



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

BOARD OF DIRECTORS RESTATED BYLAWS

RESTATED BYLAWS  
GOLDEN GATE REGIONAL CENTER, INC.  
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ARTICLE 1. OFFICES

SECTION 1.01 CORPORATE NAME

The name of the Corporation is Golden Gate Regional Center, Inc. (the "Corporation").

SECTION 1.02 PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business shall be at such location as is established by the board of directors of the Corporation (the "Board"; each member of the Board, a "Director") 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 may from time-to-time designate.

ARTICLE 2. PURPOSE; AREA OF SERVICE; DEFINITION

SECTION 2.01 PURPOSE

The purposes of the Corporation are charitable within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision(s) of any future United States internal revenue law) and §23701d of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law). In the context of these general purposes, the specific purpose of the Corporation is to operate a regional center to serve and support persons with intellectual and developmental disabilities in the counties of San Francisco, San Mateo, and Marin to lead lives of liberty and opportunity, where they not only contribute and thrive in their chosen communities, but are also valued and embraced members of those communities, in accordance with state and federal law, including the Lanterman Developmental Disabilities Services Act. The purposes of the Corporation as stated in this Section must be consistent with the purposes as stated in the Articles of Incorporation of the Corporation (the "Articles"). Any change to the purposes stated in this Section, or operation outside of the scope of such purposes, will require amendment to these Bylaws.

SECTION 2.02 AREA OF SERVICE

The area of service of the 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 ("W&I") Code §4512.

SECTION 2.04 NO MEMBERS

The Corporation shall have no “members” within the meaning of §5056 of the California Corporations Code. Any action which would require approval by a majority of all members or require approval by the members of a membership corporation shall require only approval of the Board, unless there is a specific provision in the California Nonprofit Public Benefit Corporation Law requiring otherwise for a corporation which has no members. All rights that would otherwise vest in the members shall vest in the Directors.

The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as “members”, but no such reference shall constitute anyone as a member within the meaning of §5056 of the California Corporations Code. Such class or classes of nonvoting members shall have such rights and obligations as the Board deems appropriate.

ARTICLE 3. DIRECTORS

SECTION 3.01 NUMBER

The Corporation shall have a minimum of seven (7) and a maximum of fifteen (15) Directors, including the elected nominee of the Service Provider Advisory Committee. The exact number of authorized Directors from time to time shall be fixed, within those limits, by a resolution adopted by the Board. The minimum and maximum number of Directors set forth in this Section may be changed only by the amendment of this Bylaw, as provided in Section 6.01 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

The composition of the Board shall conform to the requirements of W&I Code §4622 and §4626 and regulations promulgated to support said Sections. If the composition of the Board does not satisfy the requirements under W&I Code §4622 at any time, a waiver may be requested by the Corporation in accordance with W&I Code §4628.

SECTION 3.04 CONFLICT OF INTEREST

In order to properly manage potential conflicts of interest, Directors shall comply with the requirements of W&I Code §4626 and regulations promulgated to support said Section.

SECTION 3.05 POWERS

Subject to the limitations contained in applicable laws, the Articles, and these Bylaws, the Board of the 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. The Board may delegate the management of the activities of the Corporation to any person or persons, management

company, or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the authority of the Board shall include, but not be limited to, the following powers:

- (a) Adopt and articulate the vision, values, mission/purposes, and general policies for the Corporation consistent with applicable law.
- (b) Recruit and elect Directors consistent with applicable law and these Bylaws, and specify the duties of individual Directors.
- (c) Select (and remove) officers of the Corporation and specify their respective duties and powers, including, but not limited to, the Executive Director.
- (d) Designate such standing and ad hoc committees and delegate powers to such committees consistent with applicable law and these Bylaws as the Board deems necessary or appropriate for the furtherance of the purposes of the Corporation, subject to the limitations set forth in Article 5 of these Bylaws, including that the power to adopt or amend or repeal these 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.
- (e) 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.
- (f) Perform any and all duties imposed upon them collectively or individually by the law, by the Articles, these Bylaws, or the Corporation's contracts with third-parties.

