



EASTERN LOS ANGELES REGIONAL CENTER

1000 S. Fremont Ave. • P.O. Box 7916 • Alhambra, CA 91802-7916 • (626) 299-4700 • FAX (626) 281-1163

**BYLAWS
OF THE
EASTERN LOS ANGELES REGIONAL CENTER
FOR THE DEVELOPMENTALLY DISABLED, INC.**

AS AMENDED MAY 9, 2000

A California Non-Profit Public Benefit Corporation

ARTICLE I. NAME

The name of this Non-Profit Corporation is:

**EASTERN LOS ANGELES REGIONAL CENTER
FOR THE DEVELOPMENTALLY DISABLED, INC.**

ARTICLE II: OFFICES

Section 2.01. Principal Office: The principal office of the Corporation ("principal office") is located at 1000 South Fremont Avenue, Alhambra, California 91802-7916. The Board of Directors may change the principal office which must remain within Los Angeles County, as the need may arise.

Section 2.02. Other Offices: The Board of Directors (the "Board") may establish branch or subordinate offices wherever the Corporation is qualified to do business.

ARTICLE III. OBJECTIVES AND PURPOSES

Section 3.01. Objectives and Purposes: The objectives of EASTERN LOS ANGELES REGIONAL CENTER FOR THE DEVELOPMENTALLY DISABLED, INC., "Corporation" shall be:

- (a) To provide educational and charitable assistance to the general public by seeking, developing and administering programs, projects, research and related activities on behalf of developmentally disabled persons which:
 - (1) provide health care services, treatment, counseling, placement, shelter, education, training opportunities and such other related services as may be publicly supported;

- (2) foster the development of programs and cooperative endeavor with other public or private groups, projects and/or agencies to implement these purposes;
 - (3) administer, manage and operate a regional center to provide such services for the developmentally disabled and handicapped pursuant to state and/or federal statutory authority;
 - (4) seek and solicit grants, funds and public and private support for these purposes.
- (b) To engage in any and all activities necessary, related and supportive of the purposes set forth in these Bylaws and permitted by state and federal laws, statutes, rules and regulations applicable to public benefit nonprofit corporations which are tax-exempt under IC Section 501 (c) (3) and California Revenue and Taxation Code Section 23701 (d).

Section 3.02: Public Benefit Purposes: This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code as amended including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal revenue Code as amended.

- (a) Notwithstanding any other provisions the Articles of Incorporation and Bylaws of this 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 as amended or (ii) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as amended.
- (b) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3.03: Dedication of Corporate Property: The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of or distributed to any director, officer, or member of this Corporation, or to the benefit of any private person except that the Corporation shall be authorized and empowered to pay the reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in the Articles of Incorporation ("Articles") and these Bylaws.

- (a) Upon the winding up or dissolution of this Corporation and after paying or adequately providing for all the debts and liabilities of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as amended or shall be distributed by the Attorney General of the State of California for public charitable purposes or as may be directed by order of the California Superior Court.

ARTICLE IV. MEMBERSHIP

Section 4.01. Classifications: There shall be no regular or general memberships in this Corporation. All references to members or members of the corporation shall refer to the Members of the Board.

- (a) Election to the Board as provided in these Bylaws shall automatically confer on such person duly elected membership to this Corporation. Members in good standing shall have the sole and exclusive right to vote at all regular, annual and special meetings of the Corporation. Each member shall be entitled to one vote on all matters properly brought before the meeting for consideration, except as provided in 4.04 (g).
- (b) Memberships are not transferrable nor assignable and automatically terminate upon the death, resignation, expiration or termination of the term of office or membership.
- (c) Honorary Membership may be granted by the Board, where, in the sole discretion of the Board, such status shall be warranted. The conferring of the status of Honorary Membership shall be governed by these Bylaws as to eligibility, term of membership, termination and other such conditions as may be determined by the Board.

The bestowing of an Honorary Membership status does not confer the status of regular membership or as a member of the Board. Honorary members do not have the right or power to vote on any matters brought before the membership or the Board, nor does the status of Honorary member confer any rights or privileges normally accorded the board members.

