

**SECOND RESTATEMENT OF BYLAWS OF
SOUTH CENTRAL LOS ANGELES REGIONAL CENTER FOR
DEVELOPMENTALLY DISABLED PERSONS, INC.**

ARTICLE I

OFFICES AND SEAL

Section 1.1 Offices

The principal office for the transaction of the business of South Central Los Angeles Regional Center for Developmentally Disabled Persons, Inc. ("the Corporation") ("principal office") shall be located in the County of Los Angeles, State of California. The Corporation may also have such other office or offices within or without the County of Los Angeles, State of California, as the Board of Directors may, from time to time, establish.

Section 1.2 Seal

The Corporation may have a corporate seal, and the same shall have inscribed thereon the name of the Corporation, the date of its incorporation and the word "California."

ARTICLE II

NON-MEMBERSHIP CORPORATION

The Corporation shall not have members. Any action which would otherwise require approval of members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Composition

(a) The number of Directors of the Corporation shall not be less than twelve (12) nor more than seventeen (17) with the exact number of Directors to be fixed (within the limits hereinabove specified) by resolution of the Board of Directors.

(b) The Board of Directors shall conform to the following criteria:

(1) The Board of Directors shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities.

(2) The Board of Directors shall include persons with legal, management, public relations and developmental disability program skills.

(3) The Board of Directors shall include representatives of each of the various categories of disability to be served by the regional center operated by the Corporation (the "Regional Center").

(4) The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the Regional Center.

(5) A minimum of one-half (50%) of the members of the Board of Directors shall be persons with developmental disabilities or their parents or legal guardians or siblings.

(6) Persons with developmental disabilities shall comprise no less than twenty-five percent (25%) of the members of the Board of Directors, or the Board of Directors shall issue a finding to the Department of Developmental Services and the local Area Board as to why this is not achievable. The Regional Center shall provide necessary training and support to all Directors with developmental disabilities to facilitate their understanding and participation.

(7) The Board of Directors shall conform to such other membership criteria as are required by law.

(c) The person designated by the Vendor Advisory Committee in accordance with the provisions of Welfare & Institutions Code section 4622, subdivision (a)(7) to serve as a member of the Board of Directors shall, ex-officio, with vote (except as restricted by law or by these Bylaws), be one of the members of the Board of Directors. However, such person shall not do any of the following:

(1) Serve as an Officer of the Board of Directors or of the Corporation;

(2) Vote on any fiscal matter affecting the purchase of services from any Regional Center provider (as used herein, the term "fiscal matter" includes, but is not limited to, setting purchase of service priorities, transferring funds to the purchase of service budget, and establishing policies and procedures with respect to services); or

(3) Vote on any issue other than those described in paragraph (2) hereinabove, in which said member has a "financial interest" as defined in Section 87103 of the California Government Code.

Furthermore, any person whose membership on the Board of Directors is pursuant to this Subsection (c) of Section 3.1 shall provide the Board of Directors with a list of any and all of his or her "financial interests" as such interests are described in Section 87103 of the California Government Code, and as determined by the Board of Directors.

Section 3.2 Qualifications

(a) No person shall serve as a Director for more than six years in any eight-year period.

(b) No Director shall:

(1) Be an employee of the State Department of Developmental Services or any state or local agency which provides services to a consumer of the Regional Center, if employed in a capacity which includes administrative or policy making responsibility, or responsibility for the regulation of the Regional Center.

(2) Be an employee or a member of the State Council on Developmental Disabilities ("State Council") or an Area Board on Developmental Disabilities ("Area Board").

(3) Have a "financial interest", as defined in Section 87103 of the California Government Code, in the operations of the Regional Center, except as a consumer of its services.

(4) Except as otherwise provided for the one member of the Board of Directors selected by the Vendor Advisory Committee, as described in Section 3.1(c) hereof, be an employee or member of the governing board of any entity from which the Corporation purchases consumer services.

(5) Otherwise be a person barred from serving on the Board of Directors by law or government regulation.

