

**Tri-Counties Association
for the
Developmentally Disabled**

Bylaws

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ARTICLE I – THE CORPORATION

Section 1.01: Corporate Name. The name of this Corporation is Tri-Counties Association for the Developmentally Disabled, Inc. (TCADD), and it is commonly known as the Tri-Counties Regional Center (TCRC).

Section 1.02: Area of Service. The area of service shall be the region consisting of the following California counties: Ventura, Santa Barbara and San Luis Obispo.

Section 1.03: Place of Business. The principal office for the transaction of business of TCRC shall be located in the County of Santa Barbara, State of California. TCRC may have other offices within the area of service.

Section 1.04: Process of Service. The address for process of service is 520 East Montecito Street, Santa Barbara, California 93103. The individual who receives process of service is the Executive Director of TCRC.

ARTICLE II – PURPOSE

Section 2.01: Lanterman Act. TCRC will develop policies and act in accordance with all provisions of the Lanterman Developmental Disabilities Services Act.

Section 2.02: Vision. Persons with developmental disabilities live fully and safely as active and independent members of their community.

Section 2.03: Mission. TCRC provides person and family centered planning, services and supports for individuals with developmental disabilities to maximize opportunities and choices for living, working, learning and recreating in the community.

Section 2.04: Code of Ethics. TCRC will establish and maintain professional relationships and conduct business according to its adopted Code of Ethics.

ARTICLE III - GENERAL

Section 3.01: Fiscal Year. The fiscal year of TCRC shall commence on July 1 and end on June 30 of the following year.

Section 3.02: Tax Status. TCRC is a non-profit corporation with 501(c)(3) tax-exempt status.

Section 3.03: Bylaws.

- (1) The Bylaws represent the written rules by which TCRC is governed.
- (2) These Bylaws or any section may be waived, amended, repealed or new Bylaws adopted, by a two-thirds (2/3) majority vote of a quorum of the duly elected Board Members (Directors) present at a regularly scheduled Board Meeting.
- (3) Proposed changes shall be presented in writing to Directors in the form of a Notice of Action, which precedes the vote at the next regularly scheduled Board Meeting.

Section 3.04: Quorum. A majority of the number of Directors elected and duly serving shall be necessary to constitute a quorum of the Board for the transaction of business. In no case shall a quorum be less than seven (7).

Section 3.05: Transaction of Business. The affirmative vote of a majority of the voting members present shall be necessary to transact the business of the Board of Directors.

Section 3.06: Parliamentary Authority. Where questions are raised about the conduct of the business of the Board, *Roberts Rules of Order* shall serve as the guide.

Section 3.07: Dissolution of the Corporation. Upon a two-thirds vote by the entire members of the Board of Directors, at a regularly scheduled meeting, TCRC can be dissolved. Dissolution documents must be filed with the Secretary of State in Sacramento.

Section 3.08: Disposition of Assets. Upon the dissolution of TCRC, the assets shall be disbursed by the Board of Directors, after paying or making provision for the payment of all debts, obligations, liabilities and costs and expenses of the corporation. Disbursement of Assets shall be in accordance with section 501c (3) of the Internal Revenue Code and any contractual agreement with the State of California.

ARTICLE IV - MEMBERS

Section 4.01: Members. TCRC shall have no members. All rights, which would otherwise vest in members of TCRC, shall vest in the Directors of the Board.

Section 4.02: Compensation. Directors shall serve without compensation except for reasonable reimbursement for Board related travel and business expenses.

Section 4.03: Liability. No Director of the Board shall be personally liable for the debts, liabilities or obligations of TCRC.

Section 4.04: Indemnification.