Section 4.02. Qualifications: As vacancies occur, membership on the Board shall be open to persons interested in promoting the purposes, objectives and programs of the Board. Members shall be selected pursuant to existing State statutory regulations pertaining to the developmentally disabled. Based on the foregoing, special effort shall be made to encourage membership and participation of the following:

- (a) Persons who, by reason of training, education, job related experience, profession or technical background, can provide technical and/or program advise and counsel which will advance and enhance the program efforts of the Corporation.
- (b) Persons who are developmentally disabled, relatives, guardians, friends of the developmentally disabled and/or handicapped and persons who are community residents and are involved or have been actively involved in assisting in or furthering the advancement of programs and activities on behalf of developmentally disabled and/or handicapped persons.
- (c) Business and professional persons (business executives, bankers, lawyers, accountants, medical practitioners, etc.) who will provide operational and management advice and counsel which advance and enhance the administrative as well as program efforts of the Corporation.

Section 4.02.1: Continuing membership shall be predicated upon the active participation by a member in the Board's activities, programs, objectives and efforts of the Corporation on behalf of its clients and/or members. Quality and constancy of participation rather than quantity will be a determining factor, subject to the final discretion of the Board.

Section 4.03. Admission: Persons seeking membership shall submit a written request indicating facts which can be considered by the Corporation to determine eligibility for membership in compliance with Section 4.02 et seq. Such written requests shall be submitted to the Chairperson of the Board, any members of the Board, or to such other person(s) as may be designated by the Board. The Board shall have the absolute power and right to promulgate rules and regulations governing the admission of members consistent with applicable state statutes, laws, rules and regulations and requirements.

Section 4.03.1: The Board shall expeditiously act upon all applications and written requests for membership and make appropriate recommendations for final action. Subsequent to final action by the Board, applicants shall be so notified in writing. All decisions of the Board regarding membership applications with be final.

(1) Members of the Board shall not be permitted to serve more than ~~six~~⁷ years within each eight-year period.

(2) The regional center shall provide necessary training and support Board members to facilitate their understanding and participation.

The board shall have the absolute right and power upon the vote of a majority of those present at a duly constituted meeting to terminate the membership of any member who no longer meets the requirements of membership. Further, the Board shall be empowered to suspend or expel any member for cause after an appropriate review by the Board.

Section 4.04.0 Board Composition:

- (a) The Board shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities.
- (b) The Board shall include persons with legal, management, public relations, and developmental disability program skills.
- (c) The membership of the Board shall include representatives of the various categories of disability to be served by the regional center.
- (d) The Board shall reflect the geographic and ethnic characteristics of the area to be served by the regional center.
- (e) A minimum of 50 percent 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 governing board shall be persons with developmental disabilities.
- (d) The Board may appoint a consumers' advisory committee composed of persons with developmental disabilities representing the various categories of disability served by the regional center.
- (g) The Board shall appoint a Vendor Advisory Committee composed of a wide variety of persons representing the various categories of providers from which the regional center purchases client services. The advisory committee shall provide advice, guidance, recommendations, and technical assistance to the regional center board in order to assist the regional center in carrying out its mandated functions. The advisory committee shall designate one of its members to serve as a member of the regional center board.
- (h) The Board shall review the performance of the Eastern Los Angeles Regional Center Executive Director on an annual basis.

- (i) No member of this board who is an employee or member of the Board of Directors of a provider from which the regional center purchases client services shall do any of the following:
- (1) Serve as an officer of the Board.
 - (2) Vote on any fiscal matter affecting the purchase of services from any regional center provider.
 - (3) Vote on any issue other than as described in item (2) above, which the member has a financial interest, as defined in Section 87103 of the Government Code, and determined by the regional center Board. The member shall provide a list of his or her financial interests, as defined in Section 87103, to the regional center board.

Section 4.05. 0 Annual Membership Meetings: The annual meeting of the Board of Directors shall be held on the second Tuesday in March of year and unless notified in writing by the Board, such annual meetings shall be held at 6:00 o'clock P.M. at the principal executive office of the Corporation. However, if this day falls on a legal holiday, then the meeting shall be held at the same time and place on the next succeeding full business day. At this meeting, Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the board.

