

BYLAWS OF
REGIONAL CENTER OF ORANGE COUNTY, INC. (RCOC)

ARTICLE 1

Office and Area of Service

Section 1.01 Principal Office

The principal office of RCOC for the transaction of its business shall be located in the County of Orange, California. The RCOC Board of Directors (Board) may change the principal office from one location to another.

Section 1.02 Area of Service

The area of service shall be the County of Orange.

Section 1.03 Other Offices

RCOC may also have offices at such other places as its business may require and as the Board may from time to time designate.

ARTICLE 2

Board of Directors

Section 2.01 Powers

The Board shall exercise the powers of RCOC, control its property, and conduct its affairs, in accordance with applicable laws. The Board shall also have the power to:

- A. Establish the mission of RCOC to best fulfill the mandates of the Lanterman Act.
- B. Establish the goals and policies of RCOC in accordance with the mission.

C. Establish such committees as may be deemed necessary or desirable and fix the duties and powers thereof.

D. Appoint or remove the Executive Director and prescribe the duties and fix the compensation of the Executive Director. The Board shall annually review the performance of the Executive Director. The Executive Director shall observe and be guided by the policies adopted by the Board, administer the affairs of RCOC accordingly and be responsible for the employment, discharge, supervision, and management of RCOC employees.

E. Prescribe general personnel policies such as benefits and salary ranges of all RCOC employees.

F. Approve annual operating budget and oversee fiscal management of RCOC.

G. Change the name of the corporation.

H. The Board may delegate any of its powers as it determines to be appropriate.

Section 2.02 Standard of Care

Each Director shall exercise such powers and perform such duties in good faith, in the manner the Director reasonably believes best furthers the mission of RCOC and with such care, including reasonable inquiry, as a prudent person in a like position would use under similar circumstances.

Section 2.03 Composition

The Board shall consist of no more than nineteen (19) members and it is very desirable that the Board consist of no less than eight (8) members. The composition of the Board shall be in accordance with the provisions of Welfare and Institutions Code Section 4622.

Section 2.04 Qualifications

Any person who is eighteen (18) years or older with a demonstrated interest in, or knowledge of, developmental disabilities, is eligible to serve as a Director so long as such person is not prohibited from such service by applicable law.

Section 2.05 Term of Office/Election to Board

Each Director, except the Vendors Advisory Committee representative, shall be elected by the Board to serve for a term of three (3) years from the date of election unless the Board establishes a term of less than three (3) years when the Director is elected. The Vendors Advisory Committee representative's term shall be one (1) year. A candidate must be recommended by the Recruitment Committee for consideration by the Board, except an incumbent Director whose term of office has expired and is a candidate for a new term of office. A Director may serve no more than seven (7) years within each eight-year period.

Section 2.06 RCOC Services

Directors shall solicit services from RCOC through the established procedures of RCOC and shall not receive, nor demand, preferential treatment in the provision of RCOC services.

Section 2.07 Compensation

Directors and officers of the Board shall serve without compensation, but may be reimbursed for reasonable expenses incurred in conducting the business of the Board, including lodging, food and vehicle use.

Section 2.08 Meetings

A. Regular Meetings

The Board shall hold at least six (6) regular meetings each year. Meetings of the Board shall be open and public. The Secretary of the corporation shall deliver notice of the time and place of regular meetings, as well as an agenda thereof, to each Director personally or by first class mail at least seven (7) days prior to any such meeting.

B. Special Meetings

Special meetings of the Board may be called by the Chairperson or by one-third (1/3) of the Board members. Notice of the time and place of the meeting, as well as an agenda thereof, shall be delivered personally or sent to each Board member by first class mail at least seven (7) days prior to the time of the meeting.

C. Emergency Meetings

The Board may hold an emergency meeting, without complying with the notice requirements contained herein, in emergency situations as so defined in Welfare and

Institutions Code Section 4662. Advanced notice shall be provided if practical and the Area Board and all Directors shall be notified by telephone of each emergency meeting. The minutes of any such meeting shall be mailed immediately to any person who has requested written notice of regular meetings.

