

**BYLAWS OF
SAN DIEGO-IMPERIAL COUNTIES
DEVELOPMENTAL SERVICES, INC.**

ARTICLE I

Objects and Purposes

San Diego-Imperial Counties Developmental Services, Inc. (the “Corporation”) is formed to contribute to the general welfare of society by developing and providing comprehensive services for children and adults who have or are at risk of having developmental disabilities in the San Diego and Imperial Counties of the State of California. The Corporation and all of its businesses and other activities are to be operated and conducted in the promotion of its charitable objects and purposes as specified in its articles of incorporation, and in the conduct of its affairs the management shall at all times be mindful of these charitable objects and purposes. In the event that any provision of this Article I is inconsistent with any provision of the articles of incorporation of the Corporation, the provisions of the articles of incorporation of the Corporation shall prevail and be controlling.

[Rev. 12/93; 7/11]

ARTICLE II

Membership

Section 1. No Members. The Corporation shall have no members. Any action which, under the Nonprofit Corporation Law, would otherwise require approval of members shall require only approval by the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board. [Rev. 7/11]

Section 2. Persons Associated With the Corporation. Nothing in this Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” and to establish rules and regulations for such “members”, even though such persons are not members and no such reference shall constitute any such person as a member within the meaning of Section 5056 of the Nonprofit Corporation Law. The Board may, however, confer by amendment of its articles of incorporation or by these bylaws some or all of the rights of a member, as set forth in the Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of all or substantially all of the Corporation’s assets or on a merger or a dissolution or on changes to the Corporation’s articles of incorporation or bylaws, but no such person shall be a member within the meaning of such Section 5056. [Rev. 7/11]

Section 3. Honorary Members. Subject to Section 2 of this Article II, the Board may, by appropriate resolution, from time to time define and establish honorary members, auxiliaries, friends, and other support groups for the Corporation and recognize such persons. None of such honorary members, auxiliaries, friends or groups, or the constituents thereof, shall be or have the rights and privileges of “members” within the meaning of Section 5056 of the Nonprofit Corporation Law with respect to the Corporation. [7/11]

ARTICLE III

Board of Directors

Section 1. Powers. Subject to any limitations in the articles of incorporation, of these bylaws and of the laws of the State of California, all powers of the Corporation shall be exercised by or under authority of, its property controlled and its affairs conducted and managed by, a Board of Directors. The primary function of the Board of Directors shall be to establish corporate policies for the direction and guidance of the Executive Committee, if any, the officers, and the management of the Corporation, and to formulate the basic rules and regulations governing the operation and management of the Corporation.

Section 2. Number of Directors. The number of Directors shall be not less than fifteen (15) or more than twenty-five (25) with the exact number of Directors set by the Board of Directors of the Corporation, unless and until changed by amendments of the articles of incorporation, or by amendment of this Section 2 of Article III of the bylaws. The number of Directors so set by the Board of Directors shall be the “authorized number” of Directors as referred to in these bylaws.

[Rev. 6/07]

Section 3. Composition of Board of Directors. In order to comply with the relevant provisions of California law regulating regional centers for persons with developmental disabilities and their families, Directors of the Corporation shall be elected in accordance with the following criteria:

- (a) The Board of Directors shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities;
- (b) The Board of Directors shall include persons with legal, management, public relations and developmental disability program skills;
- (c) The Board of Directors shall include representatives of the various categories of disability to be served by the regional center operated by the Corporation;
- (d) The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the regional center operated by the Corporation;
- (e) A minimum fifty percent (50%) of the members of the Board of Directors shall be persons with developmental disabilities or their parents or legal guardians;
- (f) A minimum of twenty-five percent (25%) of the members of the Board of Directors shall be persons with developmental disabilities;
- (g) No Director shall be an employee of the State Department of Developmental Services or any state or local agency which provides services to a regional center client if employed in a capacity which includes administrative or policymaking responsibility, or responsibility for the regulation of the regional center, or an employee or a member of the State Council or an area board;
- (h) No Director shall be an employee or member of the governing board of any entity from which the regional center operated by the Corporation purchases client services; provided however, this prohibition shall not apply to the Director who is a member of the Vendor Advisory Committee and who has been designated by that Committee to serve as a member of the Board of Directors; and
- (g) No Director shall have a financial interest, as defined in Section 87103 of the California Government Code, in regional center operations. A Director who receives regional

center services as a client, parent, or legal guardian shall not be considered as having a financial interest.