Section 4.06. Notice of Meeting: Written notice of each annual meeting shall be given to each board member, either personally, by mail or other means of written communication, charges prepaid, addressed to such member at the address appearing on the records of the Corporation or given by such member of the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of mailing of such notice, executed by the Secretary, or any authorized agency of the Corporation, shall be prima facie evidence of giving of the required notice.

The notice of the annual membership meeting shall be given to each regular member entitled to notice not less than ten (10) days nor more than thirty (30) days before each annual meeting. Such notices shall specify:

- (a) The place, the day, and hour of such meeting.
- (b) Those matters requiring action by the Board.
- (c) If Directors are to be elected, the names of nominees eligible for election; and
- (d) Such other matters, if any, as may be expressly required by statute and/or matters specifically reserved to the regular membership.

Section 4.07. Quorum: The presence in person of a majority of the members entitled to vote at any membership meeting shall constitute a quorum. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of members leaving less than a quorum.

Section 4.08: Special Meetings: A special meeting of the membership may be called at any time by the Board, or by the Chairman of the Board, or by members constituting not less than two of the regular members..

ARTICLE V: ELECTION OF BOARD MEMBERS

Section 5.01: Nominations and Solicitation for Votes:

- (a) **Nominating Committee:** The Chairman of the Board shall appoint an election nominating committee annually to select qualified candidates for election of the Board of Directors.
- (b) **Nominations by Members:** Members representing a minimum of ten percent (10%) of the Board may nominate candidates for directorships thirty (30) days prior to the date of elections. On timely receipt of a petition signed by ten (10%) of the membership, the Secretary shall place the names of the candidates on the ballot, along with those candidates named by the nominating committee.
- (c) **Nominations from the Floor:** If there is a meeting to elect directors, any member present at the meeting may nominate any qualified members in good standing.
- (d) **Solicitation of Votes:** If more people are nominated for the Board than can be elected, an election shall be held and all nominees afforded a reasonable opportunity to solicit votes and qualified members an opportunity to select their nominees. If the number of people nominated for the Board is not more than the number of directors to be elected, the Corporation may, by resolution, declare those nominated and qualified to be elected.
- (e) **Publications:** If the Corporation publishes, or controls a newsletter or other publication, and publishes material soliciting votes for any nominee for director, it shall make available to all other nominees an equal amount of space in the same issue for purposes related to the election.

- (f) **Mailing Election Material:** On written request by any nominee for election to the Board and receipt of payment for the costs of mailing the Corporation shall, within ten (10) business days after receipt of the request and payment, mail to all members any material that the nominee may furnish which is related to the election. However, the Corporation within five (5) business days after the request may allow the nominee at the Corporation's sole option, the right to obtain from the Corporation, on payment of reasonable charges, a list of the names and addresses of members entitle to vote for the election of directors as of the last record date for which it was compiled. The membership list shall be made available on or before ten (10) business days after the request and payment is received.

- (g) **Refusal to Publish or Mail Material:** The Corporation may not decline to publish or mail material on behalf of any nominee, on the basis of the content of the materia, except that the Corporation or any of its agents, officers, or directors may seek and comply with an order of the Superior Court allowing them to delete material that the court finds libelous, misleading, or will expose the moving party to liability.

Section 5:02: Vote Required to be Elected to the Board: Candidates receiving the highest number of votes shall be deemed elected as members of the Board.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01: Powers.

- (a) **General Powers:** Subject to the California Nonprofit Corporation Law and any limitations in the Corporation's Articles or these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed and all corporate powers be exercised by or under the direction of the Board.

- (b) **Specific Powers:** Without prejudice to these general powers, and subject to the same limitations, the board shall have the power to:
 - (i) Select and remove all officers, agents, and employees of the Corporation; prescribe powers and duties, for them that are consistent with law, the Articles and with these Bylaws; and fix their compensation.

 - (ii) Change the principal executive office or business office; cause the Corporation to be qualified to do business in any other state, territory, or country and conduct business within or outside the State of California; and designate any place within or outside the State of

California for holding any directors' meetings, including annual meetings.