(c) As required by law (the Lanterman Developmental Disabilities Services Act [the "Lanterman Act"] Welfare & Institutions Code section 4500, and following) or government regulation (Title 17 of the California Code of Regulations), each member of the Board of Directors shall file annually with the Board of Directors a statement declaring, under penalty of perjury, that such Director has neither a conflict of interest nor a potential conflict of interest as defined pursuant to said law or government regulation, except that the member of

the Board of Directors designated by the Vendor Advisory Committee as described in Section 3.1(c) hereof shall file the list of "financial interests" and be subject to the voting restrictions described in said Section 3.1(c).

Section 3.3 Freedom From Liability

No Director of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 3.4 Terms of Office

(a) Except as hereinabove provided, the term of office for each Director (with the exception of ex-officio Directors) shall expire immediately following the election of Directors at the annual meeting which is held in the third calendar year after the calendar year in which such Director's term commenced. Notwithstanding the foregoing, the term of office of the Director designated by the Vendor Advisory Committee as described in Section 3.1(c) hereof may be sooner terminated pursuant to the provisions of Section 4.6(c) hereof.

(b) The term of office of a Director elected to fill a vacancy in the Board of Directors caused by the expiration of a prior term of a Director shall commence immediately upon the expiration of said prior term.

(c) The term of office of a Director elected to fill a vacancy in the Board of Directors caused by death, resignation or removal of a Director shall commence immediately upon such new Director's election and shall end at the time when the term of office of the deceased, resigned or removed Director would have ended.

Section 3.5 Election

Except for the directorship provided for in Section 3.1(c) hereof and except for election of Directors to fill vacancies created by death, resignation or removal (which elections may take place at any meeting of the Board of Directors), Directors shall be elected at the annual meeting of the Board of Directors. Nominations shall be received for each place on the Board of Directors for which a Director is to be elected, and may be made either by the Executive Committee or by nomination from the floor by a Director at a meeting at which the election is to take place. A majority of the votes cast for such place shall elect the Director to fill that place. In the event that more than one person is nominated for a given place on the Board of

Directors, balloting for that place shall be by secret ballot.

Section 3.6 Vacancies

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

Section 3.7 Powers

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

(a) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation.

(b) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, for the guidance of and the management of the affairs of the Corporation.

(c) To appoint and remove all Officers of the Corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and fix the compensation of the Chief Executive Officer.

(d) To establish the policies of the Corporation and to determine the method or plan under which the powers of the Corporation shall be exercised in furtherance of the purposes stated in the Articles of Incorporation.

(e) To establish, in addition to the standing committees hereinafter provided for, such committees as the Board of Directors may deem necessary or desirable, and to fix the duties and powers of said other committees.

(f) To do, perform and transact all other business and acts which this Corporation by the laws of the State of California is permitted to do, transact and perform.

Section 3.8 Duties

The Directors shall:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws.

(b) Cause to be kept open to inspection by any person entitled thereto and making proper demand therefore, among other things, a book of minutes of all meetings of the Board of Directors of the Corporation, and adequate and correct books of account of the properties and business transactions of the Corporation, all in the form prescribed by law and showing the details required by law. The Board of Directors shall designate by resolution where such records shall be kept; in the absence of any such designation, such records shall be kept at the principal office of the Corporation.

(c) Meet at such times and places as required by these Bylaws.

(d) Within 120 days after the end of the Corporation's fiscal year, cause to be prepared and delivered to each Director an annual report containing the following information, in appropriate detail, for the fiscal year:

(1) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year, with a separate listing for the Social Security Supplemental Custodian Account.

(2) The principal changes in assets and liabilities, including trust funds.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

(4) The expenses or disbursements of the Corporation for both general and restricted purposes.

(5) Any information required by Section 3.8(e) of these Bylaws.

The annual report shall be accompanied by any report on it of 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 Corporation's books and records.

(e) As a part of the annual report referred to in Section 3.8(d), above, the Corporation shall annually furnish to each Director a statement briefly describing any

indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation as authorized by Section 10.1 of these Bylaws.

(f) The Board of Directors shall annually review the performance of the Chief Executive Officer of the Corporation.

Section 3.9 Limitation

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

Section 3.10 Compensation

The Chairman of the Board, all Vice Chairs, the Secretary, the Treasurer, and all of the Directors of the Corporation shall serve without compensation for any services rendered by them to the Corporation as such officer or Director. However, the immediately preceding sentence of the within Section 3.10 shall not operate to preclude any corporate officer or Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Officer or Director in his or her capacity as such officer or Director.

