SECOND RESTATEMENT OF BYLAWS OF
COASTAL DEVELOPMENTAL SERVICES FOUNDATION

ARTICLE 1

Name

The name of this corporation is COASTAL DEVELOPMENTAL SERVICES FOUNDATION. For certain purposes Coastal Developmental Services Foundation shall do business as Westside Regional Center.

ARTICLE 2

Offices and Meetings

Section 2.01. Principal Office

The principal office for the transaction of the business of the corporation ("principal executive office") shall be located in the County of Los Angeles, State of California. The Board of Directors may change the principal executive office from one location to another within the State of California. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section 2.01, or this Section 2.01 may be amended to state the new location.

Section 2.02. Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business, whether within or outside the State of California.

Section 2.03. Place of Meetings

Any meeting of members, Directors or committees held pursuant to any provision of these Bylaws shall be held at any place within the State of California designated by the Board of Directors. In the absence of any such designation, all meetings shall be held at the principal executive office of the corporation.

ARTICLE 3

Members

Section 3.01. Qualifications

There shall be only one class of members of the corporation, namely, the Directors of the corporation. The Directors shall be the only members of the corporation. Any person who is elected as a Director shall automatically become a member of the corporation upon the assumption of his or her office as a Director and shall automatically cease to be a member of the corporation upon the expiration of his or her term of office as a Director.

Section 3.02. Freedom from Liability
No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Section 3.03. Meetings

(a) **Annual Meeting**

The members of the corporation shall hold an annual meeting which shall be held on the first Wednesday in June of each year, except that the President shall have the right to postpone the date of any annual meeting of members to a date not more than forty-five (45) days after the first Wednesday in June by giving written notice of such postponement to the Secretary not less than thirty (30) days before the first Wednesday in June. The Directors shall elect the Board’s Officers at the annual meeting.

(b) **Regular Meetings**

The Board of Directors shall hold regular meetings on the first Wednesday of the month or as later designated by the Board.

(c) **Special Meetings**

Special meetings of the members of the corporation may be called at any time by the President, or if the President be absent or unable to act or refuses to act, then by the Vice President or by any five (5) members of the corporation, which call shall be in writing, filed with the Secretary of the corporation.

(d) **Notice of Annual and Each Regular and Special Meeting**

Notice of the annual and each regular and special meeting of the Board of Directors shall be given by the Secretary to each member of the corporation not less than seven (7) days prior to the date of such meeting. Such notices must include the date, time, and location of, and a specific agenda for the meeting. No item shall be added to the agenda subsequent to the provision of this notice except emergency situations, or items brought before the Board at meetings by members of the public.

(e) **Notice Pursuant to Written Request**

Notice of meetings of the Board of Directors and of any Committee of the Board of Directors which exercises authority delegated to it by the Board of Directors shall be provided to any person who requests notice in writing. Such notice shall be mailed at least seven (7) days in advance of each meeting. Such notice shall include the date, time and location of, and a specific agenda for the meeting. The agenda shall identify all substantive topic areas to be discussed. No item shall be added to the agenda subsequent to the provision of this notice. The notice requirements contained in this subparagraph (e) shall not preclude the Board of Directors from taking action on any urgent request made by the California Department of Developmental Services ("DDS"), not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting, or on any new items brought before the Board at meetings by members of the public. In the case of an emergency situation involving matters upon which prompt action is necessary
due to the disruption or threatened disruption of regional center services, an emergency meeting may be called without complying with the advance notice requirement outlined above in the within subparagraph (e). “Emergency situation” means any activity which severely impairs public health, safety, or both as determined by a majority of the members of the Board of directors. In these situations, advance notice shall be provided if practicable. In addition, the Area Board shall be notified by telephone of each emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall e-mailed immediately to those persons who request notice of meetings in writing.

