

# **Eastern Los Angeles Regional Center Vendor Advisory Committee BY-LAWS**

Established: January 23, 2003

## **ARTICLE I PURPOSE**

The Vendor Advisory Committee (VAC) of the Eastern Los Angeles Regional Center (hereinafter Committee or VAC) was formed as a result of legislation and for the purpose of providing advice, guidance, recommendations, and technical assistance from vendors to the Eastern Los Angeles Regional Center Board of Directors and staff. The Committee seeks to foster improvement in the capacity of the Department of Developmental Services (DDS) system and the Eastern Los Angeles Regional Center (ELARC) to provide for the needs and aspirations of people with developmental disabilities.

## **ARTICLE II OFFICES**

The principal office of the transaction of business of the Vendor Advisory Committee of the Eastern Los Angeles Regional Center shall be in the county of Los Angeles, state of California. The Committee may also have an additional office or offices within the Eastern Los Angeles Regional Center catchment area, as the Committee may establish.

## **ARTICLE III MEMBERSHIP**

The Committee shall have no limit to the number of members. All members must represent at least one vendored program providing services to ELARC consumers, have completed an application, and not have been removed under the provisions of Article IV, Section 4.

## **ARTICLE IV**

### **Section 1: POWERS**

Except as otherwise provided, the members shall act as an advisory board to ELARC Board of Directors. The Chairperson or his/her designee shall represent the VAC on the Regional Center Board of Directors as provided by W & I (Welfare and Institutions) Code §4622 (i) and §4626 (a) 3.

## **Section 2: EXECUTIVE COMMITTEE**

An Executive Committee shall be established consisting of the elected Chairperson, Vice-Chair, Secretary, and Chair of each vendor subcommittee category. The Executive Committee shall have the power to determine the meeting agenda, call for emergency votes between meetings and accurately report votes cast in absentia. The Executive Committee is responsible for processing new Vendor Information Forms, accepting and recording resignations and removals, and advising the Committee of changes in membership. The Executive Committee shall inform the Committee as a whole of any change in membership, which will result in a mid-term vacancy on the Executive Committee or among the category Chairs and shall call for special elections to avoid disruptions which may occur in the performance of the VAC as a result of those vacancies.

## **Section 3: TERM and ELECTION of EXECUTIVE COMMITTEE**

Unless earlier removed by action of the Committee or by resignation, each member of the Executive Committee shall hold office for a term of two (2) years and/or until the member's successor is elected.

Elections for Executive Committee positions shall be carried out by secret ballot during the regular meeting in November in odd-numbered years (hereinafter Election Meeting). Persons may be nominated at any time prior to the casting of ballots during the meeting and nominations shall be requested by the Executive Committee during the two regular meeting immediately prior to the election. The agenda for the Election Meeting shall list all members previously nominated. Only members may be nominated to elected offices. Members may be nominated for any office by any member, but the nomination is not official unless agreed to by the nominated member. Votes *in absentia* received by the Executive Committee member prior to the Election Meeting and available in hardcopy at that meeting shall be counted. Election requires a majority of votes cast.

## **Section 4: RESIGNATION or REMOVAL of MEMBERS**

Any member may resign immediately upon giving notice to the Chairperson, the Secretary, or another member of the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation.

A member may be removed at any time by a three-quarters (3/4) vote of members casting ballots at a duly held meeting of the Committee with cause.

Absence of three (3) consecutive meetings by an Executive Committee member without prior notice will constitute resignation from the Executive Committee. Members of the Committee as the whole may be absent, but are encouraged to send another representative from their organization.

### **Section 5: VACANCY**

In the event of any vacancy on the Executive Committee or among Chairpersons of subcommittee categories, a special election shall be called by a member of the Executive Committee, unless no Executive Committee remains in office, in which case the special election may be called by another member of the VAC.

### **Section 6: VOTING**

All members of the VAC shall be empowered to vote on questions before the Committee, except as limited in Section 4, as long as they are present at the meeting or have made arrangements to vote *in absentia*. Voting on questions before the full VAC shall occur at regularly scheduled VAC meetings unless the Executive Committee calls for an Emergency Vote. Each member may cast only one vote on a single motion or question, except where specified elsewhere in these By-Laws, a plurality of votes cast shall carry the vote.

The Executive Committee shall set forth a method of voting *in absentia* at the second meeting of a Chairperson's term or at the first meeting following adoption or change of this Section by the By-Law. *In Absentia* votes will be presented to the members present following the poll of members present and counted with those cast in person. Votes cast *in absentia* must list the member's name and agency, even on a secret ballot. All *in absentia* votes must be available in hardcopy to count.