#### SECTION 3.06 DUTIES

In addition to any responsibilities of the Board as set forth in these Bylaws, the Board shall comply with all requirements applicable to it under the W&I Code, the Corporations Code, or other applicable law, including but not limited to, the following:

- (a) Review and approve any contract with a value of two hundred fifty thousand dollars (\$250,000) or more before the Corporation enters into the contract, in accordance with W&I Code §4625.5.
- (b) The Board shall annually review the performance of the Executive Director.
- (c) The Board (or authorized Board Committee) shall review and approve the compensation, including benefits, of the Executive Director or chief executive officer and of the Treasurer or Chief Financial Officer to ensure that such compensation is just and reasonable and given in return for services actually rendered to the

Corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

- (d) The Board shall annually review the performance of the Corporation in providing services that are linguistically and culturally appropriate and may provide recommendations to the Executive Director based on the results of that review.

### SECTION 3.07 STANDARD OF CARE

A Director shall perform the duties of a Director, including duties as a member of any Board Committee, in good faith, in a manner that the Director believes 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. 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 that 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 and persons described in clauses (a) and (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 therefore is indicated by the circumstances, and without knowledge that would cause that reliance to be unwarranted.

### SECTION 3.08 TERM(S)

Directors, including the nominee from the Service Provider Advisory Committee, shall be elected at the annual meeting of the Board for one (1) year terms beginning on July 1 and ending on June 30. Directors may be reelected for subsequent terms; provided, however, that no Director shall serve longer than seven (7) years within an eight (8) year period. After an absence of twelve (12) months, a prior Director who has served the maximum number of years within an eight (8) year period may be reelected to the Board.

### SECTION 3.09 SELECTION

- (a) Recruitment. Potential new Directors, with the exception of the Service Provider Advisory Committee nominee, should be solicited by the Board as needed or appropriate, and subject to a recruitment process to be determined by the Board.
- (b) Selection of Nominees. For any potential new Director who is not currently serving on the Board, the Board Operations Committee shall review each candidate's materials as submitted to the Corporation and each candidate shall meet with the Board Operations Committee and the Executive Director. Based on its review, and

subject to the Board composition criteria specified in W&I Code §4622 and in consideration of the current Directors up for reelection, the Board Operations Committee shall determine whether to nominate each new candidate as a nominee for Director for the Board's consideration.

- (c) Presentation of Nominees. After attending a minimum of two (2) regularly scheduled Board meetings, a new nominee shall be presented by the Board Operations Committee at a regular meeting of the Board. Voting on the proposed nominee by the Board may occur no sooner than the next noticed meeting of the Board.
- (d) Election. A majority vote of the Directors present at a meeting duly held at which a quorum has been established is necessary for election of any proposed nominee, including the Service Provider Advisory Committee nominee and any currently serving Director who is up for reelection, to the Board.

### SECTION 3.10 VACANCIES, RESIGNATION, AND REMOVAL

- (a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; (iii) the increase of the authorized number of Directors; or (iv) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.
- (b) Except as provided herein, any Director may resign by giving written notice to the Chairperson, the Executive Director, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation is to become effective at a later time, the Board may elect a successor Director before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if, by doing so, the Corporation would be left without a duly elected Director or Directors.
- (c) Any Director may be removed, with or without cause, by the vote of the majority of the Directors then in office at a special meeting called for that purpose, provided that notice of that meeting and of the removal questions are given as provided in Section 3.13(g) of these Bylaws, or at a regular meeting. Any vacancy caused by the removal of a Director shall be filled as provided in Subsection (d). The office of any Director who does not attend three (3) successive Board meetings may be declared vacant and the Director removed from office by Board resolution.
- (d) Vacancies in the Board may be filled by approval of the Board. If a quorum cannot be established because the number of Directors then in office is less than the greater of (a) one-fifth (1/5) of the minimum number of authorized Directors, or

(b) two (2), vacancies in the Board may be filled by (i) the affirmative vote of a majority of the Directors then in office at a duly held meeting, or (ii) a sole remaining Director if only one Director remains. Each Director so selected to fill a vacancy in the Board shall hold office until the expiration of the term of the Director whom such person replaced and shall continue to serve until a successor has been elected and qualified.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### SECTION 3.11 COMPENSATION

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

#### SECTION 3.12 QUORUM

A quorum shall consist of a majority of the number of Directors then in office. However, under no circumstances shall a quorum be less than the greater of (a) one-fifth (1/5) of the minimum number of authorized Directors, or (b) two (2).