[Rev. 7/85; 12/92; 12/93; 8/95; 7/96; 9/98; 6/07; 7/11; 7/15]

Section 4. Term of Office and Election of Directors.

(a) Each Director may be elected for three (3) terms, the total of which shall not exceed seven (7) years within an eight (8) year period. The first term shall commence on the date the Director is elected and end on the next January 31st. The second and third terms shall each commence on February 1st and end on January 31st three (3) years thereafter. Directors may serve an unlimited number of consecutive terms, provided that no Director may serve more than seven (7) years within an eight (8) year period.

(b) The Directors shall be elected at the annual meeting of the Directors, but if the annual meeting is not held or the Directors are not elected at such meeting, the Directors may be elected at any regular or special meeting. At the request of the Nominating and Bylaws Committee, one or more Directors may be elected at any regular or special meeting.

(c) The Vendor Advisory Committee, as specified in Article V, Section 2, shall designate one of its members to serve as an ex-officio Director. This ex-officio Director shall serve a one year term; however, he or she may be redesignated to serve additional one year terms up to a maximum of seven (7) years within each eight (8) year period. The ex-officio Director shall have the same rights and responsibilities as other members of the Board of Directors except that he or she:

(i) may not serve as an officer of the Corporation;

(ii) may not vote on any fiscal matter affecting purchase of services from any regional center provider;

(iii) may not vote on any issue in which the Director has a financial interest as defined in Section 87103 of the California Government Code, and determined by the Board of Directors;

(iv) shall provide a list of financial interests, as defined in Section 87103 of the California Government Code, to the Board of Directors; and

(v) subject to the term limitation stated in Section 4(c), above, may only serve as an ex-officio Director while concurrently serving as a member of the Vendor Advisory Committee.

(d) The Board of Directors may elect (and remove as provided in these Bylaws) one or more additional ex-officio Directors to serve for such term as the Board may determine (subject to the term limitation stated in Section 4(a), above). Such additional ex-officio Directors shall have the same rights and responsibilities as other members of the Board of Directors, provided that, an ex-officio Director may only serve on the Board of Directors while concurrently serving in the specified position entitling him or her to serve on the Board of Directors. Upon an ex-officio Director's resignation or removal from that specified position his or her term of office as an ex-officio Director shall immediately cease. At that time, the successor in the specified position shall, if approved by the Board, become an ex-officio Director to occupy the place of the former ex-officio Director.

(e) The Board of Directors shall delegate to the Executive Director of the Corporation the duty to prepare a schedule of Directors and each of their terms to assist the Board in complying with this Section 4. Such schedule shall be updated each time there is a change in the membership of the Board of Directors.

(f) The Nominating and Bylaws Committee, as specified in Article V, Section 1(c), shall be responsible to ensure that the terms for each candidate it recommends for election or re-

election to the Board of Directors conform with this Section 4.
[Rev. 7/85; 5/07; 6/07; 7/11; 5/14; 7/15]

Section 5. Vacancies

(a) A vacancy(ies) on the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director; a Director has been declared of unsound mind by a final order of court, convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under Article 3, Chapter 2, commencing with Section 5230 of the Nonprofit Corporation Law related to the Director's standards of conduct; if the authorized number of Directors is increased; or the failure of the Directors, at any meeting of the Board of Directors at which Directors are to be elected, to elect the full authorized number of Directors.

(b) All vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor.

(c) The Board of Directors may at any time elect additional Directors at the meeting at which an amendment of the bylaws is duly adopted authorizing an increase in the authorized number of Directors. Each Director so elected shall hold office until the expiration of the specified term and until the election of a successor.

(d) If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors shall have the power to elect a successor to take office when the resignation shall become effective. The successor elected shall hold office for the remainder of the resigning Director's unexpired term and until the election of a successor.

(e) No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

[Rev. 6/07; 7/11; 10/17]

Section 6. Place of Meeting. All meetings of the Directors shall be held at an office of the Corporation in the State of California or at such other place as may be designated for that purpose from time to time by the Board of Directors.