- (1) To the fullest extent permitted by law, TCRC shall indemnify its Directors, officers, employees and other persons described in Section 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 that Section, and including an action by or in the right of TCRC, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

- (2) On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.
- (3) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections (1) and (2) of these Bylaws in defending any proceeding covered by those Sections shall be advanced by TCRC before final disposition of the proceeding, on receipt of TCRC 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 TCRC for those expenses.
- (4) TCRC shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees, and other agents, against any liability asserted against or incurred by any Director, officer, employee, or agent in such capacity or arising out of the Director's, officer's, employee's, or agent's status as such. Such coverage shall include, but not be limited to, indemnity for fiduciaries of any TCRC employee benefit plan or plans. Purchase of such coverage shall be limited to that which is reasonably prudent in light of TCRC's budget considerations, as reviewed from time to time.

ARTICLE V - DIRECTORS

Section 5.01 Number of Directors. The authorized number of Directors of the Board of TCRC shall be sixteen (16), exclusive of the designated representative from the People’s Advisory Committee [pursuant to Welfare & Institutions Code 4622 (h)] and the representative from the Vendor Advisory Committee [pursuant to Welfare & Institutions Code 4622 (i)].

Section 5.02: Term of Office. The term of office for all Directors shall be: a 1st term of three (3) years, a 2nd term of two (2) years (optional), and a 3rd term of two (2) years (optional).

Directors shall not be permitted to serve longer than seven (7) consecutive years. In no case shall Directors of the governing Board be permitted to serve more than seven (7) years within any eight-year period.

(Board members already in their 2nd (3-year) term of office, per the TCADD By-Laws Term of Office language in effect as of September, 2007, will be eligible to serve a 3rd term of one year if they choose.)

Section 5.03: Vacancies. Vacancies in the Board of Directors shall exist on the death, resignation, expiration of a Director’s term of office or removal of any Director, or whenever the number of Directors is authorized to increase.

Section 5.04: Method of Selection. Sitting members of the Board of Directors have the sole authority to approve appointments to the Board.

- (1) Candidates for the Board of Directors may be recommended by organizations representing individuals with developmental disabilities and/or their family members, the Area IX Board, service providers, the general public or self-referral.
- (2) Directors shall be elected to the Board by current Directors at any regularly scheduled Board Meeting, provided there is a quorum. A Director is “seated”

when elected, however the initial three-year term of office shall officially begin as of the first day of the current fiscal year for Board Members who join the Board of Directors between July 1 and December 31. If the Board Member joins the Board of Directors between January 1 and June 30, the Board Member's Term will begin on the first day of the next fiscal year.

Section 5.05: Qualifications. Any person who resides in the area of service and who has interest in, or knowledge of developmental disabilities is eligible to be elected as a Director. Pursuant to the Lanterman Act Section 4626, no Director (except the representative from the Vendor Advisory Committee) may be:

- (1) An employee of a state or local agency, which provides services to a regional center client, if employed in a capacity which includes administrative or policy making responsibility, or responsibility for the regulation of the regional center.
- (2) An employee or member of the State Developmental Disabilities Council or the Area IX Board.
- (3) An employee or a member of the governing board of any entity from which the Tri-Counties Regional Center purchases client services.
- (4) A person who has a financial interest in regional center operations except as a consumer of regional center services.
- (5) An employee, contractor or vendor of TCRC or an immediate family member of an employee, within one (1) year preceding the appointment to the Board.

Section 5.06: Composition. At least 25 percent of the elected Directors shall be persons with developmental disabilities (i.e. primary consumers), and at least 25 percent of the elected Directors shall be family members or legal guardians of persons with developmental disabilities

(i.e. secondary consumers). The number of Directors from each county, exclusive of primary consumers, shall correspond to the population served by TCRC in each county. The elected Directors, to the extent feasible, shall include persons with legal, financial, managerial, general business, education, public relations, health and safety and expertise in the field of developmental disabilities. To the extent feasible, Directors shall represent all major categories of eligible disabilities and the diverse socio-economic, geographic racial and ethnic population of the Tri-Counties area.