#### SECTION 3.13 MEETINGS

(a) Regular meetings of the Board shall occur at such times and dates as the Board determines.

(b) Notice of regular meetings shall be provided consistent with the provisions of W&I Code §4661.

(c) Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy.

(d) Every act or decision done or made by a majority vote of the Directors present at a meeting duly held at which a quorum has been established is an act of the Board, unless the law, the Articles, or these Bylaws require a greater number.

(e) Except as otherwise expressly provided in these Bylaws or in the Articles 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 Directors 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 Directors 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.

(f) All meetings of the Board shall be held in compliance with the requirements of the W&I Code, including in §4660 through §4667. The Board may hold closed sessions pursuant to W&I Code §4663 and §4664.

(g) The Board may hold emergency meetings pursuant to W&I Code §4662.

Notwithstanding the provisions of W&I Code §4662, notice of the date, time, and place of such emergency meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) email; or (vi) other electronic means. Any notice sent by electronic means, including email, must be in compliance with Section 7.07 of these Bylaws. Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least two (2) days before the time set for the meeting. Notice of an emergency meeting given personally or by telephone, facsimile, electronic transmission, or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least twenty-four (24) hours before the time set for the meeting. Notice of an emergency meeting shall state the time and date of the meeting and the place, if the place is other than the Corporation's principal office. The notice does not need to specify the purpose of the meeting. Notice of an emergency meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. Any such waiver of notice does not need to specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings of the Board.

#### SECTION 3.14 PARTICIPATION IN MEETINGS BY TELEPHONE

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the other Directors concurrently and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

### ARTICLE 4. OFFICERS

#### SECTION 4.01 NUMBER AND TITLES

The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, which officers shall be selected from among the Directors and no officer may hold more than one office concurrently. The Corporation may also have, at the discretion of the Board, an Executive Director, Chief Financial Officer, and such other officers as may be elected or appointed in accordance with Section 4.04 of these



Bylaws.

#### SECTION 4.02 SELECTION AND TERMS OF OFFICERS

- (a) Nomination. Nominations for elected officers must be in writing and must be submitted to the Chair of the Board Operations Committee no later than April 30. The Board Operations Committee shall contact all nominees to ensure their willingness to serve. A list of the nominees recommended by the Board Operations Committee for the elected officer positions will be provided to all Directors prior to the May Board meeting.
- (b) Election. The Board shall elect officers, other than those employed for compensation by the Corporation and those appointed or elected in accordance with Section 4.04, annually at the June meeting. 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 Directors present at a meeting duly held at which a quorum has been established.
- (c) Term of Office. The term of office for elected officers shall be one (1) year but an officer may be reelected for subsequent terms.

#### SECTION 4.03 DUTIES

- (a) Chairperson. The Chairperson shall preside at Board meetings. The Chairperson shall solicit committee preferences from all Directors and shall appoint the Chair of each Advisory Committee, except the Chair of the Service Provider Advisory Committee. The Chairperson shall exercise and perform such other powers and duties as may be from time to time prescribed by the Board.
- (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.
- (c) Secretary. The Secretary shall ensure that records are kept of Board meetings and shall ensure that an officer or employee is designated to keep the minutes of closed sessions of the Board in accordance with W&I Code §4661 and §4663. The Secretary shall also preside at meetings of the Board 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, to the extent required by applicable law.
- (d) Treasurer. The Treasurer shall serve as Chair of the Finance Committee of the Corporation and shall coordinate with the Chief Financial Officer and other staff as appropriate to ensure that the Board receives information on the financial status of the Corporation as appropriate or as requested by the Board. The Treasurer shall have such other duties and responsibilities as are prescribed by law or by the Board.