Section 3.11 Meetings

(a) Regular Meetings

The Board of Directors shall hold regular meetings at least quarterly, at dates and times fixed by resolution of the Board or by written consent of a majority of the Board. A regular meeting shall be held on the fourth (4th) Tuesday in June of each year if not a legal holiday, and if a legal holiday, then on the next succeeding Tuesday which is not a legal holiday, which meeting shall be designated the Annual Meeting and at which meeting the Board of Directors shall elect officers. The Chairman of the Board shall have the right to postpone any year's Annual Meeting to a date not later than forty-five (45) days after June 30 of that year, by giving written notice to the Secretary of the date selected for such meeting not less than (30) days before such date.

(b) Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, or if the Chairman of the Board be absent or be unable to act or refuse to act, then by any Vice Chair or by any six (6) Directors, which call shall be in writing and filed with the Secretary of the Corporation.

(c) Notice

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

(d) Notice Pursuant to Written Request

Notice of Board meetings and of any Committee of the Board of Directors which exercises authority delegated to it by the Board of Directors shall be provided to any person who requests notice in writing. Such notice shall be mailed at least seven (7) days in advance of each meeting. Such notice shall include the date, time and location of, and a specific agenda for the meeting which shall include an identification of all substantive topic areas to be discussed. No item shall be added to the agenda subsequent to the provision of this notice. Provided, however, that the notice requirements contained in the within Subsection (d) shall not preclude the Board of Directors from taking action on any urgent request made by the California Department of Developmental Services, not related to purchase of service reductions, for which notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of Regional Center services, an emergency meeting may be called without complying with the advance notice requirements outlined above

in the within Subsection (d). "Emergency situation" means any activity which severely impairs public health, safety, or both as determined by a majority of the members of the Board of Directors. In these situations, advance notice shall be provided if practicable. In addition, Area Board 10 shall be notified by telephone of each emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed immediately to those persons who request notice of meetings in writing.

(e) Open Meetings

All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided in this Subsection (e) or in Section 3.11(f). Board meetings shall be open and public in accordance with all of the following provisions:

(1) A copy of Article 3 of Chapter 5 of Division 4.5 of the Welfare and Institutions Code shall be provided to each member of the Board of Directors upon his or her assumption of Board membership.

(2) For purposes of this Section 3.11, Board meetings shall include meetings conducted by any committee of the Board of Directors which exercises authority delegated to it by the Board of Directors. However, Board meetings shall not be deemed to include Board retreats planned solely for educational purposes.

(3) At each Board meeting, time shall be allowed for public input.

(4) Any person attending an open and public meeting of the Board of Directors shall have the right to record the proceedings on a tape recorder in the absence of a reasonable finding by the Board of Directors that such recording constitutes, or would constitute, a disruption of the proceedings.

(f) Closed Meetings

(i) The Board of Directors may hold a closed meeting to discuss or consider one or more of the following:

(1) Real estate negotiations.

(2) The appointment, employment, evaluation of performance, or dismissal of a Regional Center employee.

(3) Employee salaries and benefits.

(4) Labor contract negotiations.

(5) Pending litigation.

(ii) Any matter specifically dealing with a particular Regional Center consumer must be conducted in a closed session, except where it is requested that the issue be discussed publicly by the consumer, the consumer's conservator, or the consumer's parent or guardian, where the consumer is a minor. Minutes of closed sessions shall be kept by the designated officer or employee of the Regional Center, but these minutes shall not be considered public records. Prior to and directly after holding any closed session, the Board of Directors shall state the specific reason or reasons for the closed session. In the closed session, the Board may consider only those matters covered in its statement of reason or reasons for the meeting.

(iii) The Board of Directors may hold a closed session regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Regional Center in litigation. Litigation shall be considered pending when any of the following circumstances exist:

(1) Any adjudicatory proceeding to which the Regional Center is a party has been initiated formally.

(2) A point has been reached where, based upon existing facts and circumstances and the advice of legal counsel, it is determined that there is a significant exposure to litigation against the Regional Center.

(3) Based upon existing facts and circumstances, the Regional Center has decided to initiate or is deciding whether to initiate litigation.

(iv) Prior to holding a closed session pursuant to subdivision (iii) of this Subsection (f), the Board of Directors shall state publicly to which portion of said subdivision (iii) it is pursuant, i.e., which kind of pending litigation will be discussed.