Section 5:07: Powers. All corporate powers, subject to the limitations set forth in the Articles of Incorporation, shall be exercised by or under authority of its Board of Directors. The Board shall also have the following powers:

- (1) Establish the vision, mission, values, operating principles, philosophy, ethical standards and general policies of TCRC;
- (2) Advocate in support of the Vision and Mission of TCRC;
- (3) Establish policies and rules consistent with law and the Articles of Incorporation for the guidance of the officers and the management of the affairs of TCRC;
- (4) Recruit, appoint and supervise an Executive Director who shall establish operational guidelines and procedures in order to implement the Board's policies and directives;
- (5) Establish the compensation package for the Executive Director;
- (6) Review and evaluate the Executive Director's performance and his/her implementation of Board policies;
- (7) If necessary, remove an Executive Director from employment at TCRC;

- (8) Direct the Strategic Planning process; adopt a Strategic Plan; modify the Plan according to established Board policies and monitor the progress of the Plan;
- (9) Fulfill its fiduciary responsibilities, including review of all financial reports, legal issues, State contract with the Department of Developmental Services and other contractual matters, informed oversight, as well as exercising the Duty of Care and Duty of Loyalty mandated by State regulations.
- (10) Review and approve the TCRC budget; review and approve financial statements, establish financial, administrative and compensation policies, approve lines of credit and perform general oversight regarding the fiscal management of TCRC.

Section 5.08: Duties. The Board of Directors shall:

- (1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, by these Bylaws and by the Lanterman Act.
- (2) Supervise the Executive Director to ensure that all agents and employees of the Corporation properly perform their duties.
- (3) Meet at such times and places as required by these Bylaws. Ensure the proper documentation of all meetings of the Board of Directors and its committees.
- (4) Ensure proper and correct financial accounting, including the properties and business transactions of the corporation are maintained in the form prescribed by law and are available for public review.
- (5) Adopt and use a corporate seal consisting of a circle setting forth on its circumference the name of the Corporation and showing the State and date of incorporation.

- (6) Conduct business in accordance with the established Code of Ethics.
- (7) Register addresses with the Secretary of the Board of Directors so that notices of meetings mailed or e-mailed to them at such addresses shall be considered valid notices.

Section 5.09: Resignation and Removal of Directors. Each Director shall serve as a member of the Board until such time as he or she:

- (1) Resigns.
- (2) Is removed for cause by a majority of the Directors then in office. A Director may be removed for cause only if he or she has been declared of unsound mind by a final order of court, has been convicted of a felony or has been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Corporations Code.
- (3) Is removed without cause by two-thirds (2/3) of the Directors then in office, provided notice of any proposed action to remove a Director without cause is mailed to each Director then in office at least twenty (20) days prior to the scheduled meeting at which the proposed removal is to be considered.
- (4) Completes his or her term in office or, if sooner, completes six (6) consecutive years in office as a Director.

ARTICLE VI – OFFICERS

Section 6.01: Corporation. The authorized officers of this corporation shall be a President, Vice President/Treasurer and Secretary.

Section 6.02: Election. The authorized officers of this Corporation shall be elected by the Board of Directors and shall assume office on July 1st. Officers will be limited to two

consecutive one-year terms in the same position. A nominee receiving two-thirds (2/3) of the number of votes cast, a quorum being present, shall be elected to office. At the May meeting, nominations for the officers shall be presented by the Board Development Committee. Any Director or member of the public may also submit nominations for Board Officers during the May Board meeting. Elections will be held at the June meeting.

Section 6.03: Absences. In the case of the absence of any officer of the Board of Directors, or for any other reason that the Board may deem sufficient, the Board of Directors may delegate the powers or duties of such officer, at any time to any other Director, providing that the majority of the entire Board vote in favor of such delegation of authority.

Section 6.04: Vacancy. Whenever a vacancy occurs by death, resignation or in any manner other than by expiration of the term of office, the Chair of the Board Development Committee shall nominate a replacement to be elected by the Board of Directors to serve out the remainder of that term. Any person so elected shall hold office until his or her successor is nominated and elected.