(f) **Conduct of Meetings**

Meetings of the members of the corporation shall be presided over by the President of the corporation, or in his or her absence by the Vice President, or, in the absence of both of them, by a member of the corporation chosen by a majority of the members present. The Secretary of the corporation shall act as Secretary of the meeting. In the absence of the Secretary, the Presiding Officer shall appoint a person to act as Secretary for the meeting.

(g) **Quorum**

A quorum of the Board of Directors shall consist of nine (9) members of the corporation. Provided, however, that a quorum of the Board of Directors shall consist of a majority of the Directors then in office at any time when the number of Directors then in office is less than ten (10).

(h) **Voting**

(i) Except as provided in Section 4.01, subsection (g), each Director shall be entitled to one vote on each matter submitted to a vote of the Directors.

(ii) Voting by proxy shall not be permitted.

(i) **Meetings by Telephone**

Directors may participate in a meeting of the Board of Directors through use of conference telephones or similar communications equipment, so long as all Directors participating in such meeting can hear one another, and participation through such use shall be deemed to constitute presence in person at such meeting.

(j) **Open Meetings**

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

(i) A copy of Article 3 of Chapter 5 of Division 4.5 of the Welfare and Institutions Code (Welfare and Institutions Code sections 4660-4669) shall be provided to each member of the Board of Directors upon his or her assumption of Board membership.
(ii) For purposes of this Section 3.03, Board meetings shall include meetings conducted by any committee of the Board of Directors which exercises authority delegated to it by the Board of Directors. However, Board meetings shall not be deemed to include Board retreats planned solely for educational purposes.

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

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

(k) Closed Meetings

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

(1) Real estate negotiations.

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

(3) Employee salaries and benefits.

(4) Labor contract negotiations.

(5) Pending litigation.

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

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

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

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

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

(I) Materials Distributed

Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting, shall be considered public records, except those materials distributed during and directly related to a closed session authorized under Subsection (k) of this Section. Writings which are distributed prior to commencement of a Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during a Board meeting shall be made available for public inspection at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of the public record distributed pursuant to this Subsection.

(I) Location of Meetings

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

(m) The regional center shall maintain all recordings and written comments submitted as testimony on agenda items for no less than two years. These materials shall be made available for review by any person, upon request.

(n) Violation of Open Meeting Requirements

Any action taken by the Board in violation of Subsections (d) through (m) of this Section 3.03, is null and void.

(o) Inapplicability of Subsections (d) through (m) to Non-Regional Center Affairs

The provisions set forth in Subsections (d) through (m) of this Section 3.03 shall not apply to the corporate affairs of the Board of Directors which have no relationship to the role and responsibility of the Regional Center.

ARTICLE 4

Board of Directors

Section 4.01. Composition
The number of Directors of the corporation shall be eighteen (18). The members of the Board of Directors shall conform to the following criteria:

(a) The Board of Directors shall be composed of individuals who have demonstrated interest in, or knowledge of, developmental disabilities.

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

(c) The Board of Directors shall include representatives of each of the various categories of disability to be served by the corporation.

(d) The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the corporation.

(e) A minimum of fifty percent (50%) of the members of the Board of Directors shall be persons with developmental disabilities or their parents or legal guardians. Persons with developmental disabilities shall comprise no less than twenty-five percent (25%) of the members of the Board of Directors, or the Board of Directors shall issue a finding to the Department of Developmental Services and the local Area Board as to why this is not achievable. The Regional Center shall provide necessary training and support to all Directors with developmental disabilities to facilitate their understanding and participation.

(f) The Board of Directors shall conform to such other membership criteria as are required by law, including submission of documentation to DDS by August 15 of each year, demonstrating that the composition of the Board is in compliance with Welfare and Institutions Code section 4622, as outlined in this Bylaws Section 4.01.

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

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

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

(iii) Vote on any issue other than those described in paragraph (ii) hereinafore, in which said member has a "financial interest" as defined in Section 87103 of the California Government Code.
Furthermore, any person whose membership on the Board of Directors is pursuant to subsection (g) of this Section 4.01 shall provide the Board of Directors with a list of any and all of his or her "financial interests" as such interests are described in Section 87103 of the California Government Code, and as determined by the Board of Directors.

