



GOLDEN GATE REGIONAL CENTER, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

BOARD OF DIRECTORS
AMENDED AND RESTATED BYLAWS
MAY 18, 2004

As amended 05/17/11.
As amended 03/15/11.
As amended 05/18/10.
As amended 03/20/07.
As amended 09/19/06.

**AMENDED AND RESTATED BYLAWS
GOLDEN GATE REGIONAL CENTER, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE 1. OFFICES

SECTION 1.01 CORPORATE NAME

The name of this Corporation is Golden Gate Regional Center, Inc.

SECTION 1.02 PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in the City and County of San Francisco, State of California.

SECTION 1.03 OTHER OFFICES

The Corporation may also have offices at such other places within the Counties of Marin, San Francisco and/or San Mateo as its business may require and as the Board of Directors may from time-to-time designate.

ARTICLE 2. PURPOSE; AREA OF SERVICES; DEFINITION

SECTION 2.01 PURPOSE

The purpose of this Corporation is to operate a regional center to assist and serve persons with developmental disabilities in accordance with state and federal law.

SECTION 2.02 AREA OF SERVICE

The area of service of this corporation shall be the Counties of Marin, San Francisco, and San Mateo.

SECTION 2.03 DEVELOPMENTAL DISABILITY

As used in these Bylaws, the term "developmental disability" shall be as defined in Welfare and Institutions Code §4512.

ARTICLE 3. DIRECTORS

SECTION 3.01 NUMBER

The Corporation shall have a minimum of nine (9) and a maximum of seventeen (17) Directors, including the designee of the Service Provider Advisory Committee, and collectively they shall be known as the Board of Directors. The minimum and maximum number of Directors may be changed only by the amendment of this Bylaw, or by the repeal of this Bylaw and the adoption of new Bylaws, as provided in Article 6 of these Bylaws.

SECTION 3.02 QUALIFICATIONS

All Directors shall (1) reside and/or work in Marin, San Francisco, or San Mateo Counties; (2) be at least eighteen (18) years of age; and (3) possess a demonstrated interest in, or knowledge of, developmental disabilities.

SECTION 3.03 COMPOSITION

Membership of the Board of Directors shall conform to the requirements of Welfare and Institutions Code §4622 and regulations promulgated to support said section.

SECTION 3.04 CONFLICT OF INTEREST

In order to prevent potential conflicts of interest, members of the Board of Directors shall comply with the requirements of Welfare and Institutions Code §4626 and regulations promulgated to support said section.

SECTION 3.05 POWERS

Subject to the limitations contained in state law, the Articles of Incorporation and these Bylaws, the Board of Directors of this Corporation shall be its governing board and all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors.

SECTION 3.06 DUTIES

The duties of the Board of Directors shall be to:

- (a) Adopt and articulate the vision, values, mission/purposes and general policies for Golden Gate Regional Center (GGRC) consistent with state law.
- (b) Recruit and elect members of the Board of Directors consistent with state law and these Bylaws. Specify the duties of individual Board members.
- (c) Select (and remove) officers of the Corporation and specify their respective duties and powers.
- (d) Designate such standing and ad hoc committees and delegate powers to such committee or committees consistent with state law and these Bylaws as the Board deems necessary for the furtherance of the purposes of the Corporation, except that the power to adopt or amend or repeal the Bylaws shall not be delegated to any committee, nor shall the power to contract with an agency of the State of California or any other public agency be delegated to a committee. The Chairperson of the Board of Directors shall appoint the chairperson and members of all committees except where specified otherwise in state law and except for the Service Provider Advisory Committee and the People's Advisory Committee.
- (e) Select (and remove) the Executive Director/CEO, prescribe his/her duties and powers, fix his/her compensation, and establish the terms and conditions of his/her employment.
- (f) Enter into contracts and agreements generating revenues consistent with the purposes of Golden Gate Regional Center.
- (g) Borrow money and incur indebtedness for the purpose of the Corporation and cause to be executed and delivered therefore in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and security therefore.
- (h) Adopt such plans and policies as may be required to assure that the Corporation is meeting the expectations of the individuals it supports and their families, achieving the public policy outcomes for individuals pursuant to state law, and managing the Center in accordance with the law and its contracts.
- (i) Monitor the performance of the Corporation with respect to:
 - (1) Fiscal (monthly).