Section 6.05: President. The President shall preside at all meetings of the Board of Directors and Executive Committee; provide guidance and direction to the Executive Director (Chief Executive Officer) subject to the guidance of the Board of Directors and shall see that all orders and resolutions of the Board are carried out.

S/He shall:

- (1) Call all meetings of the Board of Directors.
- (2) Execute on behalf of TCRC any and all instruments necessary to transact the business of this corporation in accordance with such authority as may be granted to him/her by the Board of Directors.

- (3) Exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- (4) Appoint all Committee Chairs and Directors to committees.
- (5) Appoint Ad-Hoc Committees and Task Forces as necessary.
- (6) Serve as an ex-officio member on all committees.
- (7) Appoint representative(s) to the Association of Regional Center Agencies (ARCA).

Section 6.06: Vice President/Treasurer. In the absence or incapacity of the President, the Vice President shall perform the duties of the President and shall also perform such other duties as prescribed for him/her by the Board of Directors. The Vice-President shall also serve as Treasurer and Chair of the Finance/Administration Committee to ensure:

- (1) Maintenance of adequate and correct accounts of the properties and business transactions of TCRC, which shall include all matters required by law and be in form as required by law, open to inspection by any Director at all reasonable times;
- (2) Maintenance of the proper care and custody of the funds and valuables of the corporation and deposit same in the name of and to the credit of the TCRC with such depositories as the Board of Directors may designate;
- (3) Proper disbursement of funds of TCRC;
- (4) Accounting to the Board of Directors, whenever they may require it, of all transactions as Treasurer, and a financial statement consistent with generally accepted accounting standards and practices and in a form satisfactory to them.

Section 6.07: Secretary. In the absence or incapacity of the President and the Vice President, the Secretary shall perform the duties of the President. The Secretary shall also serve as Chair of the Board Development Committee and shall perform such other duties as prescribed for him/her by the Board of Directors. In addition, the Secretary will ensure:

- (1) Proper documentation of all meetings of the Board of Directors and its committees are maintained and available to the Board of Directors.
- (2) Maintenance of the original Bylaws of the Board of Directors of TCRC and records of amendments at the principal office, open to inspection by Directors at all reasonable times.
- (3) Maintenance of the corporate seal and authority to direct that it be affixed to all papers and documents requiring a seal.
- (4) The giving and receiving of all notices of TCRC required by law or these Bylaws to be given.
- (5) Response to correspondence as may be assigned to him/her and performance of all other duties incidental to the office or prescribed by the Board of Directors or by law.

ARTICLE VII – MEETINGS

Section 7.01: Public Meetings. All Board Meetings and Committee Meetings, except otherwise provided in the Bylaws, shall be open and public. All persons shall be permitted to attend each meeting, and time shall be allowed for public input. Further, persons have the right to record the proceedings on a tape recorder, provided the recording does not cause any type of disruption of the proceedings.

Section 7.02: Meeting Announcements. Written notice of Board Meetings and Committee Meetings will be provided to each Board Member at least seven days in advance of a regularly scheduled meeting. Meeting announcements will also be distributed to members of the public and other interested stakeholders upon their request. The notice of Board Meetings and Committee Meetings will specify the time and place of the meeting, the date of the meeting, the specific agenda for the meeting and an identification of all substantive topics to be discussed.

Section 7.03: Board Meetings. Regular meetings of the Board of Directors shall be held a minimum of eight times per year. An annual calendar of meetings shall be approved by Directors prior to the beginning of the calendar year and may be modified by majority vote at anytime during the year. Additional Board Meetings may be called at any time by the President, or, if s/he is absent or unable or refuses to act, by the Vice President, or by any two Directors. Such meetings may be held at any place within Ventura, Santa Barbara or San Luis Obispo Counties or any other California county, when so designated by resolution of the Board.