Section 4.02. Qualifications

(a) No person shall serve as a Director for more than seven (7) years within each eight-year period.

(b) No Director shall:

   (i) Be an employee of the State Department of Developmental Services or any state or local agency which provides services to a regional center consumer if employed in a capacity which includes administrative or policymaking responsibility, or responsibility for the regulation of the corporation.

   (ii) Be an employee or a member of the state council or an area board.

   (iii) Have a "financial interest," as defined in Section 87103 of the California Government Code, in the corporation's operations, except as a consumer of its services.

   (iv) Except as otherwise provided for the one member of the Board of Directors selected by the Service Provider Advisory Committee, as described in Section 4.01, subsection (g) hereof be an employee or member of the governing board of any entity from which the Corporation purchases consumer services.

   (v) Otherwise be a person barred from serving on the Board of Directors by law or government regulation, including, but not limited to section 54500 and following of the California Code of Regulations.

   (vi) Have a conflict of interest with an entity that receives regional center funding, including, but not limited to, a nonprofit housing organization and an organization qualified under Section 501(c)(3) of the Internal Revenue Code, that actively functions in a supporting relationship to the Regional Center.

(c) Conflict of Interest Statements

   (i) Each member of the Board of Directors shall file annually with the Board of Directors, no later than August 1, a statement declaring, under penalty of perjury, that such Director has neither a conflict of interest nor a potential conflict of interest as defined in the Lanterman Developmental Disabilities Services Act (the "Lanterman Act") or in Title 17 of the California Code of Regulations.

   (ii) The member of the Board of Directors designated by the Service Provider Advisory Committee as described in Section 4.01, subsection (g), hereof shall also file the list of "financial interests" and be subject to the voting restrictions described in said Section 4.01, subsection (g).

   (iii) Each new candidate for the Board of Directors and for the position of
Executive Director shall disclose any present or potential conflicts of interest to the regional center governing board, prior to being appointed, elected, or approved for hire, by the regional center or the regional center governing board. Further, any new Board Member appointed after August 1 of any year shall prepare and file the required conflict of interest statement within 30 days of selection, election or appointment.

(iv) Every board member shall complete and file a subsequent conflict of interest statement upon any change in status that creates a potential or present conflict of interest. The term, "change in status" includes, but is not limited to, a change in financial interests, legal commitment, regional center or board duties, or both, or outside position or duties, whether compensated or not. The conflict of interest statement of the affected board member shall be submitted to the Department of Developmental Services within ten (10) days of the change in status.

(d) The annual conflict of interest statement required by section 4.02, subdivision (c) of these Bylaws shall be made on the form published by DDS. The conflict of interest statements of all board members and the Executive Director shall be submitted to DDS within ten (10) days of receipt of the statements.

(e) The Board shall review the conflict of interest statements of all Board Members and the Executive Director to ensure that no conflicts of interest exist. If a present or potential conflict of interest is identified for the Executive Director or a Board Member that cannot be eliminated, the person shall resign or the Board shall, within 30 days of receipt of such conflict of interest statement, submit to the Department of Developmental Services and the State Council and the Area Board a copy of the conflict of interest statement and a plan that proposes mitigation measures, including time frames and actions the Board or the individual, or both, will take to mitigate the conflict of interest. Any mitigation plan shall meet the requirements of Title 17 of the California Code of Regulations section 54533, including posting the conflict of interest statement on the regional center website until the conflict is resolved.

Section 4.03. Terms of Office

(a) The term of office of a Director shall be two (2) years. A Director whose term of office has expired shall nevertheless continue in office until a successor has been duly elected and qualified, unless that Director has already served on the Board seven out of the previous eight years.

(b) The term of office of a Director elected to fill a vacancy in the Board of Directors caused by death, resignation or removal shall be the same as that of the Director whose office the new Director has been elected to fill, unless that would require the succeeding Director to serve more than seven years in any eight-year period prior to the expiration of that term of office.