- (2) Compliance with legal requirements for Board membership (annually).
- (3) Change in public policy outcomes for individuals supported by Regional Center (annually).
- (4) Conformity with the structural and contractual process requirements of the state and federal government (upon audit/review and annually).
- (5) The aggregated occurrence of anomalous events including fair hearings, complaints and rapid responses as a result of Life Quality Assessments (annual).
- (j) Provide guidance to the Executive Director/CEO for his/her efforts to utilize performance information for continuous quality improvement of Golden Gate Regional Center.
- (k) Perform any and all duties imposed upon them collectively or individually by the law, by the Articles of Incorporation, these Bylaws or its contracts with funding sources.

SECTION 3.07 TERM OF OFFICE

Board member seats shall be staggered for three (3) year terms beginning on July 1 and ending on June 30. Directors may be elected to fill any available seat. However, no Director shall serve longer than seven (7) years within an eight (8) year period. After an absence of twenty-four (24) months, a prior Director may be reelected to the Board.

SECTION 3.08 SELECTION

- (a) **Recruitment.** Potential new members should be solicited by the Board including a minimum communication with parent/family organizations, groups representing developmental disabilities and community organizations representing groups underrepresented on the Board. These recruiting efforts should take place on an as-needed basis in the third quarter of each fiscal year. If recruiting attempts do not result in candidates that would allow the Board to meet its legal requirements, a second solicitation shall be directed at a specified population. If, after the second solicitation, the Board is still unable to meet its legal requirements and upon receiving concurrence from Area Board V and the State Council that a good faith effort to identify and select qualified candidates has been made, the Board may make appointments (not to exceed one year) at below the specified minimum as necessary for its proper functioning, in accordance with W&I Code §4628.
- (b) **Selection.** Following criteria specified in Welfare and Institutions Code §4622, selection shall be made based upon a review of the candidate's application by the Board Operations Committee and a personal interview with the Board Operations Committee.
- (c) The proposed candidate shall be presented by the Board Operations Committee at a regular meeting of the Board. Voting on the proposed candidate may occur no sooner than the next noticed meeting of the Board of Directors; and
- (d) A majority vote of the members present at a meeting duly held at which a quorum has been established is necessary for appointment of the proposed candidate to the Board.

SECTION 3.09 REMOVAL

Any individual Director shall be deemed to have resigned if any of the following should occur:

- (a) The Director fails to attend three (3) regularly scheduled successive Board meetings;
- (b) The Director does not serve as an active member of a standing committee;
- (c) The Director is guilty of gross misconduct in relation to his duties, activities or responsibilities on the Board.
- (d) When a vacancy occurs due to the resignation of a Board member, it shall be filled in accordance with Section 3.07 of these Bylaws.

SECTION 3.10 COMPENSATION

Directors shall serve as such without compensation, except reasonable expenses attributable to the discharge of their duties as Directors.

SECTION 3.11 QUORUM

A quorum shall consist of a majority of the membership of the Board of Directors but no fewer than six (6).

SECTION 3.12 MEETINGS

- (a) Regular meetings of the Board shall occur at such times and dates as the Board determines.
- (b) Notice of regular monthly meetings shall be provided consistent with the provisions of Welfare and Institutions Code §4661.
- (c) Every act or decision done or made by a majority vote of the members present at a meeting duly held at which a quorum has been established is an act of the Board of Directors, unless the law, the Articles of Incorporation, or these Bylaws require a greater number.
- (d) Except as otherwise expressly provided in these Bylaws or in the Articles of Incorporation or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinbefore defined, is not present; provided, however, that members of the Board shall be deemed present at a meeting if they participate in the meeting by use of conference telephone or similar communications equipment and if all members participating in such a meeting can hear one another. If a quorum is not present, the only motion that the Chairperson shall entertain at such meeting is a motion to adjourn.
- (e) The Board of Directors may hold closed sessions pursuant to W&I Code §4663 and §4664.
- (f) The Board of Directors may hold emergency meetings pursuant to W&I Code §4662.

ARTICLE 4. OFFICERS

SECTION 4.01 NUMBER AND TITLE

The officers of this Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. All officers shall be members of the Board of Directors and no officer may hold more than one office concurrently.

SECTION 4.02 SELECTION AND TERM OF OFFICE

- (a) **Nomination.** Nominations for officers must be in writing and must be submitted to the Chairperson of the Board Operations Committee no later than April 30. The Board Operations Committee shall contact all nominees to assure their willingness to serve. A ballot will be provided to all Directors prior to the May meeting with a listing of nominees recommended by the Board Operations Committee.
- (b) **Election.** The Board shall elect officers annually at the June meeting. Vote will be by written ballot. The Secretary of the Corporation or a designee shall tally the ballots and report the results to the Board. To be elected a person must receive a majority vote of the members present at a meeting duly held at which a quorum has been established.
- (c) **Term of Office.** The term of office shall be one (1) year, and no officer shall serve more than three (3) consecutive terms in one (1) office. After serving three (3) consecutive terms, an officer must vacate his office for at least one full year.