[Rev. 7/15]

Section 7. Annual Organization Meeting. The annual organization meeting of the Board of Directors shall be held for the purpose of election of Directors, organization, appointment of officers and the transaction of such other business as may properly be brought before the meeting on the second Tuesday in January in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day. No notice need be given of such annual organization meeting.

[Rev. 6/83; 4/08; 7/11]

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month. If any such day shall fall on a holiday, such meeting shall be held on the next succeeding business day. No notice need be given of such regular meetings.

[Rev. 6/83; 6/91; 12/93; 4/08]

Section 9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair of the Board, the Secretary or any two (2) Directors of the Corporation. The person calling such special meeting shall determine the date and time thereof.

[Rev. 8/95; 7/15]

Section 10. Notice of Special Meetings. A notice of special meetings of the Board of Directors called in accordance with Section 9 of this Article III shall be given in writing by the Secretary, or in case of the Secretary's neglect or refusal, by any Director, and shall specify the place, the day and the hour of the meeting and the nature of the business to be transacted. Such notice shall be sent to each member of the Board of Directors at his or her address appearing on the books of the Corporation, or supplied by said Director of the Corporation for the purpose of notice, not less than five (5) days prior to such meeting. No items of business other than those specified in the notice of special meeting may be transacted at a special meeting.

Section 11. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the Directors entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting prior to or at the commencement of the meeting, the lack of notice to such Director. Notices of meetings, waivers of notice, consents, approvals and other communications permitted or authorized by these bylaws may be transmitted by facsimile or email to and from the Corporation and its officers and Directors provided that each of the Corporation's officers and Directors has consented in writing to the use of electronic transmission to receive and send certain communications from and to the Corporation in accordance with the applicable provisions of Sections 20 and 21 of the California Corporations Code.

[Rev. 8/95; 5/14]

Section 12. Quorum. At all meetings of the Board of Directors a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business except to adjourn as provided in Section 17 of this Article III. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by these bylaws or by law. Notwithstanding the previous provisions of this Section 12, a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Conduct of Meetings. The Chair of the Board of Directors, or, in his or her absence, the Vice Chair, or, in his or her absence, another Director who is a member of the Executive Committee, or in the absence of all Directors who are members of the Executive Committee, any other person chosen by a majority of the Directors present shall be chair of and shall preside over the meetings of the Board of Directors. The Secretary of the Corporation shall act as the secretary of all meetings, provided that in his or her absence, the Chair shall appoint another person to act as secretary of the meetings. The meetings shall be governed as the Directors shall agree; in the absence of such agreement, Robert's Rules of Order, as may be amended from time to time, shall govern the meetings insofar as such rules are not inconsistent with or in conflict with these bylaws, the articles of incorporation, or the law.

[Rev. 8/95; 6/07; 10/16]

Section 14. Proxy Voting Prohibited. Voting by proxy shall not be permitted.

Section 15. Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 16. Participation in Meetings by Telephone and Other Electronic Communications. Members of the Board of Directors may participate in meetings through use of conference telephone or video communications equipment, so long as all members participating in such meetings can hear one another. Such participation will constitute presence in person at the meetings. [Rev. 7/02; 10/17]

Section 17. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to any absent Directors unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is so adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time the original meeting was adjourned. [Rev. 7/11]

Section 18. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind except for confidential information and records related to providing services to clients as set forth in Section 5328 of the California Welfare and Institutions Code, and to inspect the physical properties of the Corporation. [Rev. 7/15]

Section 19. Removal of Directors.

(a) The Board of Directors may, by the affirmative vote of a majority of the Directors (not counting the vote of the affected Director), remove and declare vacant the office of any Director who has failed to be present at more than three (3) regularly scheduled meetings of the Board of Directors during a twelve (12) month period, provided at the time the Director was elected the bylaws stated that the Director could be removed for failing to be present at the specified number of meetings.

(b) The Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Directors at meeting at which a quorum is present (not counting the vote of the affected Director), remove any director without cause and declare vacant the office of such Director.

(c) The removal of any director under this Section 19 shall be at a duly noticed special meeting called for that purpose, or at a regular meeting provided notice of the regular meeting and of the proposed action to remove a Director are given as provided in Section 10 of this Article III.

[Rev. 7/88; 10/16; 10/17]

Section 20. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board of Directors.