(g) Materials Distributed

Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting, shall be considered public records, except those materials distributed during and directly related to a closed session authorized under Subsection

(f) of this Section 3.11. Writings which are distributed prior to commencement of a Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during a Board meeting shall be made available for public inspection at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of the public record distributed pursuant to this Subsection.

(h) Location of Meetings

No meeting, conference, or other function shall be conducted by the Regional Center in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex or handicap. All Board meetings shall be held in facilities accessible to persons with physical disabilities.

(i) Violation of Open Meeting Requirements

Any action taken by the Board in violation of Subsections (d) through (h) of this Section 3.11, is null and void.

(j) Inapplicability of Subsections (d) through (h) to Non-Regional Center Affairs

The provisions set forth in Subsections (d) through (h) of this Section 3.11 shall not apply to the corporate affairs of the Board of Directors which have no relationship to the role and responsibility of the Regional Center.

(k) Conduct of Meetings

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

(l) Quorum

A quorum of the Board of Directors shall consist of the lesser of (i) seven (7) Directors or (ii) forty percent (40%) of the Directors then in office.

3.12 Removal of Directors

(a) Any Director may be removed as a Director with or without cause at any time by resolution duly adopted by the Board of Directors of the Corporation at a duly held meeting

of the Board of Directors, provided that both of the following two conditions are satisfied:

(1) Notice of intention to offer a resolution for such removal is mailed to each Director of the Corporation not less than seven (7) days prior to the date of adoption of such resolution; and

(2) At least two-thirds (2/3) of the full number of persons who at the time are Directors vote in favor of such removal.

(b) If any Director of the Corporation be absent for three (3) meetings of the Board of Directors in a calendar year, such Director shall be automatically removed from the office as a Director at the conclusion of the next meeting of the Board of Directors following such absences, unless the Board votes to reinstate the aforesaid Director and waive the provisions of this subsection. Notice of such three (3) absences and of the immediately preceding sentence of these Bylaws shall be included by the Secretary in the notice of the meeting of the Board of Directors of the Corporation next succeeding the last of such three (3) absences. Notwithstanding the foregoing provisions of this subsection (b), the Board may, by majority vote, on written application by a Director setting forth good cause therefore, grant a leave of absence for not to exceed three (3) Board meetings in a calendar year.

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

Section 3.14 Vacancies

(a) Occurrence

Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the size of the Board of Directors is increased; (3) on failure of the Directors to elect the full number of Directors authorized; and (4) upon the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty arising under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5238). For purposes of this subsection (a), if a Director has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty

arising under said Article 3 of the California Corporations Code and the Board of Directors does not declare a vacancy in the office of a Director within thirty (30) days after such order of court becomes final, then any Director may file a complaint with the superior court of the proper county to remove such Director from office. The Board of Directors may declare vacant the office of any Director upon the additional ground that such Director has failed or ceased to meet any required qualification that was in effect at the beginning of that Director's current term of office.

(b) Filling Vacancies

Vacancies caused by the death or resignation of a Director or Directors, or by removal as provided in these Bylaws, or by an amendment increasing the size of the Board of Directors authorized, shall be filled by a majority of the Directors then in office, except that a vacancy in the Directorship held by the member of the Vendor Advisory Committee designated pursuant to Section 4.6(c) hereof shall be filled by a new Director designated by said Committee. The person filling a vacancy pursuant to this subparagraph (b) shall hold office as a Director until the expiration of the term of office of the Director whose vacancy he or she is elected to fill, or, if the vacancy is created by an amendment increasing the size of the Board of Directors, until the expiration of the term designated for such office.

(c) Reduction of Number

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

ARTICLE IV

COMMITTEES

Section 4.1 Standing Committees

The Corporation shall have:

- (a) An Executive Committee;
- (b) A Finance Committee;
- (c) A Personnel Committee;
- (d) A Vendor Advisory Committee;

- (e) A Special Projects Committee;
- (f) A Consumer Services Committee; and,
- (g) Such other committees as the Board of Directors may deem advisable to assist it from time to time.

Except as otherwise provided in these Bylaws, the Board of Directors shall specify the duties and reporting schedules of each committee. Except as otherwise provided in these Bylaws, the Chairman of the Board shall appoint all committee members and select a committee chairperson.