- (iii) Adopt, make, alter and use a corporate seal; prescribe the forms of membership certificates;
 - (iv) Borrow money and incur obligations on behalf of the Corporation and cause to be executed and delivered for Corporate purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debts and securities.
 - (v) Execute contracts, lease agreements, and other documents binding and/or obligating the Corporation.
- (e) Standard of Care: The members of the Board owe a fiduciary duty to the Corporation to administer the corporate affairs for the common good of the Corporation, recipients of care and services from the Corporation, and to exercise their best care, skill and judgement in the management of the corporate business solely in the interest of the Corporation and the recipients of the care and services provided by the Corporation.

The Board members duties and responsibilities may include but are not limited by the following:

- (i) Keeping informed of the provisions of the Articles, Bylaws, rules and regulations which relate to their powers and duties as corporate directors;
- (ii) Keeping informed of the general activities of the Corporation, and the scope of services in which the Corporation is involved;
- (iii) Attending Board meetings regularly;
- (iv) Maintaining competency and knowledge of the duties of the Board;
- (v) Exercising the utmost care in all dealings with and for the Corporation and being prepared to prove that such had been done;

- (vi) Avoiding any activities which serve a Board member's own personal interests at the expense of the Corporation or assume any position which brings a Board member's interest in conflict or competition with the interests of the Corporation;
- (vii) Avoiding self-dealing in any matters adverse to the Corporation's activities; and
- (viii) Complying with, to the best of their ability and good conscience, all statutes which prescribe specific duties to be performed by directors.

Discharging the above stated standard of care is a condition and requirement to remaining as a Director of the Corporation.

Section 6.02: Number and Qualifications of Board Members. 13

The authorized number of directors shall be eleven (11) to fifteen (15) directors as may be determined by resolution of the Board.

Section 6.03: Election and Terms of Board Members.

- (a) Directors shall be elected at each annual meeting of the Board. If any annual meeting is not held or directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meetings shall hold office until expiration of the term for which elected or until a successor has been duly elected.

Section 6.04: Vacancies on the Board.

- (a) Events Causing Vacancy: A vacancy in the Board shall be deemed to exist on the occurrence of the following:

Completion or term to which member was elected:

- (i) Completion or term to which member was elected;
- (ii) The death, resignation, or removal of any director;
- (iii) The declaration by resolution of the Board of a vacancy for a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgement of any court to have breached any duty under the California Nonprofit Corporation Law;

Section 6.08: Special Meetings.

- (a) **Authority to Call:** Special meetings of the Board may be called at any time by the Chairman of the Board, or the President, or the Secretary, or any two directors.
- (b) **Notice:**
- (i) **Manner of Notice:** Notice of the time and place of special meetings shall be given to each Board member as follows: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone communication directly to the Board members; or (4) by telegram, charges prepaid. All such notices shall be sent to the Board member's address or by calling the telephone number as shown on the Corporation's records.
- (ii) **Time Requirements:** Notices sent by mail shall be postmarked at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or telegraphed at least forty-eight (48) hours before the time set for the meeting.
- (iii) **Notice Contents:** The notice shall state the time and place for the meeting. It shall also specify the general purpose of the meeting.

Section 6.09: Quorum: A majority of the authorized number of Board members shall constitute a quorum for the transaction of business except to adjourn a meeting. Actions taken by a majority of the Board members present at a meeting duly held with a quorum present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law relating to (a) approval of contracts or transactions in which a Board member has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of Board members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action is taken is approved by at least a majority of the required quorum for that meeting.

Section 6.10: Waiver of Notice: The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though conducted at a meeting duly held and noticed, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents, and approvals shall be filed with the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board member who attends the meetings without protesting before or at its commencement, the lack of adequate notice.

Section 6.11: Adjournment; Notice of Adjournment: A majority of the Board members present, whether or not constituting a quorum of the Board members present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than seventy-two (72) hours, in which case notice shall be given before the adjourned meeting to the directors who were not present at the time of adjournment.

6.12: Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, unanimously consent in writing to the action taken. Any such action by written consent shall have the same force and effect as though taken at a duly held meeting of the board. Such written consent or consents shall be filed with the minutes of the Board meeting.