(c) The term of any elected Director shall begin immediately upon his or her election.

Section 4.04. Election

Except as otherwise provided in these Bylaws, Directors shall be elected at the annual meeting of members of the corporation. Nominations shall be received for each seat on the Board of Directors for which a Director is to be elected either in accordance with the provisions of Section 7.04, subsection (d), hereof, by nomination from the floor at a meeting at which
Directors are elected, or as otherwise provided. A plurality of the votes cast for such seat shall elect the Director to fill that seat. In the event that more than one person is nominated for a given seat on the Board of Directors, balloting for that seat shall be by secret ballot.

Section 4.05. Powers

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

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

(b) To establish the policies of the corporation.

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

(d) To appoint and remove the President, Vice President, Secretary, Treasurer, Executive Director or any other officer of the corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and fix the compensation of the Executive Director.

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

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

Section 4.06. Duties

The Directors shall:

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

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

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

(d) Within 120 days after the end of the corporation’s fiscal year, cause to be prepared and delivered to each Director an annual report containing the following information, in appropriate detail, for the fiscal year:
(i) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year, with a separate listing for the Social Security Supplemental Custodian Account.

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

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

(iv) The expenses or disbursements of the corporation for both general and restricted purposes.

(iv) Any information required by Section 4.06, subsection (e) of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the Corporation’s books and records.

(e) As a part of the annual report referred to in Section 4.06, subsection (d), above, the corporation shall annually furnish to each Director a statement briefly describing any indemnification or advances aggregating more than ten thousand dollars ($10,000) paid during the fiscal year to any Officer or Director of the Corporation as authorized by Section 10.01 – 10.03 of these Bylaws.

(f) The Board shall annually contract with an independent accounting firm for an audited financial statement. The audit report and accompanying management letter shall be reviewed and approved by the Board and submitted to DDS within 60 days of completion and before April 1 of each year. Upon submission to DDS, the audit report and accompanying management letter shall be made available to the public by the regional center. Beginning with the 2011-2012 fiscal year, this audit shall not be completed by the same accounting firm more than five times in every 10 years.

(g) The Executive Committee shall annually review the performance of the Executive Director of the Corporation.

(h) The Board shall review and approve any regional center contract of two hundred and fifty thousand dollars ($250,000), or more, before the regional center enters into such a contract. No contract exceeding two hundred and fifty thousand dollars ($250,000) is valid unless approved by the Board of Directors. The term “contract” for the purpose of this subdivision does not include vendor approval letters issued by the regional center pursuant to Section 54322 of Title 17 of the California Code of Regulations.

Section 4.07. Limitation

A person who is a Director of the corporation shall not solicit services from the corporation through any procedure or means which would not be available to such person were he or she not a Director; and the corporation shall not, in providing services, give preferential treatment to any person by reason of the fact that such person is a Director, or a relative or acquaintance of a Director, of the corporation.
Section 4.08. Compensation

The President, the Vice President, the Secretary, the Treasurer, and all of the Directors of the corporation shall serve without compensation for any services rendered for them to the corporation as such officer or Director. However, the immediately preceding sentence of the within Section 4.08 shall not operate to preclude any corporate officer or Director from receiving reimbursement from the corporation for reasonable expenses incurred by such officer or Director in his or her capacity as such officer or Director. There shall be no reimbursement for non-business related travel companions. Neither shall there be loans to Directors nor Officers, except as might be permitted for matters relating to indemnity under Section 10 of these Bylaws.