If an issue requires urgent attention, the Executive Committee may call for an Emergency Vote. If an Emergency Vote is called, the Executive Committee shall inform all current members of the Emergency Vote not less than seven (7) business days before the votes are to be counted. The information provided by the Executive Committee to all current members shall include:

- The question to be voted upon,
- The specific method of voting (including email address, fax number, or address to which the votes must be sent or that the vote will be taken in person at a special meeting).
- The date the votes are to be counted and the results certified, and

- The reason the question required an Emergency Vote.

At the next regular meeting, the VAC shall recertify or decertify the Emergency Vote.

## **ARTICLE V**

### **Meetings of Committee**

#### **Section 1: PLACE of MEETING**

All meetings of the VAC shall meet at the ELARC Boardroom, Family Resource Center Room, or any location designated and approved by the Executive Committee.

#### **Section 2: ORGANIZATIONAL MEETING**

In November of each year, the Committee shall meet for the purpose of organizing the Committee, electing officers, planning training sessions, formulate positions vis-à-vis activities of the ELARC, its Board and/or other agencies, and transacting of such other business as may come before the meeting.

#### **Section 3: REGULAR MEETINGS**

Regular meetings of the Committee shall be held on the fourth (4th) Thursday of each month, at 10:00am at such time and place as the Committee may fix by resolution from time to time, provided however, should said day fall upon a legal holiday, then said meeting shall be held at the same time and place on the Thursday prior, which is not a legal holiday. No notice of any regular meeting of the Committee need be given.

#### **Section 4: SPECIAL MEETINGS**

Special meetings of the Committee for any purpose or purposes may be called between regular meetings by the Chairperson or by two (2) members.

#### **Section 5: NOTICE of SPECIAL MEETINGS**

Notice of the time and place of special meetings shall be delivered personally or by telephone to each member, or be sent by first class mail (charges prepaid), email, or fax, addressed to each member at that member's address as it is shown on the records of the Corporation. In case the notice is mailed, it shall be deposited in the United States mail at least seven (7) **business** days before the time of the holding of the meeting. In case the notice is delivered personally, by telephone, email, or fax, it shall be delivered to the company at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to the person at the office of the Director who the person giving the notice has reason to believe may promptly communicate it to the Director. The notice must specify the purpose and place of the meeting.

## **Section 6: VALIDATION of MEETING**

The transactions of the Committee at any meeting shall be held as valid if they occur at a Regular Meeting at which a quorum was present, at a Special Meeting which conforms to Article V, Section 5 of these By-Laws, or if they are conducted by Emergency Vote conforming to the Article IV, Section 6 of these By-Laws.

## **Section 7: QUORUM**

Two members of the Executive Committee and no fewer than 10 additional members at the Regular Meeting shall constitute a quorum. Two members of the Executive Committee and two other members shall constitute a quorum at a Special Meeting which conforms to Article V, Section 5 of these By-Laws. Twelve (12) or more votes received in accordance with Article IV, Section 6 shall constitute a quorum. A majority of members of any subcommittee shall constitute a quorum. Any action of the Committee carried out according to the By-Laws of the VAC where a quorum has been reached shall be regarded as an act of the Committee.

## **Section 8: GUEST PRESENTATIONS**

Nonmembers may be invited to give regular or single presentations to the VAC. These presentations, if occurring during a Regular Meeting shall take 10 minutes or fewer each and compose no more than 30 minutes combined during a single Regular Meeting unless a second motion from the VAC members to expand the time allotted is carried by a majority of those present.

# **ARTICLE VI**

## **Committees**

### **Section 1: COMMITTEES GENERALLY**

Except as otherwise provided by these By-Laws, the Committee may, by resolution or resolutions passed by a majority of the members voting, appoint executive, standing or social committees for any purpose. If such committees are comprised solely of members, delegate to such committees any of the powers and authority of the Committee except the power and authority to adopt, amend or repeal these By-Laws, or such other powers as may be prohibited by law. Such committees shall recommend the Board for adoption.

The Chairperson of the Committee shall appoint the Chairpersons of the Subcommittees. Unless otherwise provided by these By-Laws, the Committee shall establish rules and

regulations for meetings and shall meet at such times as are deemed necessary, provided that the provisions of Article IV shall be applicable to all Committee meetings. No act of a Committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular Minutes of proceedings and report the same to the Board from time to time as the Board may require. Any committee composed of persons one or more who are not members, may act solely in an advisory capacity to the Committee.