Section 21. Freedom from Liability. No Director of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 22. Standard of Conduct. Pursuant to Section 5231 of the Nonprofit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee upon which the Director does not serve that is composed exclusively of any, or any combination of, directors, persons described in subsection (a), above, or persons described in subsection (b), above, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

[Rev. 5/14]

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be a Chair of the Board, a Vice Chair of the Board, a Secretary, a Treasurer, an Executive Director and a Chief Financial Officer, which officers shall be chosen by, and hold office at, the pleasure of the Board of Directors, subject to the rights, if any, of any officer under any contract of employment. The Chair, Vice Chair, Secretary and Treasurer shall be members of the Board of Directors. The Executive Director and the Chief Financial Officer shall not be members of the Board of Directors. One person may hold two (2) offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

[Rev. 8/95]

Section 2. Appointment of Officers. The officers of the Corporation shall be chosen annually by the Board of Directors and each shall hold office until his or her successor shall be appointed and qualified to serve, or until he or she shall resign or be removed or disqualified to serve. No officer other than the Executive Director and the Chief Financial Officer may serve more than two (2) full consecutive terms in the same office. A term shall consist of one (1) year expiring on the 31st of January.

[Rev. 12/83; 7/11; 10/16; 10/17]

Section 3. Subordinate Officers. The Board of Directors may elect or authorize the appointment of such officers, other than those hereinbefore mentioned, as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and

perform such duties as are provided in these bylaws, or as the Board of Directors may from time to time authorize or determine.

Section 4. Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board of Directors and Executive Committee, appoint the chairs of all committees (unless the chair of a committee is otherwise designated by these bylaws), serve as ex-officio member of all committees, provide for the annual evaluation of the Executive Director in consultation with members of the Executive Committee, and exercise and perform such other powers and duties as from time to time may be assigned by the Board of Directors.
[Rev. 8/95; 12/93; 06/10; 7/11]

Section 5. Vice Chair of the Board. In the absence or disability of the Chair of the Board, the Vice Chair of the Board shall perform all of the duties of the Chair of the Board, and when so acting shall have all of the powers of, and be subject to all of the restrictions upon, the Chair of the Board. The Vice Chair of the Board shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice Chair by the Board of Directors or the bylaws.
[Rev. 8/95]

Section 6. Secretary. The Secretary shall keep or cause to be kept, at the principal office in the State of California, the original or a copy of the Corporation's articles of incorporation and bylaws, as amended to date. The Secretary also shall keep or cause to be kept a book of minutes at the principal office, or at such other place as the Board of Directors may order, of all meetings of the Directors, with the time and place of holding, whether regular or special; and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these bylaws or by law to be given and he or she shall keep the seal of the Corporation in safe custody and have such other powers and perform such other duties as may be prescribed by the Board of Directors and by these bylaws. All or part of the above duties may be delegated to the Executive Director or such other staff as may be designated by the Executive Director.

Section 7. Treasurer. The Treasurer shall make provision for the care and custody of all funds of the Corporation, shall make provision for the deposit of such funds as required and designated by the Board of Directors, shall make provision for the maintenance of adequate accounts of the properties and business transactions of the Corporation, shall render reports and financial statements to the Directors as required by the Board of Directors, and shall in general perform all duties incident to the office of 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. All or part of the above duties may be delegated to the Executive Director, the Chief Financial Officer, or such other staff as may be designated by the Executive Director. [Rev. 7/11]

Section 8. 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 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.

[Rev. 12/93; 8/95, 6/03; 6/10]

Section 9. Chief Financial Officer. The Chief Financial Officer, under the direction of the Treasurer and the Executive Director, shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Chief Financial Officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse or cause to be disbursed the funds of the Corporation as shall be ordered by the Board of Directors, shall render to the Executive Director, the Chair, [Rev. 8/95] and Directors, whenever they shall request it, an account of all transactions as Chief Financial Officer and the financial condition of the Corporation, shall take or cause to be taken proper vouchers for all disbursements of the funds of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and by these bylaws.