Section 4.09. Removal of Directors

(a) Any Director may be removed as a Director with or without cause at any time by resolution duly adopted by the members of the corporation, provided that the following two (2) conditions are satisfied:

   (i) Notice of intention to offer a resolution for such removal is given to each member of the corporation, by personal service or certified or registered mail, return receipt requested, not less than fifteen (15) days prior to the date of adoption of such resolution; and

   (ii) At least eighty percent (80%) of the full number of persons who at the time are members of the corporation vote in favor of such removal.

b) If any Director of the corporation be absent for three (3) consecutive regular meetings of the Board of Directors or three (3) consecutive meetings of any Standing Committee of the corporation of which such Director is a member, such Director may, by vote of a majority of the full number of persons who at the time are members of the corporation, be removed from office as a Director at the conclusion of the meeting of the members of the corporation next succeeding such three (3) consecutive absences. Notice of such three (3) consecutive absences and of the immediately preceding sentence of these Bylaws shall be included by the Secretary in the notice of the meeting of the members of the corporation next succeeding such three (3) consecutive absences.

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

Section 4.10. Vacancies

(a) Occurrence

Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the size of the Board of Directors is increased; (3) on failure of the members to elect the full number of Directors authorized; and (4) upon the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5238). For purposes of this
subsection (a), if a Director has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty under the Corporations Code and the Board of Directors does not declare a vacancy in the office of a Director within thirty (30) days after such order of court becomes final, then any Director or ten percent (10%) of the members may file a complaint with the superior court of the proper county to remove such Director from office.

(b) Filling Vacancies

Vacancies caused by the death or resignation of a Director or Directors, or by removal as provided in these Bylaws, or by an amendment increasing the size of the Board of Directors authorized, shall be filled by vote of a majority of the Directors then in office. The person filling such a vacancy shall hold office as a Director until the expiration of the term of office of the Director whose vacancy he or she is selected to fill, unless completion of such term would cause the succeeding Director to be on the Board more than seven of the preceding eight years.

(c) Reduction of Number

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

Section 4.11. Good Faith, Standard of Care, Reliance on Information from Others

(a) Good Faith Requirement

A Director shall perform the duties of a Director, including duties as a member of any committee of the board upon which the Director may serve, in good faith, in a manner that the Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) Justified Reliance on Others

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:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person’s professional or expert competence; or

(3) A committee upon which the Director does not serve that is composed exclusively of Directors or any combination of Directors and persons described in paragraph one (1) 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.
(c) Freedom From Liability

Except as provided in Corporations Code section 5233, relating to self-dealing transactions, a person who performs the duties of Director in accordance with subdivisions (a) and (b), above, shall have no liability based upon any alleged failure to discharge the person's obligations as Director.

ARTICLE 5

Officers

Section 5.01. Numbers and Titles

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors by resolution shall determine.

Section 5.02. Qualifications, Election, Term of Office, and Vacancies

Officers of the corporation shall be elected by the Board at its annual meeting as specified in Section 3.03, subsection (a) hereof. The term of office of each elected officer shall begin immediately upon his or her election. All officers shall be elected from among the Directors. Each officer shall serve for a one-year term or until: (a) his or her successor is elected; (b) his or her resignation; (c) his or her removal at the pleasure of the Board of Directors; or (d) the expiration of his or her term as a Director, whichever occurs first. No person shall serve more than three (3) full consecutive terms in the same office. Vacancies among the officers shall be filled by the Board of Directors.

A list of nominees for officers shall be provided by the Nominating Committee at a regular meeting of the Board of Directors prior to the annual meeting. Opportunity for additional nominations by the Directors shall be provided immediately prior to balloting.

Section 5.03. Duties of President

The President shall preside at all meetings of the Board of Directors, all meetings of the Executive Committee and all meetings of the members of the corporation; shall execute all agreements with governmental agencies for funding of the corporation and all leases of real property; shall, with the approval of the Board of Directors, appoint the chairpersons of all committees, except the Executive Committee and the Nominating Committee; shall be a member, ex-officio with vote, of all committees (except that the President may designate the Vice President to be a member, ex-officio with vote, of any Standing Committee, in place of the President); and shall perform such other duties as may be required of him or her by these Bylaws or may be required of him or her from time to time by the Board of Directors.