Section 6.13: Fees; Compensation of Board Members: Officers and Board members of the Corporation shall not receive compensation for services rendered with the exception of reimbursement of expenses incurred in connection with activities of the Corporation and as may be fixed or determined by resolution of the Board of Directors. *With the exception of the Vendor representative on the board, no other person shall serve on the Board of Directors who is receiving any monetary gain, directly or indirectly, as a result of a contract with the Board or with any of the programs of the Corporation.*

Section 6.14: Resignation, removal of Board Members:

Section 6.14.1: Resignation: Any Board member or officer may resign at any time by giving written notice to the Chairman of the Board, the President, the Secretary or any board member. Resignations shall take effect on the date of receipt of the notice or at any later time specified in such resignation notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, to continue receiving care and/or services from the Corporation on behalf of said Board member or his/her family, or of the Corporation under any contract to which the Board member or officer is a party.

Section 6.14.2: Removal: Any Board member or officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board. The following circumstances or conditions shall be considered sufficient for suspension or removal of a director:

- (a) Missing three (3) regular meetings of the Board within a six (6) month period;
- (b) Refusing to cooperate with a decision made by the majority of members of the board;
- (c) Conduct which jeopardizes a program or activity administered by the Board of

- (iv) The vote of the members to remove a director for cause, provided, however that no director may be removed (unless the entire Board is removed) if the votes cast against removal, or not consenting thereto, would be sufficient to elect such director, at a duly-held election meeting. Provided, further, that no director who was designated as such, rather than elected by members, may be removed without the written consent of the person or persons who designated such director;
 - (v) The increase of the authorized number of Board members.
- (b) Vacancies Filled by Board Members. The Board members may elect a member at any time to fill any vacancies in the Board, except a vacancy created by the removal of a Board member who was designated or selected pursuant to any provision of the articles or bylaws, if such provisions contain replacement procedures. Any such election by written consent shall require consent of a majority of the voting power.
- (c) Reduction of Number of Board Members. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term expires.

Section 6.05. Place of Meetings: Regular meetings of the Board may be held at any place within or outside the State of California as may be designated by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California designated in the notice of the meeting, or, if not stated in the notice, at the principal office of the Corporation.

Notwithstanding the provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, executed either before or after the meeting. Consents shall be filed with the minutes of such meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as a quorum exists and all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 6.06: Annual Meeting. Immediately following each annual meeting of members, the Board shall hold its meeting for the election of officers and the transaction of other business. Notice of this meeting is waived.

Section 6.07: Other Regular Meetings. Other regular meetings of the Board shall be held at such date and time and shall be fixed by the Board.

- Directors;
- (d) Conduct which is detrimental to the policies, goals and objectives of the Corporation or to any rules, regulations, laws and statutes relating to the activities of the Corporation.

Section 6.14.3: Any Board member suspended or removed from the Board shall, upon written consent of the Chairperson of the Board, not later than the second regularly scheduled meeting of the Board, be allowed an opportunity to appear before a specially designated Board committee to request reconsideration of the action taken resulting in the suspension or removal of such Board member. The decision of such a special committee shall be submitted for final action by the entire Board.

Section 6.15 Conflicts of Interest: Questions of conflicts of interest shall be construed and governed by the appropriate laws of the State of California and the fiduciary duty requirements indicated in these Bylaws particularly with reference to questions of self-dealing.

ARTICLE VII. COMMITTEES

Section 7.01. Committees Of Board Members: The Chairman or if none, the President, may designate one or more committees, each consisting of two or more Board members, to serve at the pleasure of the Board. The chairperson of each committee shall be appointed by and serve at the pleasure of the Chairman, or if none, the President of the corporation. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of any Board resolution, may:

- (a) Take any final action or matters which, under the California Nonprofit Corporation Law requires members' approval or approval of a majority of all the members;
- (b) Fill vacancies on the Board or on any committee which has the authority of the Board;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board, which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board or members of such committees;

Section 7.02. Meetings: Committee Actions: Meetings and actions of committees shall be governed by and held in accordance with these Bylaws governing meetings of Board meetings, with such changes as may be necessary to substitute the committee for the Board. The time for meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by the Board. Minutes shall be kept of each committee meeting and shall be filed with the corporate records.