Section 4.2 Executive Committee

(a) Composition

The Executive Committee shall consist of the Chairman of the Board, the Vice-Chair, the Secretary, and the Treasurer. The Chairman of the Board shall be the chairperson of the Executive Committee.

(b) Authority and Duties

The Executive Committee shall have such duties as the Board of Directors may, from time to time, determine or delegate to it, including, but not limited to the following:

- (1) Nominations:
 - (i) The Executive Committee shall be responsible for seeking out, selecting and recommending to the Board, candidates for election as Directors and Officers of the Corporation when vacancies exist or are projected to exist in the immediate future. Candidates for election as Directors and Officers at an annual meeting shall be presented to the Secretary of the Board of Directors not later than thirty (30) days prior to that annual meeting.
 - (ii) The Executive Committee shall also be responsible for seeking out and selecting qualified candidates for presentation and election, pursuant to Section 4.6 of these Bylaws, as members of the Vendor Advisory Committee. The slate of candidates for membership on the Vendor Advisory Committee, whether for initial membership or to fill vacancies on said Committee, shall be presented to the Board of Directors at such time as the Board shall designate, and in the absence of such designation, shall be presented at a regular meeting of the Board of Directors held before the Board meeting at which appointments to said Committee are

to be made.

(2) **Bylaws:**

The Executive Committee shall meet from time to time for the purpose of reviewing the Bylaws and recommending to the Board of Directors amendments to the Bylaws.

(c) **Restrictions**

The Board shall not have the power to delegate to the Executive Committee the following:

(1) The power to adopt, amend or repeal the Articles of Incorporation or these Bylaws;

(2) The power to act contrary to the policies established by or prior actions of the Board of Directors;

(3) The power to fill vacancies on the Board of Directors or on the Executive Committee;

(4) The power to fix compensation of Directors for serving on any committee, which power the Board of Directors itself shall not have;

(5) The power to expend, or authorize the expenditure of, corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;

(6) The power to approve any self-dealing transaction.

(7) The power to remove the Chief Executive Officer.

(d) **Necessity for Prior Authorization or Subsequent Ratification of Actions**

No action of the Executive Committee shall bind the Corporation in any way or to any extent unless either;

(i) Prior to such action by the Executive Committee, the Board of Directors has by resolution lawfully delegated to the Executive Committee the power to take such action; or

(ii) Such action is expressly ratified by resolution of the Board of Directors.

(e) **Meetings and Notice**

Meetings of the Executive Committee shall be held at the call of the Chairman of the Board or any two (2) members of said Committee. Notice of the meeting shall be given to each member of the Executive Committee in the same manner as notice of regular and special meetings of the Board of Directors, as specified in Section 3.11 of these Bylaws.

Section 4.3 Finance Committee

The Finance Committee shall review monthly financial reports on behalf of the Board of Directors, review outside independent financial audits, recommend actions for selecting an auditing firm to conduct an audit, and provide financial counsel. The Treasurer shall be the chairperson of the Finance Committee. The Finance Committee shall also be responsible for the following:

(a) Recommendations for approval of personnel policies, study and make recommendations, annually, to the Board of Directors regarding wage and comparability standards, review and make recommendations to the Board of Directors regarding changes in job descriptions and job qualifications, and review and make recommendations to the Board of Directors regarding the salary range for the Executive Director.

Section 4.6 Vendor Advisory Committee

(a) 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 the Corporation's mandated functions. The Vendor Advisory Committee shall be comprised of a wide variety of persons representing the various categories of providers from which the Corporation purchases consumer services (hereinafter referred to as "service providers"). The exact number of members of said Committee shall, from time to time, be fixed by the Board of Directors.

(b) The members of the Vendor Advisory Committee shall be elected as such by the Board of Directors and shall each serve for a two-year term. Vacancies on said Committee caused by death, resignation or removal shall be filled by the Board of Directors for the balance of the term of the Committee member who died, resigned, or was removed.

(c) The Vendor Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors as described in Section

3.1 (c) hereof. Such representative shall serve as a Director for a two (2) year term or until the occurrence of one of the following events, whichever occurs first: (a) his or her successor is designated by said Committee, (b) his or her resignation, (c) his or her removal at the pleasure of said Committee, (d) the expiration of his or her term as a member of said Committee. A vacancy in the position of such representative caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the representative who died, resigned, or was removed.