[Rev. 6/03; 6/10; 7/11]

Section 10. Removal. Any officer may be removed, either with or without cause, by the Board of Directors at any time, or except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Section 11. Resignation. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment of such office, provided that such vacancies shall be filled as they occur and not on an annual basis. [Rev. 7/11]

ARTICLE V

Committees

Section 1. Standing Committees. The Board of Directors shall appoint the following eight (8) committees:

(a) Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, immediate Past Chair and one other Director elected by the Board who will also act as the Corporation's representative to the Association of Regional Center Agencies (ARCA). In the event the immediate Past Chair is not available to serve, due either to (1) having been elected to fill another office during the same term, or (2) no longer being a member of the

Board, one other Director may be elected by the Board to serve on the executive Committee. In the event the representative to the Association of Regional Center Agencies (ARCA) is also the Chair, Vice Chair, Treasurer, or immediate Past Chair, one other Director may be elected by the Board to serve on the Executive Committee. The Chair of the Board shall chair the Executive Committee. The Executive Committee shall have the power and duty to conduct such affairs of the Corporation and to exercise such powers as may be delegated to it by the Board of Directors at such times as the Board is not in session. The Executive Committee shall hold such meetings as shall be directed by the Board or called by the Chair at such times and places as may be convenient to conduct business. Each member shall have one vote and all matters shall be decided by a majority vote. A majority of the Committee shall constitute a quorum. A member of the Committee may not vote by proxy. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors. The Executive Director of the Corporation shall attend all meetings of the Executive Committee unless otherwise excused by the Chair of the Executive Committee. In collaboration with the Executive Director, the Executive Committee shall be responsible for coordinating a process to develop the Corporation's strategic plan. The process may include participation by the Board of Directors. The Corporation's strategic plans shall be approved by the Board of Directors. At least quarterly, the Executive Committee shall report to the Board of Directors on the progress of the strategic planning process and on implementation of the strategic plan.

(b) Finance Committee. The Finance Committee shall consist of not less than four (4) Directors. The Treasurer shall be a member of and the chair of the Finance Committee. The Finance Committee shall be responsible for carrying out the Board of Directors' relevant policies by overseeing the proper performance of the Executive Director, Chief Financial Officer and other staff of the Corporation in maintaining fiscal integrity and by establishing clear and accurate management information. The Finance Committee is responsible for the review and presentation of the annual operations budget and annual fiscal reports and for developing policies and procedures for expenditures of Corporation funds and the auditing of the Corporation's accounts. The Chief Financial Officer shall serve as an ex-officio member of the Finance Committee, without vote.

(c) Nominating and Bylaws Committee. The Nominating and Bylaws Committee shall consist of not less than three (3) Directors. The chair shall be a Director appointed by the Chair of the Board. The Nominating and Bylaws Committee shall be responsible for recommending to the members of the Board candidates for Directors to be elected and officers to be appointed at the annual meetings or at such times as may be appropriate, such recommendations to include primary clients, parents or guardians of clients, members of professional and community organizations, and members of the public at large. In doing so, the Nominating and Bylaws Committee shall commence activities in the fourth (4th) calendar quarter of each year to recommend candidates to fill vacancies on the Board that are scheduled to occur on January 31st of each year. The Nominating and Bylaws Committee is responsible to ensure that each candidate recommended fulfils the requirements of these bylaws and the laws and regulations applicable to Directors of the Corporation. The Nominating and Bylaws Committee shall also review the bylaws at least annually, and recommend amendments as it may deem appropriate to the Board.

(d) Personnel Committee. The Personnel Committee shall consist of not less than three (3) Directors. The chair shall be a Director appointed by the Chair of the Board. The Personnel Committee shall review and make recommendations to the Board of Directors on matters relating to classification and personnel practices of the Corporation, to include pay scales, fringe benefits, employee relations, and equal employment opportunity.

(e) Client Advisory Committee. The Client Advisory Committee shall consist of not less than three (3) Directors who have a developmental disability. The Client Advisory Committee shall also be composed of community representatives with developmental disabilities that are appointed by the Chair of the Board. The Client Advisory Committee shall provide advice, guidance, recommendations, and technical assistance to the Board of Directors in order to assist the Corporation in carrying out its mandated functions relative to persons with developmental disabilities.