Section 7.03. Standing Committee. The following are standing committees of the Board: Executive Committee; Financial/Audit Committee; Nominating Committee, Personnel Committee; and Membership, Legislative Committee. Members of the Executive Committee shall be composed of the Chairman of the Board, President, Secretary, Treasurer and the 1st Vice President.

ARTICLE VIII. OFFICERS

Section 8.01. Officers. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer (Treasurer). The Corporation may also have, at the discretion of the Board, a chairman of the Board, one or more Vice Presidents, and such other officers as may be appointed in accordance with the provisions of these Bylaws. Neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 8.02. Election Of Officers. The officers of the Corporation, except subordinate officers, shall be chosen by the Board, and each shall serve at the pleasure of the Board.

Section 8.03. Subordinate Officers. The Board may authorize the President to appoint any other subordinate officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as may be determined by the Board.

Section 8.04. Removal Of Officers. A officer maybe removed, with or without cause, by the Board, at any regular or special Board meeting.

Section 8.05. Vacancies. A vacancy in any office whether caused by death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for appointments to that office.

Section 8.06 Responsibilities Of Officers.

- (a) **President.** the President shall, subject to the control of the Board, generally supervise, direct, and manage the business of the Corporation. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- (b) **Vice President.** In the absence or disability of the President, a Vice-President designated by the Board 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 have such other powers and perform such other duties as may be prescribed by the Board or President.

(c) Secretary. The Secretary shall attend to the following:

- (i) Minute Book. The Secretary shall keep or cause to be kept, at the principal office, a book of minutes of all meetings and actions of directors, Board committees, and membership meetings recording the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of directors or members present at such meetings, and the proceedings of such meetings.
- (ii) Membership Records. The Secretary shall keep or cause to be kept at the principal office, a record of the Corporation's directors and members, the names and addresses of all directors or members, and the class of membership held by each, if any.
- (iii) Notices, Seal, And Other Duties. The Secretary shall give, or cause to be given, notice of all meetings as required by these Bylaws. The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall attend to the following:

- (i) Books Of Account. The Treasurer shall keep or cause to be kept adequate and correct books and records of the properties and businesses transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director during normal business hours.
- (ii) Deposits And Disbursements. The Treasurer shall deposit *or cause to be deposited* all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse *or cause to be disbursed* corporate funds as may be ordered by the Board; shall render *or cause to be rendered* to the President and Board an account of all of transactions and of the financial condition of the Corporation; and shall have other powers and duties as may be prescribed by the Board or these Bylaws.
- (iii) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the performance of the duties of this office and for restoration to the Corporation, all books, papers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from

office.

**ARTICLE IX. INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES, AND OTHER AGENTS**

Section 9.01. Definitions. For the purpose of this Article,

- (a) “Agent” means any person who is or was a director, officer, employee, or other agent serving at the request of the Corporation.
- (b) “Proceeding” means any threatened, pending, or completed action, hearing or other proceeding, whether civil, equitable, criminal, administrative, or investigative; and
- (c) “Expenses” includes, without limitation, all attorney’s fees, court costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of their position or relationship as agent and all attorney’s fees, costs, and other expenses incurred in establishing a right to indemnification.

Section 9.02. Successful Defense By Agent. To the extent that an agent of this Corporation has been successful on the merits in the defense of any claim, issue, or matter, the agent shall be indemnified for expenses actually incurred by the agent in such event. If an agent either settles any such claim or sustains a judgement, then the provisions immediately following shall determine whether the agent is entitled to indemnification.

Section 9.03. Action Brought By Or On Behalf Of The Corporation

- (a) **Claims Settled Out Of Court.** If an agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, 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, unless it is settled with the approval of the Attorney General.
- (b) **Claims And Suits Awarded Against Agent.** This Corporation shall indemnify any person who was or is a party or is to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation because the person is or was an agent of this Corporation because 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:
 - (i) The agent seeking reimbursement must be found by the Court to have acted in good faith, in a manner the agent 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.

- (ii) The court further determined that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for expenses incurred.