Section 5.04. Duties of Vice President

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be required from time to time by the Board of Directors.
Section 5.05. Duties of Secretary

The Secretary shall cause minutes of all meetings of the Board of Directors to be kept, shall be the custodian of the corporate records (which shall be kept in the offices of the corporation), shall cause all notices which are required by law or by these Bylaws to be given, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required of him or her by law, by the Articles of Incorporation, by these Bylaws or from time to time by the Board of Directors.

Section 5.06. Duties of Treasurer

The Treasurer shall make provision for the care and custody of all funds of the corporation, shall make provision for the deposit of such funds as required and designated by the Board of Directors, shall make provision for the maintenance of adequate accounts of the properties and business transactions of the corporation, shall render reports and financial statements to the Directors as required by the Board of Directors, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. All or part of the above duties may be delegated to the Executive Director or to such other staff as may be designated by the Executive Director.

ARTICLE 6

Executive Director

The Executive Director shall be the chief executive officer and chief operating officer of the corporation and as such shall have the authority and responsibility for the day-to-day management and administration of the affairs, employees, and resources of the corporation, and for implementation of the policies and programs of the corporation.

The Executive Director shall, subject to the policies of the corporation, employ, supervise, manage, control and discharge the employees of the corporation.

The Executive Director shall advise and counsel the Board of Directors in matters of policy and shall act as a representative for the corporation at community, state and national meetings.

ARTICLE 7

Committees

Section 7.01. Appointment of the Chairperson

The chairperson of each committee, with the exception of the Executive Committee, the Service Provider Advisory Committee, the Consumer Advisory Committee, and the Nominating Committee, shall be appointed by the President.

The Chairperson of each Standing Committee shall be selected from among the members of the Board of Directors. The Chairperson of the Service Provider Advisory Committee shall be selected as provided in Section 7.05, subdivision (e)(iii) of these Bylaws.
Section 7.02. Committee Membership

Except for the Executive Committee, the Service Provider Advisory Committee, and the Nominating Committee, the chairperson of each committee, after consultation with the President, shall select the members of such committee. Except for the Executive Committee, members of the committees are not required to be Directors or members of the corporation.

Section 7.03. Committee Action

No committee can take action or be authorized to take action on behalf of the Board of Directors unless all of its members are members of the Board of Directors. No committee shall have voting rights except the Executive Committee and the Service Provider Advisory Committee. No vote of the Service Provider Advisory Committee shall be binding on the Board of Directors, except the selection of its chairperson, who will be a member of the Board, pursuant to Welfare & Institutions Code section 4622, subdivision (i).

Section 7.04. Minutes

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

Section 7.05. Standing Committees

The following Standing Committees are hereby established:

(a) Executive Committee:

(i) Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer, and (if he or she is still a Director) the immediate past President of the corporation and shall have such powers as the Board of Directors delegates to it, except for:

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

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

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

4. The power to fix compensation of Directors for serving on any committee;

5. The power to appoint committees of the Board of Directors or the members thereof;
(6) The power to expend (or authorize the expenditure of) corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and

(7) The power to remove the Executive Director.

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

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

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

(iii) All actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors.

(iv) Meetings of the Executive Committee shall be held at the call of the President or any two (2) members of said Committee. Notice of the meeting shall be given to each member of the Executive Committee either orally or in writing, by means of telephone, telegraph, personal visit or mail, not less than seven days before the time at which the meeting is scheduled to take place, unless notice is waived by such member in writing.

(v) Members of the Executive Committee may participate in a meeting of the Executive Committee through use of conference telephones or similar communications equipment, so long as all members participating in such meeting can hear one another; and participation through such use shall be deemed to constitute presence in person at such meeting.

(b) Finance Committee:

(i) The Finance Committee shall be responsible for monitoring the budget of the corporation and the expenditure of corporate funds. It shall receive, examine and approve for submission to the Board of Directors, all reports of expenditures made by the corporation and all audits of such expenditures.