Section 7.04: Emergency Meetings. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of TCRC services, an Emergency Meeting may be called without complying with the advance notice requirement referred to in Section 7:02. Notice of the time and place of such meetings must be delivered to each Director at least forty-eight (48) hours prior to the time of the meeting whenever practical. In addition, the Area IX Board shall be notified. An emergency situation means any activity, which threatens to severely impair public health, safety or both as may be determined by a majority of Directors. (W&I Code, Section 4662).

Section 7.05: Executive Sessions. The governing Board may hold a closed meeting. Minutes of a closed session shall be kept by a designated officer of the Board of Directors or by an

employee of TCRC, but these minutes shall not be considered public records. Pursuant to the Lanterman Act, Section 4663, closed meetings are limited to the discussion or consideration of one or more of the following:

- (1) Real estate negotiations;
- (2) Appointment, employment, evaluation of performance, or dismissal of a Regional Center employee;
- (3) Employee salaries and benefits;
- (4) Labor contract negotiations;
- (5) Pending and threatened litigation;
- (6) Any matter pertaining to a specific Regional Center client except where it is specifically requested in writing that the issue be discussed publicly by the client, or by the client's conservator or by the client's parent or guardian if the client is a minor.

Section 7.06: Committee Meetings. Committees shall meet on a regularly scheduled basis as determined by the Chair and members of the Committee. Scheduled committee meetings will be included as part of the annual calendar and open to the public, however meetings may be changed from time to time as necessary.

Section 7.07: Board Retreats. Board retreats shall be scheduled at the discretion of the Board Development Committee for the purpose of education and training of Directors. Retreats are not deemed Board Meetings at which business is conducted and, therefore, are not generally open to the public.

Section 7.08: Participation. The Board will establish a policy on remote participation for Board and Committee Meetings, Executive Sessions, Retreats and other Board functions.

ARTICLE VIII – COMMITTEES

Section 8.01: General. Committees are established for the primary purpose of doing in-depth review and study on issues and to gather appropriate public comment in order to make recommendations to the Board of Directors.

Section 8.02: Types of Committees.

Section 8.02.01: Standing Committees. Standing Committees of TCADD Board of Directors, described in Section 8.04 below, shall include the following: Executive Committee, Audit Committee, Board Development Committee, Finance/Administration Committee, Government and Community Relations Committee, and Services and Support Committee. Each committee will consist of a Chair and a minimum of two (2) additional Directors and a maximum of seven (7) Directors.

Section 8.02.02: Advisory Committees. The Board of Directors shall establish a People's Advisory Committee and Vendor Advisory Committee. The People's Advisory Committee and the Vendor Advisory Committee will each elect a representative to the Board of Directors.

Section 8.02.03: Sub-Committees. The Board of Directors may establish such permanent sub-committees as deemed necessary to carry out the business of the respective committees. The Compensation Sub-Committee and the Post-Retirement Health Trust Administration Subcommittee are part of the Finance/Administration Committee.

Section 8.02.04: Ad-Hoc Committees and Task Forces. The Board of Directors may establish ad-hoc committees and task forces as deemed necessary to carry out specific time-limited tasks.

Section 8.03: Terms. Appointments to committees shall be made by the President of the Board. With the exception of term limits for board membership, there will be no time limits for service on specific committees.

Section 8.04: Standing Committees:(1) **Executive Committee:**

Composition. The Board of Directors shall establish an Executive Committee, which shall consist of the officers of the Board (the President, Vice President/Treasurer, Secretary), the Chairpersons of all standing committees as well as a representative from the Vendor Advisory Committee and a representative from the People's Advisory Committee. The Chair of the Audit Committee is not a member of the Executive Committee.

Responsibility. The primary purposes of the Executive Committee shall be to: (a) take a leadership role in implementing "best practices" for non-profit Boards, (b) serve as the legal review committee, (c) review all reports from standing committees, (d) set the Board Agendas, and (e) direct and oversee the development of the Strategic Plan and monitor progress of the Plan. In addition, the Executive Committee may respond to matters of an emergency nature, which require immediate action or a necessary commitment prior to the next scheduled meeting of the Board of Directors (Welfare and Institutions Code, Section 4662).