(d) The Vendor Advisory Committee shall meet quarterly or at such more frequent other intervals as may be designated by the Board or by said Committee.

Section 4.7 Special Projects Committee

The Special Projects Committee shall develop and implement a fund development program and participate in fund raising activities for the Corporation. This Committee shall also be responsible for the following:

- (a) Coordinating special events as determined by the Executive Committee;
- (b) Developing public relations policies for the Corporation.

Section 4.8 Consumer Services Committee

The Consumer Services Committee shall ensure that the Regional Center program conforms to the program policies adopted by the Corporation for the Regional Center, with the law, and with the provisions of the Corporation's contract with the State Department of Developmental Services for the operation of the Regional Center.

Section 4.9 Special/Ad Hoc Committees

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

Section 4.10 Quorum

A majority of the members of a committee shall constitute a quorum, and any transactions of a committee shall require a majority vote of the quorum present at any meeting. Each member of a committee, including the person presiding at the meeting, shall be entitled to

one (1) vote.

Section 4.11 Removal of Members

The Board of Directors may remove at any time, with or without cause, a member or members of any committee. Such action shall require the vote of a majority of the Directors then in office.

Section 4.12 Limitation On Authority

Except as expressly delegated to any particular Committee by these Bylaws or by resolution of the Board of Directors, no Committee shall have any authority to take any action, make any expenditure or incur any liability in the name of or on behalf of the Corporation. Further no Committee may be delegated any authority which would otherwise be exercised by the Board of Directors unless all of the members of the Committee are also members of the Board of Directors, or unless all of the actions proposed by such Committee are ratified by the Board of Directors.

Section 4.13 Minutes

Each Committee shall cause minutes of its proceedings to be kept and promptly furnish copies of said minutes to the Board of Directors.

ARTICLE V

OFFICERS

Section 5.1 Number and Titles

The Officers of the Corporation shall be a Chairman of the Board, a Vice-Chair, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice-Chairs, one or more Assistant Secretaries and one or more Assistant Treasurers. No person may hold more than one office except that the Chairman of the Board may not serve concurrently as the Secretary or the Treasurer.

Section 5.2 Qualifications, Election, Term of Office And Vacancies

(a) Officers of the Corporation shall be elected by the Board of Directors at its annual meeting. The term of office of each elected officer shall begin immediately upon his or her election. In all cases, officers shall be elected from among any of the Directors then serving other than the Director selected by the Vendor Advisory Committee pursuant to

Section 4.6(c) hereof. Each Officer shall serve for a one-year term or until:

- (1) his or her successor is elected,
- (2) his or her resignation,
- (3) his or her death,
- (4) his or her removal at the pleasure of the Board of Directors, or
- (5) the expiration of his or her term as a Director, whichever occurs first.

No person shall serve more than three (3) full consecutive terms in the same office. As used in the immediately preceding sentence, the phrase "consecutive terms" means "terms not separated from one another by at least twelve (12) months." Any vacancy among the Officers caused by resignation, removal or death of an officer shall be filled by the Board of Directors for the unexpired term of the Officer whose office has become vacant. Should a vacancy occur in any office as a result of resignation, removal or death, the Board of Directors may delegate the powers and duties of such office to any other Director until such time as a successor for such office has been selected by the Board.

(b) A list of nominees for officers shall be provided to the Secretary of the Board of Directors by the Executive Committee not later than thirty (30) days prior to the annual meeting of the Board of Directors. Opportunity for additional nominations by any Directors shall be provided immediately prior to the commencement of balloting.

(c) An Officer may be removed with or without cause prior to the expiration of his or her term by a majority vote of the total number of Directors then in office. Notice of this proposed action shall be mailed to the full Board by United States mail at least seven (7) days prior to the meeting at which such vote will be taken.

Section 5.3 Subordinate Officers

The Board of Directors may appoint such officers other than those hereinabove 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 from time to time may authorize.

