereof. The representative so designated as a Director shall also be the chairperson of the Service Provider Advisory Committee. Such representative shall serve as a Director and as chairperson of said Committee for a two (2) year term or until the occurrence of one of the following events, whichever occurs first: (1) his or her successor is elected, (2) his or her resignation, (3) his or her removal at the pleasure of said Committee, or (4) the expiration of his or her term as a member of said Committee. A vacancy in the position of chairperson caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the chairperson who died, resigned, or was removed.
- (d) The Service Provider Advisory Committee shall meet quarterly or at such more frequent other intervals as may be designated by the Board or by said Committee.
- (e) **(SPAC) Committee Member Role**  
SPAC members are required to assist on projects throughout the year. Below is a list of the projects:
- Attend SPAC meetings, Every 4<sup>th</sup> Wednesday of the month.
  - Interface with legislators during occasional office visits and legislative events
  - Attend SARC/SPAC sponsored events (usually 2-3 per year)
  - Service Providers Vendor Fair (September every year). This event is coordinated with San Andreas Regional Center. All caseworkers and providers have an opportunity to meet and get to know each other face to face. Events are done every Thursday in September at a different SARC office to represent all SARC agencies. Includes attending meetings/conference calls in organizing the events.
  - Attend SPAC Annual Retreat.
  - Term is for two (2) years, and members are eligible for 3 terms.
  - Attendance policy adherence.
  - Additional duties include organizing events that assist and benefit providers of the San Andreas Regional Center. This is on an as needed basis.

### **Chair and Co-Chair Member Roles**

In addition to the roles of the SPAC committee member, the Chair and Co-Chair role have additional responsibilities. They are as follows:

#### **Chair:**

- Approved by the SARC Board of Directors.
- Attend all SARC Board meetings the **3<sup>rd</sup> Monday of every month** from 6:00pm to 8:00pm.
- Attend all SARC Executive Committee meetings. **1<sup>st</sup> Tuesday of every month** from 6:30pm – 8:30pm.
- Attend the annual SARC Board Retreat.
- Facilitate the Monthly SPAC meetings; **4th Wednesday of each month** from 10am-12pm. \*Agenda is set through SARC Administrative Secretary a week prior.\*

- Facilitate SPAC Executive Team meeting from 9:30 – 10:00 am (**4<sup>th</sup> Wednesday of every month**) before the SPAC meeting. This time is spent working as a team to discuss hot topics and future projects we are to work.
- Participate in the California Association of the Service Advisory Committee Chairs (CASACC) conference calls; **2nd Monday of each month** from 2pm-3pm through the ARC.
- Attend various Board related events.
- Organize a SPAC annual retreat and report back to the SARC Board the outcome.

**Co-Chair:**

- Approved by the SARC Board of Directors.
- Co-Chair and Chair to work together communicating on all tasks.
- Co-Chair will need to step in if Chair is unable to fill obligation. If this happens, the Co-Chair will need to be voted in from the SARC Board of Directors as Chair.

Additional duty is to be resourceful in creating an environment for communication within the committee as well as with the community that we all serve.

**Attendance Policy:**

- Adherence to SPAC Attendance Policy.
- Additionally the Chair has to adhere to the SARC Board Attendance Policy

**Section 7.7. People Advisory Committee**

- (a) The corporation shall have a People Advisory Committee (PAC). The PAC shall be composed of the People Advisory Committees in each of the four counties served by the Regional Center. The PAC will provide advice and recommendations to the board to help the corporation to provide the best quality of services to individuals served.
- (b) The president of the board shall appoint an individual served to chair the Board PAC. The PAC chair will bring to the board at each board meeting, the minutes of the county PAC meetings and any concerns of the members of the county PACs.

**Section 7.8. Special Committees**

The President of the Corporation shall appoint such special committees as are deemed necessary by the Board of Directors to accomplish specific functions or tasks. Such committees shall be structured in such fashion as the Board of Directors deems appropriate and shall remain established only so long as the project or task exists.

**Section 7.9. Limitation on Authority**

Except as expressly delegated to any particular committee by these Bylaws or by resolution of the Board of Directors, no committee shall have any authority to take any action, make any expenditure or incur any liability in the name of or on behalf of the Corporation.

### **Section 7.10. Quality Assurance Advisory Committee**

The corporation shall have a Quality Assurance Advisory Committee. The Quality Assurance Advisory Committee shall provide advice, guidance, and recommendations to the Board of Directors in overseeing quality assurance activities.

- (a) The Quality Assurance Advisory Committee shall be responsible for reviewing information and advising the Board with regard to the following areas:
  - (1) National Core Indicator (NCI)
  - (2) San Andreas Regional Center Quality Assurance activities
    - (A) Community Care Facility and day program evaluations, including team member training
    - (B) Supported Living Quality Assurance
    - (C) Mortality / Morbidity Committee
    - (D) Special Incident Reporting
    - (E) Federal Program Compliance
    - (F) Risk Management
- (b) The Quality Assurance Advisory Committee shall meet monthly or at such more frequent intervals as may be designated by the Board or by said Committee.