Authority. In such emergency matters, the Executive Committee shall have the full power and authority of the Board of Directors [except that the Executive Committee shall have no authority to adopt, amend or repeal Bylaws] subject to ratification of their action by the Board providing no irrevocable rights of third parties shall be affected by such revision or alteration. The Executive Committee shall also have the power and authority to perform other duties as the Board of Directors may deem necessary.

Reports to the Board. The Executive Committee shall make every effort to contact all members of the Board of Directors to inform them of the matter under consideration and of meetings called to consider such matter before taking action on any matter of urgency on behalf of the Board of Directors. Members of the Board of Directors are invited to express their opinions to the Executive Committee and to attend any meeting of the Executive Committee but may not vote as a member of the Executive Committee. When the Executive Committee must act on behalf of the governing Board in an emergency, all proceedings of the Executive Committee shall be reported in writing to the Board of Directors at its next meeting and shall be ratified by the governing Board.

Meetings. The Executive Committee shall meet monthly or at such times as the Committee may find necessary to properly transact the business of the Board. A meeting of the Executive Committee may be called by the President or by any two (2) members of the Committee.

(2) Audit Committee:

Composition. The Audit Committee shall consist of three (3) Board Members. The Chair of the Audit Committee may not be a member of the Finance/Administration Committee and no more than one (1) member of the Finance/Administration Committee shall serve on the Audit Committee. To the greatest extent feasible, members of the audit committee will have a background in business, financial management and/or accounting.

Responsibility. The Audit Committee is responsible for: (a) selection, retention or termination of the independent auditor; (b) negotiation of the compensation of

the auditor on behalf of the Board; (c) meeting with the independent auditor as needed to satisfy the Board that the financial affairs of TCRC are in order and as represented; (d) review and recommendation to the Board for approval of the annual and state audit reports; and, (e) review and approve any non-audit services provided by the auditing firm, and, (f) meet and review with other auditing agencies

Authority. The Audit Committee will meet on an as needed basis and will report to the Board of Directors.

(3) Board Development Committee:

Composition. The Board of Directors shall establish a Board Development Committee, which shall be chaired by the Board Secretary, and committee membership will include at least two (2) other Directors. In no case shall the committee membership exceed seven (7) Directors.

Responsibilities. The Board Development Committee is responsible for: (a) recruiting qualified candidates for vacancies on the Board; (b) recommending a slate of Officers on an annual basis or as necessary to fill a vacancy [any member of the Board Development Committee who wishes to be considered for the position of President or Vice President/Treasurer must recuse himself or herself from participating in the selection of a slate of Board officers]; (c) conducting new Board Member orientation; (d) supporting Board Advisory Committees on request; (e) plan for the professional development of Directors and other initiatives deemed necessary by the Board

(4) Services and Supports Committee:

Composition. The Board of Directors shall establish a Services and Supports Committee consisting of a Chair and at least two (2) other Directors. In no case shall the committee membership exceed seven (7) Directors.

Responsibility. The primary purposes of the Services and Supports Committee shall be to (a) conduct in depth reviews and studies of consumer services issues; (b) develop, review and make recommendations for revisions to consumer services policies; (c) monitor TCRC department reports to ensure compliance with consumer services standards and quality assurance requirements as outlined in the Lanterman Act; (d) review and analyze consumer unmet needs; (e) make recommendations to the Board of Directors regarding consumer services issues, and; (f) address other consumer services issues referred by the Board of Directors. The Services and Supports Committee may also gather public input on specific issues for referral to the TCRC Executive Director and/or to the Board of Directors.

(5) Finance/Administration Committee:

Composition. The Board of Directors shall establish a Finance/Administration Committee. The Vice President/Treasurer will serve as the Chair and committee membership will include at least two (2) other Directors. In no case shall the committee membership exceed seven (7) Directors.