(ii) The Executive Director shall recommend a yearly budget to the Finance Committee. The Finance Committee shall recommend a yearly budget to the Board of Directors. The Finance Committee shall periodically review the financial position of the corporation

(c) Consumer Advisory Committee:

(i) The Consumer Advisory Committee shall address all issues that affect the provision of services to consumers and their families, as well as recommending policy to the Board of Directors that ensures equity of services, fiscal responsibility and adherence to Board and Community practices.
(ii) The Consumer Advisory Committee shall be comprised of volunteer consumers who shall select a representative from among the consumers on the Board.

(iii) The Consumer Advisory Committee shall meet monthly.

(d) **Nominating Committee:**

(i) The Nominating Committee shall be comprised of the President and four (4) other persons selected by the Board of Directors from among its members. The Nominating Committee shall select its own chairperson.

(ii) The Nominating Committee shall have the responsibility to seek out and select qualified candidates for presentation and election as Directors and officers of the corporation.

(iii) The Nominating Committee shall meet periodically throughout the year to assure that the Board of Directors will have continuity of experienced leadership.

(iv) The Nominating Committee shall nominate Directors and officers in sufficient numbers to fill vacancies.

(v) The Nominating Committee's slate of candidates for election as Directors at each annual meeting of the members of the corporation shall, for informational purposes, be presented at a regular meeting of the Board of Directors before the date of such annual meeting of the members of the corporation and shall be filed with the Secretary not later than fifteen (15) days before the date of such annual meeting of the members of the corporation. The Nominating Committee's slate of candidates for election as officers at each annual meeting of the Board of Directors shall, for informational purposes, be presented at a regular meeting of the Board of Directors before the date of such annual meeting of the Board of Directors and shall be filed with the Secretary not later than fifteen (15) days before the date of such annual meeting of the Board of Directors.

(e) **Service Provider Advisory Committee**

(i) The Service Provider Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the Board of Directors in order to assist the Corporation in carrying out the Corporation's mandated functions. The Service Provider Advisory Committee shall be comprised of a wide variety of persons representing the various categories of providers from which the Corporation purchases consumer services (hereinafter referred to as "service providers").

(ii) The members of the Service Provider Advisory Committee shall be elected as such by the Board of Directors and shall each serve for a two-year term. Vacancies on said Committee caused by death, resignation or removal shall be filled by the Board of Directors for the balance of the term of the Committee member who died, resigned, or was removed.
(iii) The Service Provider Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors as described in Section 4.01, subsection (g) hereof, who shall also be the chairperson of the Service Provider Advisory Committee. Such representative shall serve as a Director for a two (2) year term or until the occurrence of one of the following events, whichever occurs first: (a) his or her successor is designated by said Committee, (b) his or her resignation, (c) his or her removal at the pleasure of said Committee, (d) the expiration of his or her term as a member of said Committee, (e) his or her service of seven out of the previous eight years on the Board. A vacancy in the position of such representative caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the representative who died, resigned, or was removed.

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

(f) Client Services Committee:

Reviews services and policies as they relate to clients and families.

(g) Political Action & Outreach Committee:

(i) The Political Action & Outreach Committee initiates and oversees efforts to build relationships with local state legislators, to keep them informed about issues regarding developmental disabilities, and to ensure their support of continued funding for regional centers. Specific activities include arranging face-to-face meetings, sending information to lawmakers, and participating in activities that need to be politically addressed.

(ii) The Political Action Committee may meet monthly or as needed.

Section 7.06. Other Committees

Other Committees may be appointed and authorized with such responsibilities and authority as, and for such term as, the Board of Directors may specify, so long as any Committee taking action on behalf of the Board of Directors is elected by a majority of the Board of Directors from among its sitting Board members.

Section 7.07. Limitation on Authority

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

ARTICLE 8
Miscellaneous Provisions

Section 8.01. Fiscal Year

The fiscal year of the corporation shall commence on July 1 and end on the next succeeding June 30.

Section 8.02. Execution of Checks and other Documents

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the corporation, shall be signed or endorsed by such person or persons, and in such manner as shall be determined, from time to time, by resolution of the Board of Directors. The Board of Directors, except as in these Bylaws or otherwise provided, may authorize any officer or officers, agent or agents to enter into any contracts or execute any instruments in the name of, the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no officer, agent or employee of the corporation shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or in any amount.