## **ARTICLE VIII**

### **MISCELLANEOUS PROVISIONS**

#### **Section 8.1. Fiscal Year**

The fiscal year of the Corporation shall commence on July 1 and end on the next succeeding June 30.

#### **Section 8.2. Execution of Checks, Drafts, Etc.**

Checks, drafts, contracts, and leases shall be executed on behalf of the Corporation by such officers or employees of the Corporation as shall, from time to time, be prescribed by the Board of Directors. Promissory notes and other evidences of indebtedness shall be executed on behalf of the Corporation only after prior approval by the Board of Directors.

#### **Section 8.3. Execution of Contracts and Other Documents**

The President, the Vice-President, the Board Treasurer, the Secretary, the Executive Director and the Chief Financial Officer are authorized and empowered to execute, in the name of and on behalf of this Corporation, such business contracts and purchase orders as are necessary to carry out the daily business matters and affairs of the Corporation; provided, however, that no one contract or purchase order (other than for purchase of client services) may bind or obligate the Corporation for more than two-hundred and fifty-thousand dollars (\$250,000.00) without authorization by the Board of Directors or the Executive Committee.

The Board of Directors or the Executive Committee, except as in these Bylaws or otherwise provided, may authorize any other officer or officers, any other agent or agents, or any other employee or employees of the Corporation, to enter into any contracts or execute any instruments in the name of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, by the Executive Committee or by these Bylaws, no officer agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract, or to pledge its credit, or to render it liable for any purpose or any amount.

#### **Section 8.4. Parliamentary Procedure**

The rules contained in Roberts Rules of Order (newly revised) shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law or with the Articles of Incorporation, these Bylaws or special rules of order of the Corporation. The rulings of the chair are final unless overruled by the voting members of the Board present.

#### **Section 8.5. 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 executive office.

#### **Section 8.6. Inspection of Books and Records**

All books and records shall be open to inspection by any Director, from time to time, and in the manner provided by law.

#### **Section 8.7. Annual Report**

The Board of Directors shall cause to be sent to each Director, not later than one-hundred and twenty (120) days after the close of the Corporation's fiscal year, an annual report containing the information required by subsection (a) of Section 6321 of the California Corporations Code. Said annual report shall be accompanied by a report thereon of an independent certified public accountant selected by the Board of Directors.

#### **Section 8.8. Seal**

The Corporation shall have a seal consisting of a circle having on its circumference "SAN ANDREAS REGIONAL CENTER, INCORPORATED, MAY 25, 1979, CALIFORNIA."

### **Section 8.9. Service of Notice and Waiver of Notice**

Whenever any notice is required by these Bylaws to be given, personal service is not meant unless expressly so stated; and any notice so required shall be deemed to have been sufficient if given by deposit of the same in a post office box in a sealed postpaid wrapper with first class postage thereon prepaid, addressed to the person entitled thereto at his or her post office address last known to the Secretary of the Corporation. Except for notice of meetings of the Executive Committee, such notice shall be deemed to have been given on the day of such mailing. Any notice required by these Bylaws to be given may be waived as provided by Section 3.10(c) hereof.

### **Section 8.10. Severability**

If any provision of these Bylaws is determined by a court of competent jurisdiction or otherwise to be illegal or invalid, these Bylaws shall be interpreted as though such illegal or invalid provision was never made a part of these Bylaws.

## **ARTICLE IX**

### **AMENDMENT OR REVISION OF BYLAWS**

These bylaws, or any provision or provisions hereof, may be amended or repealed, or new Bylaws may be adopted, at any duly held meeting of the Board of Directors at which a quorum is present, by a vote of two-thirds (2/3) of the Directors present at such meeting, provided that written notice of the meeting, stating the place, date and time of the meeting (and stating (a) in the case of a special meeting, the general nature of the proposed amendment or revision; or (b) in the case of a regular meeting, the text of any proposed amendment or revision which the Board of Directors, at the time the notice is given, intends to present for action--but any amendment or revision may then be presented at the regular meeting for such action) is given not less than 10 or more than 90 days before the date of the meeting of each Director who, at the time of giving said notice, is entitled to vote at that meeting. All such actions of the Board shall be subject, however, to the limitations of the Corporations Code of the State of California.

**ARTICLE X**  
**ENFORCEMENT**

All persons becoming Directors of the Corporation agree to abide by the provisions set forth in these Bylaws, and the rules, regulations and other orders of the Board made pursuant thereto and in accordance with law.

**CERTIFICATE OF SECRETARY**

The undersigned, being the Secretary of the Corporation, hereby certifies:

1. That I am the duly elected and acting Secretary of the San Andreas Regional Center, Incorporated, a California non-profit public benefit Corporation; and
2. That the attached Restatement of said Corporation's Bylaws, consisting of twenty (23) pages, was duly adopted by the Board of Directors of said Corporation on October 21, 2019 and has not been amended or repealed and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of this Corporation hereto this twenty-fourth day of October 2019.

  
\_\_\_\_\_  
Martha Johanson, Secretary

[seal]