Section 5.4 Chairman of the Board

The Chairman of the Board of the Corporation; shall preside at all meetings of the

Board of Directors and all meetings of the Executive Committee; shall, on behalf of the Corporation, execute all agreements with governmental agencies for funding of the Corporation and all leases of real property; shall, unless otherwise specified in the Bylaws, select the members of all Committees except for the Executive Committee and the Vendor Advisory Committee; appoint Chairpersons of all Committees, except for the Vendor Advisory Committee, Finance Committee and Executive Committee, and shall exercise such other powers and perform such other duties as may be prescribed by the Board of Directors, by these Bylaws or by law, or as usually vested in a chief executive officer of a California nonprofit public benefit corporation.

Section 5.5 Vice Chairs

In the absence or disability of the Chairman of the Board, the Vice Chairs, in order of their rank as fixed by the Board, or if not ranked, the Vice Chair designated by the Board, shall perform all duties of the Chairman of the Board, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Chairman of the Board. The Vice Chairs shall have such other powers and duties as may be specified by the Board.

Section 5.6 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board of Directors at the principal office of the Corporation or at such other place as the Board may order, 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 Board 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, shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws or as are usually vested in a Secretary of a California nonprofit public benefit corporation.

Section 5.7 Treasurer The Treasurer shall:

(a) Cause adequate and correct accounts of the properties and business transactions of the Corporation to be kept and maintained, which shall include all matters required by law and be in the form required by law;

(b) Make provision for the care and custody of the funds and valuables of the Corporation and make provision for the same to be deposited in the name of and to the credit of the Corporation and such depositories as the Board of Directors may designate;

(c) Make such provision for the disbursement of the funds of the Corporation as may be ordered by the Board;

(d) Render to the Chairman of the Board and Secretary and to the Board of Directors, quarterly or whenever they may request it, an account of all of his or her transactions as Treasurer, and a report and financial statement in a form satisfactory to them, showing the condition of the Corporation; and

(e) 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.

Section 5.8 Assistant Secretaries

The Assistant Secretaries, in order of their seniority as specified by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board shall prescribe.

Section 5.9 Assistant Treasurers

The Assistant Treasurers, in order of their seniority as specified by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board shall prescribe.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the President of the Corporation and the Chief Administrative Officer and as such, shall have the authority and responsibility for the day-to-day management and administration of the policies, staff, services, affairs, and resources of the Corporation, and for implementation of the policies and programs of the Corporation. The Chief Executive Officer shall, subject to the policies of the Corporation, employ, supervise, manage, control and discharge the employees of the Corporation. The Chief Executive Officer

shall advise and counsel the Board of Directors in matters of policy and shall act as a representative for the Corporation at community, state and national meetings. The Chief Executive Officer shall be responsible for the preparation and presentation of official Board minutes. The Chief Executive Officer shall attend to such other business as may be assigned, and perform all other duties prescribed, by the Board of Directors, by these Bylaws or by law.

ARTICLE VII

ADJUNCT ORGANIZATIONS

From time to time the Board of Directors of this Corporation may establish adjunct organizations, including one or more auxiliaries and one or more advisory councils. Each such group shall, subject to approval thereof by the Board of Directors of this Corporation, establish its own Constitution or Articles of Incorporation, Bylaws and rules and regulations, and all amendments thereto shall be subject to the approval of the Board of Directors of this Corporation. These Bylaws and Articles of Incorporation of this Corporation shall prevail and govern over the documents and actions of such adjunct groups.

ARTICLE VIII

ACCOUNTING YEAR AND FINANCIAL REPORT

Section 8.1 Accounting Year

The accounting year of the Corporation shall begin on the first day of July and end on the last day of June in the following year, unless changed by resolution of the Board of Directors.

Section 8.2 Annual Report

As specified in Section 3.8 hereof, the Board of Directors shall cause to be sent to each Director, not later than one hundred and twenty days (120) after the close of the Corporation's fiscal year, an annual report containing the information required by subsection (a) of Section 6321 of the California Corporations Code and any information required by Section 6322 of the California Corporations Code. Said annual report shall be accompanied by a report thereon of an independent certified public accountant selected by the Board of Directors.

Section 8.3 Interim Reports

An interim report containing interim information of the sort required by section 8.2 hereof to be set forth in the Corporation's annual report, shall be prepared and presented to the Board within sixty (60) days after a resolution by the Board of Directors requesting such information.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1 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 default of any such appointment, by its Chairman of the Board or any Vice Chair; and, in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.