(f) Defined Benefit Plan Investment Committee. The Defined Benefit Plan Investment Committee shall consist of the Chair of the Board of Directors, the Chair of the Personnel Committee, the Chair of the Finance Committee, the Executive Director, the Chief Financial Officer, and a person knowledgeable in investment strategies selected by the Chair of the Personnel Committee. If any one of such persons cannot serve as a member of the Defined Benefit Plan Investment Committee, the Chair of the Board of Directors shall appoint a designee. The Chair of the Personnel Committee shall chair the Defined Benefit Plan Investment Committee. The Defined Benefit Plan Investment Committee is responsible for the investment of the defined benefit plan assets in accordance with the Investment Policy Statement adopted by the Corporation. The Defined Benefit Plan Investment Committee shall report on the Corporation's retirement investment accounts to the Board of Directors at least annually.

(g) Vendor Advisory Committee. The Chair of the Board of Directors shall appoint a committee composed of a wide variety of persons representing the various categories of providers from which the Corporation purchases client services. The Vendor Advisory Committee shall provide advice, guidance, recommendations, and technical assistance to the Board of Directors in order to assist the Corporation in carrying out its mandated functions. The Vendor Advisory Committee shall designate one of its members to serve as an ex-officio member of the Board of Directors. The Vendor Advisory Committee shall have no legal authority to act for the Corporation, but shall report its findings and recommendations to the Board of Directors.

[Rev. 6/03; 5/05; 7/11; 5/14; 7/15; 10/17]

(h) Audit Committee. The Audit Committee shall consist of members appointed by the Board of Directors. The number of members of the Audit Committee shall be determined by the Board, and the members may include persons who are, or are not Directors, but shall not include any staff of the Corporation, or the Corporation's Chief Executive Officer, Chief Financial Officer or Treasurer, or any person who has a material financial interest in any entity doing business with the Corporation. The Audit Committee shall be separate from the Finance Committee. Members of the Finance Committee may also serve on the Audit Committee; however, the Chair of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than fifty percent (50%) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by Directors for service on the Board of Directors. The Audit Committee may hire outside expert consultation. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for:

- (i) Recommending to the Board of Directors the retention and termination of the Corporation's independent auditor;
- (ii) Negotiating the independent auditor's compensation on the Board of Directors' behalf;

(iii) Conferring with the auditor to satisfy the Audit Committee that the financial affairs of the Corporation are in order;

(iv) Reviewing and determining whether to accept the audit prepared by the independent auditor.

If the independent auditor performs any nonaudit services for the Corporation, the Audit Committee shall also be responsible for

(i) assuring that those services conform with standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book), and any standards for auditor independence in the performance of nonaudit services prescribed by the Attorney General's regulations, including standards different from those set forth in the Yellow Book; and

(ii) approving the performance by the independent auditor of those services.

Section 2. Additional Committees. The Board of Directors may appoint one or more additional committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board of Directors, and delegate to such committee(s) any of the authority of the Board of Directors except as provided in Section 5, below. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. All members of any committee shall serve at the pleasure of the Board of Directors.

[Rev. 7/15]

Section 3. Advisory Committees. The Board of Directors may appoint one or more advisory committees each consisting of Directors, non-directors, or Directors and non-directors. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

[Rev. 6/03; 7/11; 7/11; 7/15]

Section 4. Task Forces. From time to time on an as needed basis, the Board of Directors may create one or more temporary task forces, the members of which shall be Directors, to study and report to the Board on specific matters which may include, for example, opportunities the Corporation may pursue, succession planning, critical or urgent matters, or any other issues the Board may request. The members and Chair of each task force shall be appointed by the Board. When creating a task force, the Board of Directors shall set the specific charge of the task force and its duration. The task force shall not exceed the scope of its charge or duration without approval of the Board. Task forces shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors. The provisions in these Bylaws generally applicable to committees shall apply to task forces.

Section 5. Meetings and Actions of Committees. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article III applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

[Rev. 9/86; 8/00; 7/15]

Section 6. Prohibited Delegation of Authority. The Board of Directors shall not delegate to any committee any of the following authority:

(a) The approval of any action for which the Nonprofit Public Benefit Corporation Law also requires approval of members or approval of a majority of all members (notwithstanding that this Corporation does not have members within the meaning of Section 5056 of the Nonprofit Corporation Law);

(b) The filling of vacancies on the Board of Directors or in any committee;

(c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;

(d) The amendment of the articles of incorporation or the amendment or repeal of the bylaws or the adoption of new bylaws;

(e) The amendment or repeal of any resolution of the Board of Directors;

(f) The appointment of committees of the Board of Directors or the members thereof;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;

(h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the Nonprofit Corporation Law;

(i) The sale of substantially all assets of the Corporation which is not in the usual course of business; or

(j) A merger or dissolution of the Corporation.