Section 9.05. Limitations. No indemnification or advance shall be made except as provided in these Bylaws, in any circumstance when it appears that:

- (a) The indemnification or advance would be inconsistent with the Articles, Bylaws, a prior resolution of the Board or an agreement in effect at the time of the accrual of the cause of action, which prohibits or otherwise limits indemnification; or
- (b) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.06. 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 the agent to repay the amount advanced unless it is determined that the agent is entitled to be indemnified.

Section 9.07. Contractual Rights Of Non-Directors And Non-Officers. Nothing contained in these Sections shall affect any rights to indemnification to which persons other than Board members and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9.08. Insurance. The Board may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability, other than for violating provisions against self-dealing, whether or not this Corporation would have the power to indemnify the agent against that liability under these Bylaws.

ARTICLE X. RECORDS AND REPORTS

Section 10.01. Maintenance Of Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, the Board, and committees of the Board;
- (c) A record of its members, providing their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal executive office.

Section 10.02. Members' Inspection Rights.

- (i) Any member of the Corporation may inspect and copy the records of members' names and addresses during normal business hours on five days' prior written demand served on the Corporation, stating the purpose for which the inspection rights are requested, or
 - (ii) Obtain from the Secretary of the Corporation, on written demand and the tender of the Secretary's usual charges, if any, a list of names and addresses of members who are entitled to vote for the election of director, as of the most recent record date for which that list has been compiled. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 10 working days after the demand as payment are received;
- (a) Any member of the Corporation may inspect the minutes of the proceedings of the Board and committees of the Board, during normal business hours for a purpose reasonably related to such person's interest as a member, after giving the Corporation written notice as stated in these Bylaws.
 - (b) Any inspection and copying under this section may be made in person or by a member's agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 10.03. Maintenance And Inspection Of Articles And Bylaws. The Corporation shall keep at its principal office, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during normal office hours.

Section 10.04. Inspection By Board Members: Every Board member shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the properties of this Corporation and each of its subsidiary Corporations. This inspection by a Board member may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 10.05. Annual Reports To Members.

- (a) Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be made available to the members which shall contain the following information in reasonable detail:
 - (i) The assets and liabilities, including any trust funds of the Corporation as of the

end of the fiscal year;

- (ii) Any significant changes in assets and liabilities, including trust funds, during the fiscal year;
 - (iii) The revenue or receipts of the Corporation, for the fiscal year, both unrestricted and restricted to particular purposes;
 - (iv) The expenses and/or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
 - (v) Any information required by these Bylaws.
- (b) The report required by this Section shall be accompanied by any report prepared by the Corporation's independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 10.06. Annual Statement Of Certain Transactions And Indemnifications.

No later than the time the Corporation gives its annual report, if any, to the members, and in any event no later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare and make available to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
 - (i) Any Board member or officer of the Corporation, its parent or subsidiary shall not be considered such an interest; or
- (b) Any indemnifications or advances aggregating more than \$1,000.00 paid during the fiscal year to any Board member or officer of the Corporation, unless such indemnification has already been approved by the members pursuant to these Bylaws.

ARTICLE XI. PERSONNEL RELATIONS

Section 11.01. Employee Status: Notwithstanding the classification of employees as regular, full time, permanent, part time, temporary, etc., it is understood that continued employment with the Corporation is contingent upon continuing financial resources for the positions to which employment is related. The Corporation will make every reasonable effort to arrange similar employment for employees affected by program termination, cut-backs, and will provide as much advance notice as possible in the event of such occurrence.

Section 11.02. Management, Direction, Control: While each employee is technically working under the direction, management, and control of the Board, such responsibility may be delegated to the Executive Director, who shall in turn be responsible to the Board of Directors. All matters relating to the daily administration of the personnel of the Corporation may be assigned and delegated to such executive director or project directors and/or any personnel committee as may be directed by the Board and/or Chairman.

Section 11.03. Job Description: Wherever possible, each job to be performed by any employee of the Corporation shall be described in detail, indicating the terms and conditions of employment, the wage and/or salary range if applicable, and such other matters as may be necessary to fully inform the employee of the nature and responsibility of the job. Each employee shall be given a copy of such job description and shall be required to sign a second copy of such job description after reading same, to be maintained in the employee's personnel file.