Section 9.2 Checks, Drafts, Orders For Payment of Money, 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 transfer, shall be signed or endorsed by such person or persons, and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 9.3 Execution of Contracts and Other Documents

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, shall be signed or endorsed by such person or persons, and in such manner as shall be determined, from time to time by resolution of the Board of Directors. The Board of Directors, except as in these Bylaws or otherwise provided may authorize any Officer or Officers, agent or agents to enter into any contracts or execute any instruments in the name of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no Officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its

credits, or to render it liable for any purpose or to any amount.

Section 9.4 Parliamentary Procedure

The rules contained in *Roberts Rules of Order* (latest revision) shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law or with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.

Section 9.5 Records

As specified in Section 3.8 hereof, the Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal office or at such other place or places as the Board of Directors may by resolution designate.

Section 9.6 Inspection of Books and Records

As specified in Section 3.8 hereof, all books and records shall be open to inspection by any Director, from time to time, and in the manner provided by law.

Section 9.7 Service of Notice and Waiver of Notice

Whenever any notice is required by these Bylaws to be given, personal service is not meant unless expressly so stated; and any notice so required shall be deemed to have been sufficient if given by deposit of the same in a post office box in a sealed postpaid wrapper with first class postage thereon prepaid, addressed to the person entitled thereto at his or her post office address last known to the Secretary of the Corporation. Except for notice of meetings of the Executive Committee, such notice shall be deemed to have been given the day of such mailing. Any notice required by these Bylaws to be given may be waived as provided by section 3.11(c) hereof.

Section 9.8 ARCA Representative

The Chairman of the Board shall serve as the representative of the Corporation to ARCA. Provided, however, that if the Chairman of the Board chooses not to serve personally as such representative, the ARCA representative shall be appointed by the Chairman of the Board from among the members of the Board of Directors and shall service a term commencing upon his or her appointment as such representative and ending upon the

adjournment of the annual meeting of the Board of Directors next succeeding such appointment, or until his or her sooner removal by the Chairman of the Board or by the Board of Directors, resignation or death.

Section 9.9 Severability

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

ARTICLE X

INDEMNIFICATION

Section 10.1 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238, subdivision (a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used by this Bylaw, shall have the same meaning as in Section 5238, subdivision (a) of the California Corporations Code.

Section 10.2 Approval of Indemnity

On written request to the Board of Directors by any person seeking indemnification under Section 5238, subdivision (b) or Section 5238, subdivision (c) of the California Corporations Code, the Board shall promptly determine under Section 5238, subdivision (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238, subdivision (b) or Section 5238, subdivision (c) has been met and, if so, the Board shall authorize indemnification.

Section 10.3 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board

of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 10.1 and 10.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.4 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such. Such coverage shall include, but not be limited to indemnity for fiduciaries of any Corporation employee benefit plan or plans. Purchase of such coverage shall be limited to that which is reasonably prudent in light of the Corporation's budget considerations, as reviewed from time to time.

ARTICLE XI

AMENDMENT OR REVISION OF BYLAWS

These Bylaws, or any provision or provisions hereof, may be amended or repealed, or new Bylaws may be adopted, at any duly held meeting of the Board of Directors at which a quorum is present, by a vote of a majority of the full number of persons who at the time are Directors of the Corporation, provided that written notice of the meeting is given at least 10 days prior to the date of the meeting, to each of the members of the Board of Directors who are entitled to vote, which notice shall state the place, date and time of the meeting, and (a) in the case of a special meeting, state the general nature of the proposed amendment or revision; or (b) in the case of a regular meeting, state the text of any proposed amendment or revision which the Board of Directors, at the time the notice is given, intends to present for action. However, any amendment or revision may then be presented at that regular meeting for action. All such actions of the Board shall be subject, however, to the limitations of the Corporations Code of the State of California.

CERTIFICATE OF SECRETARY

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

1. That I am the duly elected and acting Secretary of the SOUTH CENTRAL LOS ANGELES REGIONAL CENTER FOR DEVELOPMENTALLY DISABLED PERSONS, INC., a California Nonprofit Public Benefit Corporation; and

2. That the attached Second Restatement of Bylaws of said Corporation, consisting of twenty-six (26) pages, was duly adopted by the Board of Directors of said Corporation on August 12, 2001, and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of this Corporation hereto this 12th day of August, 2001.

[SEAL]



SECRETARY