[Rev. 7/11; 7/15]

ARTICLE VI

General Provisions

Section 1. Voting Shares. The Corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in the absence of any such appointment, by the Chair of the Board or by any other officer, if also a Director and, in such case, such officers or any of them, may likewise appoint a proxy to vote said shares.

[Rev. 8/95]

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation and any and all securities owned or held by the Corporation requiring signature for the transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors or the Executive Committee.

Section 3. Endorsement of Documents; Contracts. Subject to the provisions of applicable laws, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by any officer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instruments may be signed by any other

person or persons and in such manner as from time to time shall be determined by the Board of Directors or the Executive Committee, and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 4. Annual Report and Statement of Certain Transactions. The Treasurer shall cause an annual report to be prepared and sent to each Director and officer of the Corporation, and such other persons as are designated by the Board of Directors no later than 120 days after the close of the fiscal year. The annual report shall be prepared in conformity with the requirements of Section 6321 of the Nonprofit Corporation Law, and if approved by the Board of Directors, may be sent along with any accompanying material by electronic transmission. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. As part of the annual report referred to above, or as a separate document if no annual report is issued, the Board of Directors shall cause an annual statement of any transaction or indemnification of the kind described in Sections 6322(d) or 6322(e) of the Nonprofit Corporation Law, if any such transaction or indemnification took place, to be prepared and sent to each Director of the Corporation no later than 120 days after the close of the Corporation's fiscal year. [Rev. 7/11; 10/17]

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Nonprofit Corporation Law and in the Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. All references in these bylaws to the Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law, shall be to the relevant provisions of the California Corporations Code now in effect and as hereafter amended. The section, subsection, and paragraph headings in these bylaws are included for convenience only and shall not be used in any manner to interpret, construct, define, or to limit or extend the scope, intent or extent of these bylaws or the provisions hereof.

[Rev. 7/11; 7/15; 10/17]

Section 6. Gender. As used in these bylaws, the masculine gender shall include both the masculine and the feminine gender.

Section 7. Public Inspection of Documents. The Corporation shall comply with the provisions of Section 6104 of the Internal Revenue Code and Section 301.6104(d) et. seq. of the Internal Revenue Regulations to provide copies of the following documents to members of the public who make a request for public inspection of documents:

(a) The Corporation's Application for Recognition of Exemption (Form 1023) filed with the Internal Revenue Service ("IRS");

(b) All documents submitted to the IRS in support of such Application;

(c) All documents issued by the IRS with respect to the Application; and

(d) All annual returns (e.g., Form 990, 990 PF or 990 EZ) filed with the IRS for the last three (3) accounting years preceding the request, provided however, information related to the names and addresses of contributors to the Corporation need not be included in the annual returns made available to members of the public. [Rev. 7/11; 10/17]

Section 8. Amendment of Bylaws. These bylaws and any part thereof may be amended and

repealed and new bylaws may be adopted by the affirmative vote of a majority of the Directors.
[Rev. 7/11]

ARTICLE VII

Indemnification of Corporation's Agents

Section 1. Indemnification In General. Subject to the terms, conditions, restrictions and limitations set forth in this Article VII, the Corporation shall, to the extent legally permissible under Section 5238 of the Nonprofit Corporation Law, indemnify its officers, Directors, agents and employees against expenses and liabilities reasonably incurred in connection with legal proceedings in which the officer, Director or employee may become involved in his or her capacity as a Director, officer or employee. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights that any such persons may be entitled, shall continue as to persons who have ceased to be Directors, officers, agents or employees, and shall inure to the benefit of the heirs and personal representatives of the persons entitled to indemnification.
[Rev. 7/11; 5/14]

Section 2. Rights Notwithstanding Amendment of this Article. No amendment or repeal of the provisions of this Article which adversely affects the right of a person to be indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred prior to such amendment or repeal, unless such amendment or repeal was voted for or was made with the written consent of such person to be indemnified. [Rev. 7/11]

Section 3. Definitions. For purposes of this Article VII, the terms "agent", "proceeding" and "expenses" shall have the following meanings:

(a) "agent(s)" 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 member, director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a member, director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation;