- (e) Executive Director. The Executive Director, who may also be referred to as the President, is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business, activities, and officers of the Corporation. The Executive Director has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The Executive Director shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Executive Director shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.
- (f) Chief Financial Officer. The Chief Financial Officer shall oversee the financial and administrative functions of the Corporation including but not limited to fiscal, legal, risk management, and personnel/labor policy. The Chief Financial Officer shall review and report on the financial status of the Corporation on a monthly basis and as otherwise requested by the Board. The Chief Financial Officer shall also ensure 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 Corporation's revenues and expenditures which shall be sent to all Directors and members of the general public on request, to the extent required by applicable law.

#### SECTION 4.04 OTHER OFFICERS

The Board 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.

#### SECTION 4.05 REMOVAL AND RESIGNATION

Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by a majority vote of the Directors present at a meeting duly held at which a quorum has been established.

Any officer may resign at any time by giving notice to the Board or to the Chairperson or Secretary, 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, unless it specifies a later date for such resignation to take effect, 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 in the manner prescribed in these

Bylaws for election or appointment to such office.

## ARTICLE 5. COMMITTEES

### SECTION 5.01 STANDING COMMITTEES

The Corporation shall have the following Standing Committees: Executive Committee, Finance Committee, Services Committee, Board Operations Committee, Service Provider Advisory Committee, People's Caucus, and Legislative Committee, and may have such other committees as determined by the Board and consistent with the provisions of these Bylaws. The Executive Committee will be chaired by the Chairperson of the Board. The Chair of the Service Provider Advisory Committee shall be appointed by its members. Directors who wish to attend committee meetings of which they are not members shall notify the respective committee Chair in advance.

### SECTION 5.02 BOARD COMMITTEES

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board ("Board Committees"). Appointments to Board Committees shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any Board Committee, who may replace any absent member at any meeting. Any member of any Board Committee may be removed, with or without cause, at any time by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below two (2)) the number of members of a Board Committee, and fill vacancies in a committee. Any such Board Committee may have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The establishment of the exact number of authorized Directors within the range specified in Section 3.01 of these Bylaws;
- (b) The filling of vacancies on the Board or on any Board Committee;
- (c) The fixing of compensation of the Directors for serving on the Board or any Board Committee;
- (d) The amendment of the Articles;
- (e) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;
- (f) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;
- (g) The creation of other Board Committees or appointment of members to any Board Committee;

- (h) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (i) The approval of any self-dealing transaction, as such transactions are defined in §5233(a) of the California Corporations Code, except as provided in §5233(d)(3); or
- (j) The merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Corporation.

The Board shall have the power to prescribe the manner in which proceedings of any such Board Committee shall be conducted. In the absence of any such prescription, such Board Committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such Board Committee shall otherwise provide, the regular and special meetings and other actions of any such Board Committee shall be governed by the provisions of Article 3 of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each Board Committee and shall be filed with the corporate records.

#### SECTION 5.03 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and the Board's delegate to the Association of Regional Center Agencies. The Executive Committee shall have the following duties:

- (a) To consider policy and oversight issues that affect the Corporation and to make recommendations to the Board in reference to these considerations.
- (b) Upon delegation by the Board, to exercise authority on behalf of the Board consistent with W&I Code §4660 et seq, subject to the limitations set forth in Section 5.02 of these Bylaws.
- (c) To coordinate the activities of Board committees.
- (d) To set Board meeting agendas.
- (e) To develop positions for state-level policy negotiations.
- (f) To document all actions taken by the Executive Committee and report them to the full Board.
- (g) To review and report on all administrative performance requirements of revenue-generating contracts with the State.
- (h) To review the Governor's Budget and its May Revision and make recommendations to the Board.

- (i) To oversee the People's Caucus, a forum for discussion of issues that are coming before the Board. The Caucus is specifically intended to offer regional center participants, especially those who serve on the Board, an opportunity to have a better fundamental understanding of the values, ideas, and actions related to the business of the Corporation.