## **Section 2: EXECUTIVE COMMITTEE**

The Committee may designate an Executive Committee which is composed solely of elected officers. All Executive Committee actions shall be ratified by the Committee at their next regularly scheduled meeting. Between meetings of the Committee, the Executive Committee shall have and exercise the authority of the Committee in the management of the Committee subject to such limitations, imposed by ELARC's Board of Directors' Articles of Incorporation, these By-Laws, and applicable law. The Executive Committee shall be constituted as specified in Article IV, Section 3.

## **Section 3: THE NOMINATING SUBCOMMITTEE**

The Nominating Subcommittee shall consist of those members selected by the Committee who shall recommend to the Committee a full slate of candidates for election as Officers of the Committee. Such a slate shall be presented to the Committee not later than sixty (60) days prior to the November organizational meeting of the members.

## **Section 4: BY-LAWS SUBCOMMITTEE**

The By-Laws Subcommittee shall consist of those members appointed by the Committee. The Subcommittee shall meet from time to time for the purpose of reviewing the By-Laws and recommending to the Committee amendments to the By-Laws.

## **Section 5: PROGRAM or CONSUMER SERVICE SUBCOMMITTEE**

The Program or Consumer Service Subcommittee shall consist of those members appointed by the Committee. This Subcommittee shall from time to time have the purpose of reviewing program policy, legislative and other areas affecting consumer's rights and services.

## **Section 6: LEGISLATION SUBCOMMITTEE**

The Legislation Subcommittee shall review, advise and make recommendations on whether the Committee shall support, oppose or take no position on pending state and federal legislation.

## **Section 7: PUBLIC RELATIONS SUBCOMMITTEE**

This Subcommittee will have the responsibility of developing a telephone and email tree that will follow up notices for meetings, etc.

### **Section 8: QUORUM**

A majority of members of a Subcommittee shall constitute a quorum and any transactions of a Subcommittee shall require a majority vote of the quorum present at any meeting. Each member of a Subcommittee, including the person presiding as Chair at the meeting shall be entitled to one (1) vote.

### **Section 9: REMOVAL of SUBCOMMITTEE MEMBERS**

The Committee may remove at any time, with cause, a member or members of the Subcommittee. This action shall require the vote of a majority of the Subcommittee then in office.

## **ARTICLE VII Officers**

### **Section 1: OFFICERS**

The Officers of the Committee shall be a Chairperson, a Vice-Chairperson, and a Secretary.

### **Section 2: REMOVAL of OFFICERS**

The Committee may remove at any time, with cause, a member or members by a majority vote of members then in office at any Regular Meeting of the Committee or by Emergency Vote. Should vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Committee may delegate the powers and duties of such office to any member until such time as successor of such office has been selected.

### **Section 3: CHAIRPERSON**

The Chairperson shall have general supervision of the business of the Committee, shall preside at all meetings of the Committee and all standing committees, and shall have such other powers and duties usually vested in a Chairperson. The Chairperson or his/her designee shall be the representative to the Eastern Los Angeles Regional Center Board of Directors.

### **Section 4: VICE-CHAIRPERSON**

In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall have such other powers and duties as may be specified by the Committee and shall act in the absence of the Chairperson.

#### **Section 5: SECRETARY**

The Secretary shall keep or cause to be kept a book of the Committee meeting Minutes at the Principal Office or at such other place as the Committee may order with the time and place of holding whether regular or special. The Secretary shall give or cause to be given notice of all the meetings of the Committee by these By-Laws or by law and shall have such other powers and perform such other duties as may be prescribed by the Committee or these By-Laws. In the absence of the Chairperson and the Vice-Chairperson, the Secretary shall perform all the duties of the Chairperson.

### **ARTICLE VIII General Provisions**

#### **Section 1: COMPENSATION of MEMBERS**

Members of the Committee shall serve without compensation.

#### **Section 2: MAINTENANCE and INSPECTION of COMMITTEE RECORDS**

By-Laws, Records and Minutes of the Committee and of any Subcommittee(s) of the Committee shall be kept at such place or places designated by the Committee or in the absence of such designation, at the Committee principal executive office of the ELARC. Such records and documents shall be open to inspection by any member at any reasonable time.

### **ARTICLE IX Amendments**

The By-Laws of the Committee may be altered, amended or repealed and new By-Laws adopted by a two-thirds (2/3) vote cast after the second reading of the proposed change. The second reading shall occur no fewer than thirty (30) days following the first meeting at which the proposed change is formally recommended.