(b) "proceeding(s)" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) "expenses" means, and includes without limitation reasonable attorneys' fees, and any expenses of establishing a right to indemnification under Section 6 or Section 7, below.
[Rev. 7/11; 5/14]

Section 4. Indemnification in Proceedings by Third Parties. The Corporation shall indemnify any agent who was or is a party, or is threatened to be made a party, to any proceeding (other than a proceeding by or in the right of the Corporation to procure a judgment in its favor, a proceeding brought under Section 5233 of the Nonprofit Corporation Law, or a proceeding 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 agent 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 agent acted in good faith and in a manner he or she 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 his or her conduct 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 agent did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. [Rev. 7/11]

Section 5. Indemnification in Proceedings by or in the Right of the Corporation. The Corporation shall indemnify any agent who was or is a party, or is threatened to be made a party, to any threatened, pending or completed proceeding by or in the right of the Corporation, or brought under Section 5233 of the Nonprofit Corporation Law (self-dealing transactions), 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 the Corporation's favor by reason of the fact that such agent is or was an agent of the Corporation, against expenses actually and reasonably incurred by such agent in connection with the defense or settlement of such proceeding if he or she acted in good faith, in a manner that he or she 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 indemnification shall be made under this Section 5:

(a) in respect of any claim, issue or matter as to which such agent shall have been adjudged to be liable to the Corporation in the performance of his or her 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 agent 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 proceeding, with or without court approval; or

(c) of expenses incurred in defending a threatened or pending proceeding which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General. [Rev. 7/11]

Section 6. Indemnification Against Expenses After Success on Merits. To the extent an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 4 or 5, above, 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. [Rev. 7/11]

Section 7. Approval of Indemnification; Required Determinations. Except as provided in Section 6, above, upon the Corporation's receipt of a written request by a person seeking indemnification under this Article VII, the Board of Directors shall promptly determine whether indemnification is authorized by this Article in the specific case. Additionally, with respect to proceedings described in Sections 4 or 5, above, the Board shall make a determination of whether indemnification of the agent is proper because the agent has met the applicable standard of conduct set forth in Sections 4 or 5, above. Such determinations shall be made 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, 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.

[Rev. 7/11; 5/14; 10/17]

Section 8. Corporation's Advance of Expenses to Agent. Expenses incurred in defending any proceeding may be advanced to the agent by the Corporation prior to the final disposition of such proceeding upon the Corporation's receipt of an undertaking by or on behalf of the agent to repay the amount advanced unless it is ultimately determined that the agent is entitled to indemnification under this Article VII. [Rev. 7/11]

Section 9. Other Indemnification. No provision made by the Corporation to indemnify its agents or its subsidiary's agents for the defense of any proceeding, whether contained in the Corporation's articles of incorporation, these bylaws, a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such agents may be entitled by contract or otherwise. [Rev. 7/11]

Section 10. Other Restrictions on Indemnification. The Corporation shall not provide indemnification or advance any expenses under this Article VII, except as provided in Section 6 or Section 7, above, in any circumstance where it appears:

(a) that it would be inconsistent with a provision of the articles of incorporation, these bylaws, a resolution of the Directors, 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 of any proceeding.

[Rev. 7/11; 5/14]

Section 11. 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 provisions of this Article VII, 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 Nonprofit Corporation Law.

Section 12. Indemnification of Fiduciaries of Retirement and Benefit Plans. The Corporation shall indemnify and purchase and maintain insurance on behalf of any agent (as defined in Section 3(a), above), acting in his or her capacity as a trustee, investment manager, or other fiduciary (herein, "Fiduciary") of any pension, deferred compensation, saving, thrift, and other retirement incentive and benefit plans, trusts, and provisions maintained by the Corporation for any or all of its directors, officers, employees, and persons providing services to the Corporation or to the Corporation's subsidiary or related or associated corporations, if any, (herein, "Plan"), as permitted by Section 5140(f) of the Nonprofit Corporation Law. The indemnification of a Fiduciary of a Plan under this Section 12 shall be in lieu of indemnification under Sections 1 through 11 of this Article VII. Such Sections 1 through 11 shall not apply to any proceeding against a Fiduciary of a Plan (even though the Fiduciary may be an agent as defined in Section 3(a), above).

[Rev. 7/11; 10/17]