SECTION 4.03 DUTIES

- (a) **Chairperson.** The Chairperson shall be the President of the Corporation and shall oversee Board functioning. The Chairperson shall supervise the Executive Director/CEO, subject to the control of the Board of Directors. The Chairperson shall preside at Board meetings, but shall not vote, except to break a tie. The Chairperson shall solicit committee preferences from all Board members and shall appoint the chairperson and members of the standing committees and ad hoc committees except for the Service Provider Advisory Committee and the People's Advisory Committee.
- (b) **Vice Chairperson.** The Vice Chairperson shall perform the duties of the Chairperson in the absence or disability of the Chairperson and shall perform other duties as prescribed by law or by the Board of Directors subject to approval by a majority vote of the members present at a meeting duly held at which a quorum has been established.
- (c) **Secretary.** The Secretary shall assure that records are kept of Board meetings and shall be the custodian of the Corporate Records of Actions Taken at Executive Sessions of the Board in accordance with Welfare and Institutions Code §4663. The Secretary shall also preside at meetings of the Board of Directors in the absence of both the Chairperson and the Vice Chairperson. The Secretary shall perform other such duties as required by law or the Board. The Secretary shall also make available, or cause to be made available, all records of Board meetings on request from any member of the public.
- (d) **Treasurer.** The Treasurer shall serve as Chairperson of the Finance Committee of the Corporation and shall oversee the financial and administrative functions of the Corporation including but not limited to fiscal, legal, risk management and personnel/labor policy. The Treasurer shall review and report on the financial status of the Corporation on a monthly basis. The Treasurer shall also assure that the Corporation meets all of its contractual obligations for fiscal record keeping and auditing of financial records. Said officer shall cause to be published an annual financial report of the Center's revenues and expenditures which shall be sent to all Board members and members of the general public on request.

SECTION 4.04 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it deems desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time-to-time by the Board of Directors.

SECTION 4.05 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority vote of the members present at a meeting duly held at which a quorum has been established.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.06 VACANCIES

A vacancy in any office shall be filled by the Board of Directors in accordance with Article 3 of these Bylaws.

ARTICLE 5. COMMITTEES

STANDING COMMITTEES

The Corporation shall have the following Standing Committees: Executive Committee, Finance Committee, Services Committee, Board Operations Committee, Service Provider Advisory Committee, Legislative Committee, and People’s Advisory Committee. The Executive Committee will be chaired by the Chairperson of the Board of Directors. All other committees shall be chaired by a Director of the Corporation, selected by the Chairperson of the Board of Directors, but whose members may include nondirectors without any conflict of interest as defined in Title 17 so long as a majority of members are Directors. Directors who wish to attend committee meetings of which they are not members shall request permission to do so from the committee chairperson.

(a) **Executive Committee.** The Executive Committee shall consist of the officers of the Corporation and the Board’s delegate to the Association of Regional Center Agencies. The Executive Committee shall have the following duties:

- (1) To consider policy and oversight issues that affect the Corporation and to make recommendations to the Board in reference to these considerations.
- (2) Upon delegation by the Board, to exercise authority on behalf of the Board consistent with Welfare and Institutions Code §4660 et seq.
- (3) To coordinate the activities of Board committees.
- (4) To set Board meeting agendas.
- (5) To develop GGRC positions for state-level policy negotiations.
- (6) To document all actions taken by the Executive Committee.
- (7) To review and report on all administrative performance requirements of GGRC revenue-generating contracts with the State.
- (8) To review the Governor’s Budget and its May Revision and make recommendations to the Board.
- (9) To hire and evaluate the Executive Director.

(b) **Finance Committee.** The Finance Committee shall have three (3) to five (5) members and shall meet as frequently as the Chairperson of the Committee shall determine. The Finance Committee shall have the following duties:

- (1) To establish a critical calendar as a tool to manage the business of the Committee.
 - (2) To review monthly financial statements in conjunction with the Chief Financial Officer and other such employees and agents of the Corporation as the Committee shall deem necessary.
 - (3) To present a financial statement to the Board of Directors and to make any recommendations to the Board in reference to the budget that the Board shall require.
 - (4) To review the annual independent audit and management letter and recommend Board acceptance.
 - (5) To review and periodically report to the Board regarding the Sufficiency of Allocation Reports.
 - (6) To review and report to the Board annually on office leases, insurance, litigation and personnel/labor issues.
- (c) **Services Committee.** The Services Committee shall have three (3) to seven (7) members and shall meet as frequently as the Chairperson of the Committee shall determine. The Services Committee shall have the following duties:
- (1) To establish a critical calendar as a tool to manage the business of the Committee.
 - (2) To review and make recommendations regarding GGRC policy decisions about services including the POS Guidelines.
 - (3) To review data and services on a periodic basis regarding GGRC performance as it relates to service provided including prevention, assessment, case management, social work, program development.
 - (4) To review GGRC performance on a periodic basis as it relates to outcomes for those served as determined by the State Performance Contract.
 - (5) To review GGRC performance on a periodic basis as it relates to compliance issues as determined in the State Performance Contract.
 - (6) To review event-specific data on a periodic basis including fair hearings, complaints, Special Incident Reports, Quality Assurance reviews, and program evaluations.
 - (7) To review data indicating unmet service needs and program development plans and accomplishments.
 - (8) To review and make recommendations regarding state policy initiatives and their impact on individuals supported by Regional Center and families, including the Governor's Budget and its May Revision.
- (d) **Board Operations Committee.** The Board Operations Committee shall have three (3) to five (5) members and shall meet when the Chairperson of the Committee deems necessary. The Committee shall have the following duties:
- (1) To establish a critical calendar as a tool to manage recruitment of new Board members.
 - (2) Annually review legal requirements for Board membership against Board membership in preparation for recruitment.

- (3) Annually recruit and interview for members of the Board consistent with legal requirements for nomination at the regular May meeting and election at the June meeting.
 - (4) Annually prepare a ballot for election of officers in accordance with Section 4.02 (a) of these Bylaws.
 - (5) Approve a Board member handbook including a description of individual Board member duties.
 - (6) Coordinate the orientation and training of Board members.
 - (7) Develop or review personnel policies for Regional Center staff and make recommendations to the Board of Directors.
 - (8) Develop, review and make recommendations to the Board of Directors regarding amendments to or replacement of the Bylaws.
- (e) **Service Provider Advisory Committee**: The Service Provider Advisory Committee shall be composed of a minimum of nine (9) and a maximum of fifteen (15) committee members including a wide variety of persons representing various categories of providers from which Golden Gate Regional Center purchases services. At least seven (7) of the members shall be Executive Directors (or their designees) of agencies serving more than 100 individuals supported by Regional Center (i.e., larger providers) and at least one (1) of the members shall be a family-member provider. The Board of Directors shall appoint the seven (7) larger providers for a three (3) year term from a list of the providers serving 100 or more individuals supported by Regional Center. Other members shall be appointed to staggered three (3) year terms with initial terms of one (1), two (2) and three (3) years determined by number of prior years on the committee or by lot. No Service Provider Advisory Committee member shall serve more than three (3) consecutive terms. However, after an absence of twenty-four (24) months, a prior member may be reappointed. The Committee shall:
- (1) Provide advice, guidance, recommendations and technical assistance to the Board in order to assist the Regional Center in carrying out its mandated functions.
 - (2) Report to the Board on issues, events and developments occurring in the service provider community.
 - (3) Designate one of its members to serve as a member of the Board of Directors, subject to the limitations of Section 3.07, provided that he/she shall not do any of the following:
 - (a) Serve as an officer of the Corporation.
 - (b) Vote on any fiscal matters affecting the purchase of services from any Regional Center provider.
 - (c) Vote on any other issue in which he or she has a financial interest, as defined in §87103 of the Government Code, and as determined by the Board. He/she shall provide a list of his/her financial interests, as defined in §87103 of the Government Code to the Board.

(f) **People's Advisory Committee.** The People's Advisory Committee shall have three (3) to five (5) members, of which at least three (3) shall be individuals supported by Regional Center, and shall meet as frequently as the Chairperson of the Committee shall determine. The Chairperson of the People's Advisory Committee shall be a person supported by Regional Center and shall represent Golden Gate Regional Center on the ARCA Consumer Advisory Committee. The People's Advisory Committee shall have the following duties:

- (1) Organize informational meetings and trainings to educate individuals supported by Regional Center on the purposes of the Lanterman Developmental Disabilities Services Act and their rights under the Act.
- (2) Advise the Board of Directors on issues of concern to individuals supported by Regional Center.

(g) **Legislative Committee.** The Legislative Committee shall have three (3) to five (5) members and shall meet when the Chairperson of the Committee deems necessary. The Committee shall have the following duties:

- (1) To establish a critical calendar as a tool to manage the business of the Committee.
- (2) To review proposed and pending legislation that impacts individuals supported by Regional Center and families. The Executive Director shall advise the Committee of all significant proposed and pending legislation.
- (3) To make recommendations to the Board of Directors regarding said proposed and pending legislation.