D. Conduct of Meetings

The Chairperson is charged with keeping order, preserving decorum, and deciding all questions of order subject to the action of a majority of the Board. Vice Chairperson will preside in the absence of the Chairperson. In the event neither of these officers is in attendance, but a quorum is present, the members present shall select a Chairperson Pro Tem who shall conduct the affairs of the meeting, and who shall have the powers attendant to the Chairperson for the conduct of the meeting.

E. Quorum

A quorum shall be required for the Board to act or to make a decision. A quorum shall consist of a majority of the current Board members who are physically present at a Board meeting.

F. Director Participation/Voting

A Director may participate and vote in a Board meeting by being physically present or by telephone. Every act or decision shall require a quorum and the affirmative vote of a majority of the Directors voting on the matter. Every act or decision is an act of the Board, unless the law, the Articles of Incorporation or these Bylaws require a greater number.

G. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

H. Closed Session

The Board may hold a closed session during a regular, special or emergency meeting to consider or hear any matter authorized by State law to be heard in closed session. If a closed session is included on the agenda, the description of the item need only include the statutory basis for the closed session.

Section 2.09 Decorum in Debate

Each Director shall address his/her remarks to the Chairperson and confine the remarks to the business pending before the Board, avoiding personalities and reflections upon anyone's motives.

Section 2.10 Removal of Directors

Any Director may be removed from the Board at any time by the vote of two-thirds (2/3) of all members of the Board.

ARTICLE 3

Officers

Section 3.01 Offices

The offices of the Board shall be Chairperson, Vice Chairperson, Secretary and Treasurer.

Section 3.02 Election Procedure

The Board shall receive the nominations of the Nominating Committee and elect

its officers at the regular Board meeting immediately prior to the expiration of the current officers' terms. In addition to the Directors nominated by the Nominating Committee, any Director may nominate a Director for any office. Election of each officer shall require a majority vote of all members of the Board.

Section 3.03 Term of Office and Vacancies

An officer's term shall begin upon his/her election and shall continue for eighteen months or until the officer's successor is elected, whichever occurs first. In the event an office becomes vacant then the Board shall elect a successor who shall serve the unexpired portion of the term.

Section 3.04 Duties of Chairperson

The Chairperson shall preside at all meetings of the Board and the Executive Committee and perform all duties incident to the office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board.

The Chairperson or Executive Director shall have the authority to take action on the following matters without prior Board approval:

- A. Appeals on legal or administrative proceedings;
- B. Responses on legal or administrative proceedings; and
- C. Procedural matters arising from RCOC's contract with the Department of Developmental Services.

The above actions may be taken when in the opinion of the Chairperson it is not feasible to hold a special Board meeting or to defer action until the next regular meeting. All Directors shall be notified immediately, in writing, of the action taken.

Section 3.05 Duties of Vice Chairperson

The Vice Chairperson shall perform all duties and exercise all powers of the Chairperson when the Chairperson is absent or is otherwise unable to act. The Vice Chairperson shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 3.06 Duties of Secretary

The Secretary shall keep minutes of all meetings of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws and shall perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board. All or part of the above duties may be delegated to the Executive Director or such other staff as may be designated by the Executive Director.

Section 3.07 Duties of Treasurer

The Treasurer shall render reports and accountings to the Directors from time to time regarding the finances of RCOC.

ARTICLE 4

Committees

Section 4.01 Executive Committee

There shall be an Executive Committee composed of the Chairperson, Vice Chairperson, Secretary and Treasurer of the Board, and if none of these officers is a

consumer then the Chairperson may appoint a Director who is a consumer. The Chairperson may include other persons to provide additional support.

Section 4.02 Nominating Committee

The Nominating Committee shall be composed of the Chairperson and three members of the Board of Directors appointed by the Chairperson. The Nominating Committee shall nominate one Director for each of the offices of Chairperson, Vice Chairperson, Treasurer and Secretary and present the nominations to the Board of Directors at the regular meeting of the Board immediately preceding the expiration of the current officers' terms.