Section 11.04. Personnel Manual: The Board shall cause to be prepared and employed a "Personnel Manual" which shall describe the personnel policies and procedures relating to employment with the Corporation. Additionally, the Board and/or the Chairman shall establish a Board committee which shall have the responsibility to administer the provisions, terms and conditions contained in the Personnel Manual.

ARTICLE XII. CONSTRUCTION AND DEFINITIONS

Section 12.01. Construction Of Bylaws. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions in the California Nonprofit Corporation Law shall govern these bylaws. The masculine gender includes the feminine and neuter, the singular number includes the plural and the term "person" includes both the Corporation and a natural person.

ARTICLE XIII. AMENDMENTS

Section 13.01. Amendment By Board Members: The Board may adopt, amend, or repeal bylaws *subject to the following limitations:*

- (a) The Board may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors, with specified limits, the directors may, subject to other limitations in these Bylaws, adopt, amend, or repeal a bylaw fixing the exact number of directors within those limits.

- (b) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.
- (c) The Board may not adopt or amend bylaw provisions regarding the following subjects without the Board's approval:
 - (i) Any provision increasing the terms of directors;
 - (ii) Any provision giving the Board power to fill vacancies on the Board created by removal of directors;
 - (iii) Any provision increasing the quorum for members' meetings;
 - (iv) Any provision creating proxy rights;

Section 13.03. Amendment Procedure: These Bylaws may be amended by the following procedure:

- (a) Unless a Bylaws Revision Committee has been appointed by the Chairperson or the President, amendments to the Bylaws may be submitted to the Board at least 30 days prior to the next duly scheduled Board meeting with a written request to place the first reading and review of the proposed amendment on the agenda of the next Board meeting.
- (b) At the time of the first reading of the proposed amendment, the vote of a majority of the directors present is required to place the proposed amendment on the agenda for final consideration at their next regular or special meeting.
- (c) If all of the directors of the Corporation execute a Unanimous Written Consent form containing the exact language of the proposed amendment, such approval action shall be final and no further action is required.

ARTICLE XIV. GENERAL PROVISIONS

Section 14.01. Procedural Manual: The Board may develop and promulgate procedural manuals which shall be utilized to direct the day to day affairs of the Corporation. The Executive Director of the Regional Center shall be responsible for the implementation and administration of the provisions contained in any and all procedural manuals relating to the operation of the Corporation.

Section 14.02. Property Rights: The personal and real property and any and all rights relating thereto acquired in the name of the Corporation shall remain the property of the Corporation unless otherwise directed by the laws of the State of California or clauses

contained in the various funding contracts executed by the Corporation.

It is a condition of employment or participation of all agents, employees, officers and directors of the Corporation that the work products, reports, documents, client lists, schedules of names, addresses and telephone numbers, and such other information, whether recorded or not, shall remain the exclusive property of the Corporation. Upon an employee's or agent's termination or separation from the Corporation, all such information and/or documents shall be surrendered immediately to the Corporation and, in the case of an employee or agent, payment of the last payroll check or other amount due shall be withheld until all such property has been returned to the Corporation.

Section 14.03. Fiscal Period: The fiscal year of the Corporation shall be July 1 thru June 30 unless otherwise directed by the Board. *The Executive Director shall prepare quarterly reports on the financial condition, project status, and projected needs of the Regional Center.*

Section 14.04. Checks, Drafts, Deposits, 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 shall be signed or endorsed by such person(s) and in such manner as directed by resolution of the Board.

Section 14.05. Execution of Documents: The Board may authorize any officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances and unless so authorized or ratified by the Board or within the power of such officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagements or to pledge its credit or to render it liable for any purpose of for any amount.

CERTIFICATE OF INCORPORATOR

I, the undersigned, certify that I am the duly elected and acting Incorporator of EASTERN LOS ANGELES REGIONAL CENTER FOR THE DEVELOPMENTALLY DISABLED, INC., a California non-profit public benefit Corporation, and the above Bylaws, consisting of twenty-three (23) pages, are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors held on May 9, 2000.

DATED: 5/9/2000

Matthew J. Guglielmo
Matthew J. Guglielmo, Chairperson