ARTICLE 6. BYLAWS

SECTION 6.01 EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately.

SECTION 6.02 AMENDMENTS TO BYLAWS

Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) The proposed amendment shall be introduced by the Board Operations Committee at a regular meeting of the Board. Voting on the proposed amendment may occur no sooner than the next noticed meeting of the Board of Directors; and
- (b) A majority vote of the members present at a meeting duly held at which a quorum has been established is necessary for approval of the amendment.

ARTICLE 7. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

Notwithstanding any other provision in these Bylaws, the Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall distribute its income for each calendar year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954;

- (b) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1954;
- (c) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954;
- (d) The Corporation shall not make any investments in such a manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954; and
- (e) The Corporation shall not make any taxable expenditure as defined in §4945(d) of the Internal Revenue Code of 1954.

ARTICLE 8. MISCELLANEOUS

SECTION 8.01 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit or to render it liable pecuniarily for any purpose in any amount.

SECTION 8.02 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, shall be signed or endorsed by such person or persons and in such a manner as from time-to-time shall be determined by resolution of the Board of Directors.

SECTION 8.03 DEPOSITS

All funds from the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 8.04 GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporation.

SECTION 8.05 CORPORATE SEAL

The Corporation shall have a common seal. Such seal shall be affixed to all corporate instruments but failure to affix it shall not affect the validity of such instrument.

SECTION 8.06 PROHIBITION AGAINST SHARING CORPORATION PROFITS AND ASSETS

No Director, officer, or employee, or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Directors, officers, employees and agents of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

SECTION 8.07 CERTIFICATION AND INSPECTION OF BYLAWS

The original or copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

SECTION 8.08 CONSTRUCTION AND DEFINITION

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Corporations Code and the Lanterman Developmental Disabilities Service Act shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular name includes the plural, and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

SECTION 8.09 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in §5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 said 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 said section. "Expenses," as used in this Bylaw, shall have the same meaning as in §5238(a) of the California Corporations Code.

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

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit corporation; and

That the foregoing, consisting of thirteen (13) pages, including this page, constitutes the amended and restated Bylaws of said Corporation, as duly approved by a two thirds (2/3) vote of the members present at a meeting duly held on the 18th day of May 2004, at which a quorum was established, at San Francisco, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 18th day of May 2004.

SIGNED COPY ON FILE. _____

**Mark S. Klein, Secretary
Board of Directors
Golden Gate Regional Center, Inc.**

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit corporation; and

That the foregoing, consisting of fourteen (14) pages, including this page, constitutes the amended and restated Bylaws of said Corporation, as duly approved by a two thirds (2/3) vote of the members present at a meeting duly held on the 19th day of September 2006, at which a quorum was established, at San Mateo, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 19th day of September 2006.

SIGNED COPY ON FILE.

Robert J. DeFea, Secretary
Board of Directors
Golden Gate Regional Center, Inc.

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit corporation; and

That the foregoing, consisting of fifteen (15) pages, including this page, constitutes the amended and restated Bylaws of said Corporation, as duly approved by a majority vote of the members present at a meeting duly held on the 20th day of March 2007, at which a quorum was established, at San Mateo, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 20th day of March 2007.

SIGNED COPY ON FILE.

Robert J. DeFea, Secretary
Board of Directors
Golden Gate Regional Center, Inc.

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit corporation; and

That the foregoing, consisting of sixteen (16) pages, including this page, constitutes the amended and restated Bylaws of said Corporation, as duly approved by a majority vote of the members present at a meeting duly held on the 18th day of May 2010, at which a quorum was established, at San Francisco, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 18th day of May 2010.

SIGNED COPY ON FILE.

Yukari Baba, Secretary
Board of Directors
Golden Gate Regional Center, Inc.

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit corporation; and

That the foregoing, consisting of seventeen (17) pages, including this page, constitutes the amended and restated Bylaws of said Corporation, as duly approved by a majority vote of the members present at a meeting duly held on the 15th day of March 2011, at which a quorum was established, at San Mateo, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 15th day of March 2011.

SIGNED COPY ON FILE.

Yukari Baba, Secretary
Board of Directors
Golden Gate Regional Center, Inc.

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit corporation; and

That the foregoing, consisting of eighteen (18) pages, including this page, constitutes the amended and restated Bylaws of said Corporation, as duly approved by a majority vote of the members present at a meeting duly held on the 17th day of May 2011, at which a quorum was established, at San Francisco, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 17th day of May 2011.

SIGNED COPY ON FILE.

Yukari Baba, Secretary
Board of Directors
Golden Gate Regional Center, Inc.