#### SECTION 5.04 ADVISORY COMMITTEES

The Board may from time to time create advisory committees and other committees that are not Board Committees (collectively, "Advisory Committees") as deemed appropriate, consisting of Directors or persons who are not Directors (provided that a majority of the members of such Advisory Committees are Directors), but such Advisory Committees shall not be deemed Board Committees and shall not exercise any powers of the Board. Advisory Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Advisory Committees shall be as prescribed by the Chair of each such committee, and meetings of any Advisory Committee may be called by the Chairperson, the Board, the Executive Director, or the Chair of the Advisory Committee. All Advisory Committees shall be chaired by a Director of the Corporation, selected by the Chairperson of the Board, except for the Service Provider Advisory Committee. The Chair of each Advisory Committee, except for the Service Provider Advisory Committee, shall appoint (and may remove or replace) the members of that Advisory Committee, subject to any guidelines provided by and the ultimate oversight of the Board.

#### SECTION 5.05 SERVICE PROVIDER ADVISORY COMMITTEE

In accordance with W&I Code §4622(i), the Service Provider Advisory Committee shall be composed of a minimum of seven (7) and a maximum of thirteen (13) committee members, the exact number of which shall be fixed, from time to time, by a vote of the Board. Committee members shall be appointed by the Board and shall be composed of a wide variety of persons representing various categories of providers and geographic regions from which the Corporation purchases services, the majority of which shall be Executive Directors (or their designees) of agencies serving more than one hundred (100) individuals supported by the Corporation. Members shall be appointed to three (3) year terms and no Service Provider Advisory Committee member shall serve more than three (3) consecutive terms. However, after an absence of twelve (12) months, a prior member may be reappointed to the Committee. The Committee shall appoint its own Chair(s) and shall:

- (a) Provide advice, guidance, recommendations, and technical assistance to the Board in order to assist the Corporation in carrying out its mandated functions.
- (b) Report to the Board on issues, events, and developments occurring in the service provider community.
- (c) Designate one of its members to be nominated for election as a Director by the Board in accordance with W&I Code §4622(i), subject to the provisions of Sections

3.07 and 3.08 of these Bylaws, provided that they shall not do any of the following:

- (1) Serve as an officer of the Corporation.
- (2) Vote on any fiscal matters affecting the purchase of services from any provider to the Corporation.
- (3) Vote on any other issue in which they have a financial interest, as defined in §87103 of the Government Code, and as determined by the Board. They shall provide a list of their financial interests, as defined in §87103 of the Government Code to the Board.

## ARTICLE 6. BYLAWS

### SECTION 6.01 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; and
- (b) A majority vote of the Directors present at a meeting duly held at which a quorum has been established is necessary for approval of the amendment.

### SECTION 6.02 CERTIFICATION AND INSPECTION OF BYLAWS

The original or copy of these 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 Directors at all reasonable times during office hours.

## ARTICLE 7. MISCELLANEOUS

### SECTION 7.01 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, authorizes the Executive Director and 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 other than the Executive Director, 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. Notwithstanding the Board's authority to delegate, such authority shall be limited to contracts with a value of less than two hundred and fifty thousand dollars (\$250,000). Any contract with a value of two hundred and fifty thousand dollars (\$250,000) or greater shall be approved only by vote of the Board at a meeting at which a quorum is present.

### SECTION 7.02 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.

#### SECTION 7.03 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 may select.

#### SECTION 7.04 GIFTS

The Board 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, subject to any policies that may be adopted by the Board from time to time.

#### SECTION 7.05 PROHIBITION AGAINST SHARING CORPORATION PROFITS AND ASSETS

No Director, officer, or employee, or other person connected with the 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.

#### SECTION 7.06 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 7.07 ELECTRONIC TRANSMISSION

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

## ARTICLE 8. INDEMNIFICATION

### SECTION 8.01 INDEMNIFICATION

To the fullest extent permitted by law, the 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.

### SECTION 8.02 ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 8.

### SECTION 8.03 INSURANCE

The Corporation shall have the power, and shall use its best efforts, 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 8, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of §5233 of the California Corporations Code.

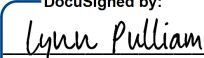


## CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of Golden Gate Regional Center, Inc., a California nonprofit public benefit corporation; and
2. The foregoing restated Bylaws consisting of 16 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on March 19, 2024, and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this 04/06/2024 | 6:25:40 PM PDT, 2024.

DocuSigned by:  
  
\_\_\_\_\_  
Lynn Pulliam, Secretary