Section 8.03. Parliamentary Procedure

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

Section 8.04. Seal

The corporation shall have a seal consisting of a circle having on its circumference "COASTAL DEVELOPMENTAL SERVICES FOUNDATION, INCORPORATED JANUARY 3, 1983, CALIFORNIA."

Section 8.05. Service of Notice and Waiver of Notice

Whenever any notice is required by these Bylaws to be given, personal service is not meant unless expressly so stated; and any notice so required shall be deemed to have been sufficient if given by deposit of the same in a post office box in a sealed postpaid wrapper with first class postage thereon prepaid, addressed to the person entitled thereto at his post office address last known to the Secretary of the corporation. Such notice shall be deemed to have been given on the day of such mailing. Any notice required by these Bylaws to be given may be waived in writing by the person entitled thereto. Regarding any meeting of the members or Directors, whether regular, annual or special, any such waiver shall be valid, whether given before or after the holding of any such meeting.

Section 8.06. Gender

As used within these Bylaws, the masculine gender shall include both the masculine and the feminine gender.
Section 8.07. Severability.

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

ARTICLE 9

Amendment of Bylaws

These Bylaws or any of them may be replaced or amended or new or additional Bylaws may be adopted by any one of the following methods:

(a) Except as prohibited by law, by the board of Directors, provided that both of the following two conditions have been complied with:

   (i) Notice of the proposed change has been given to each of the Directors at least ten (10) days before the adoption of such change; and,

   (ii) At least a majority of the Directors then in office vote in favor of such change.

(b) Provided that notice of the proposed change has been given to each member of the corporation not less than ten (10) days before the adoption of such change:

   (i) By the written ballot of a majority of those persons who at the time are members of the corporation, or

   (ii) By the vote of a majority of those persons who at the time are members of the corporation at a meeting of members of the corporation duly called, according to the Articles of Incorporation or Bylaws of the corporation, for the purpose of adopting such change.

ARTICLE X

Indemnification

Section 10.01 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238, subdivision (a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used by this Bylaw, shall have the same meaning as in Section 5238, subdivision (a) of the California Corporations Code.
Section 10.02 Approval of Indemnity

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

Section 10.03 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 10.01 and 10.02 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.4 Insurance

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

ARTICLE XI

Purposes and Limitations

Section 11.01 General Purposes

The specific and primary purpose for which this Corporation is formed are to develop, obtain resources for and administer programs for persons with developmental disabilities and the families of such persons exclusively for charitable purposes, including but not limited to programs of prevention, developmental service, public information and education, research and manpower and resource development and evaluation.

Section 11.02 Solicitation and Contribution
The Corporation may, in accordance with applicable laws, solicit and receive contributions and donations from the general public for charitable purposes, expressly including, but not limited to, the specific and primary purpose for which this Corporation is formed. Such solicitation shall be in accordance with the requirements of the Supervision of Trustees and Fundraisers for Charitable Purposes Act, also known as the California Nonprofit Integrity Act of 2004, set forth at California Government Code Section 12580 and following, to the extent it may be applicable to the Corporation, from time to time.

Section 11.03 Limitations

The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes.

Section 11.04 Dedication of Assets

This Corporation’s assets are irrevocably dedicated to public/charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 11.05 Construction

Unless the Lanterman Developmental Disabilities Services Act (the “Lanterman Act” at Welfare and Institutions Code section 4500 and following) or the context require otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of COASTAL DEVELOPMENTAL SERVICES FOUNDATION, a California nonprofit corporation, and the above Bylaws, consisting of twenty-four (24) pages, including this certificate, constitute the Bylaws of the corporation as adopted at a meeting of the Board of Directors held on the 7th day of November, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal to these Bylaws on the 7th day of November, 2012.

[SEAL] 

Paula Hilton