Section 4.03 Recruitment and Training Committee

The Recruitment and Training Committee shall be composed of the Chairperson, the immediate Past Chairperson, and other members of the Board as appointed by the Chairperson. The Chairperson also may appoint non-Board members to provide additional support. The Recruitment and Training Committee shall be responsible for assessing the composition of the Board and needed skills, recruiting potential new Directors to meet those needs, reviewing and considering candidates for the Board, recommending Director candidates for consideration by the Board and recommending new and ongoing training topics for Board members.

Section 4.04 Standing Committees

Standing Committees of the Board may be established by the Board or the Chairperson. Membership on a Committee shall be decided by the Chairperson. The Chairperson shall select the Chairperson for each Committee.

Section 4.05 Consumers Advisory Committee

The Board shall establish a Consumers Advisory Committee pursuant to Welfare & Institutions Code Section 4622.

Section 4.06 Vendors Advisory Committee

The Board shall establish a Vendors Advisory Committee pursuant to Welfare & Institutions Code Section 4622.

Section 4.07 Purpose of Committees

Each Committee shall exist for the purpose of providing advice, recommendations and technical assistance to the Board. A Committee shall not have authority to take any action which requires approval of the Board.

ARTICLE 5

Miscellaneous Provisions

Section 5.01 Fiscal Year

The fiscal year of RCOC shall correspond to the fiscal year of the State of California.

Section 5.02 Execution of Checks, Notes, Contracts

Except as otherwise provided by law, checks, drafts or orders for the payment of money shall be signed by the Executive Director and the Chief Financial Officer. In the event one of these primary persons is not available, the Chairperson of the Board is authorized to sign such documents.

ARTICLE 6

Indemnification of Directors, Officers, Employees, and Other Agents

Section 6.01 Agents, Proceedings, and Expenses

For the purpose of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of RCOC, or is or was serving at the request of RCOC as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of RCOC or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 6.04 or Section 6.05(c) of this Article.

Section 6.02 Actions Other Than by RCOC

RCOC shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of RCOC) by reason of the fact that such person is or was an agent of RCOC, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interest of RCOC, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction,

or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of RCOC or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.03 Actions by RCOC

RCOC shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of RCOC to procure a judgment in its favor by reason of the fact that such person is or was an agent of RCOC, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of RCOC and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

No indemnification shall be made under this Section 6.03 in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to RCOC in the performance of that person's duty to RCOC, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine.

Section 6.04 Successful Defense by Agent

To the extent that an agent of RCOC has been successful on the merits in defense of any proceeding referred to in Sections 6.02 or 6.03 of this Article, or in

defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05 Required Approval

Except as provided in Section 6.04 of this Article, any indemnification under this Article shall be made by RCOC only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 6.02 or 6.03 of this Article, by:

A. A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

B. The court in which the proceeding is or was pending on application made by RCOC or the attorney of the agent in connection with the defense, whether or not such application is opposed by RCOC.

Section 6.06 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by RCOC before the final disposition of the proceeding, subject to approval by a majority vote of a quorum consisting of directors who are not parties to the proceedings.

Section 6.07 Other Contractual Rights

Nothing contained in this Article shall affect any right to indemnification found in contractual obligation between RCOC and any person, not in conflict with the law, the Articles of Incorporation, or Bylaws.

Section 6.08 Limitations

No indemnification or advance shall be made under this Article, except as provided in Section 6.04 or Section 6.05(B), in any circumstances where it appears:

A. That it would be inconsistent with a provision of the Articles, or an Agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.09 Insurance

Upon and in the event of a determination by the Board to purchase such insurance, RCOC may purchase and maintain on behalf of any agent of RCOC 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 RCOC would have the power to indemnify the agent against that liability under the provisions of this Section.

ARTICLE 7

Bylaws

Section 7.01 Amendment

Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws may be amended by the Board at any regular or special meeting. Any amendments to these Bylaws shall become effective immediately

on their adoption unless the Board determines that they are to become effective at a later date.

Section 7.02 Certification and Inspection

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

I certify that the foregoing Bylaws, consisting of 15 pages, are the Bylaws, as amended, of RCOC as duly adopted by the Board at a regular meeting held on January 7, 2010.

**REGIONAL CENTER OF ORANGE
COUNTY, INC. (RCOC)**

Dated: _____

By _____
Secretary, Board of Directors