Responsibility. The primary purposes of the Finance/Administration Committee shall be to establish policies and monitor performance related to (a) budgets and financial statements; (b) obligations of TCRC including leases, insurance and facilities management, (c) human resources, information systems and other

administration functions as necessary, (d) supervision of the activities of the Compensation Sub-Committee, and (e) Post-Retirement Health Trust Administration Sub-Committee, in accordance with the Board of Directors' oversight authority and responsibility.

Compensation Sub-Committee:

Composition. The Board of Directors shall establish a standing sub-committee to the Finance/Administration Committee to be chaired by the Vice-President/Treasurer and will consist of at least two other Directors with appropriate business, human resources, finance or legal experience. Committee members shall be appointed by the President of the Board and shall not be limited to Directors currently serving on the Finance/Administration Committee.

Meeting dates and times will be scheduled on an as needed basis by the Chair of the committee. Attendance at meetings of this sub-committee is restricted to Board Members unless otherwise directed by the committee.

Responsibility. The primary purpose of the Compensation Sub-Committee shall be to: (a) review and advise Directors on salaries and wage related issues for the Executive Director and non-bargaining unit employees; and, (b) review and advise the Finance/Administration Committee on all TCRC personnel and benefit policies.

Post-Retirement Health Trust Administration Subcommittee:

Composition: The Board of Directors shall establish a standing sub-committee to the Finance/Administration Committee to be chaired by the VP/Treasurer and will consist of at least two other Directors with appropriate business, human resources,

finance or legal experience. Subcommittee members shall be appointed by the President of the Board and shall not be limited to Directors currently serving on the Finance /Administration Committee. Meeting dates and times will be scheduled on an as needed basis by the Chair of the Subcommittee. Attendance at meetings of this sub-committee is restricted to Board Members unless otherwise directed by the committee.

Responsibility

The primary purpose of the Post-Retirement Health Trust Administration Subcommittee shall be to review and advise the Finance/Administration Committee and the Directors on exercising all rights and responsibilities granted it under the terms of the Tri-Counties Regional Center Post-Retirement Health Care Trust Agreement including administering the operation of the Trust and giving instructions to the Trustee as provided in Sections 9.1, 9.2 and 9.3 of the Trust Agreement.

(6) Government and Community Relations Committee:

Composition. The Board of Directors shall establish a Government and Community Relations Committee that consisting of a Chair and at least two other Directors. In no case shall the committee membership exceed seven (7) Directors.

Responsibility. The Government and Community Relations Committee shall be responsible for: (a) gathering appropriate public comment in order to create strategies for conducting advocacy; (b) studying and reviewing state and local initiatives for their impact on TCRC consumers, families and operations and recommending appropriate action to the Board; (c) increasing community

awareness of the issues that impact persons with developmental disabilities and their families; (d) collaborating in advocacy efforts throughout California that support the Lanterman Act and improve quality of life for individuals with developmental disabilities; (e) organizing, supporting and participating in outreach activities within the community to educate and inform legislators, civic leaders, health care providers and others of the pertinent issues that impact health and safety and ability of people with developmental disabilities to live as active and independent members of their community; and, (f) assisting in the creation and monitoring of a Community Advisory Panel upon request by the Board.

(7) People's Advisory Committee:

Composition. Pursuant to section 4622(h) of the Welfare and Institutions code, the People's Advisory Committee shall be composed of a minimum of five (5) persons who to the greatest extent feasible, represent the diversity of developmental disabilities served by the Regional Center. Each county of TCRC shall be represented. The Board ratifies the appointments of members to this committee.

Responsibilities. The People's Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the TCRC governing Board in order to assist TCRC in carrying out its mandated functions.

Representative to the Board. The People's Advisory Committee shall designate one of its members to serve as a member of the TCRC Board of Directors. The Committee shall rotate the representative serving on the Board annually, bi-

annually or tri-annually. In no case may the representative serve more than seven years within an eight-year period.

(8) Vendor Advisory Committee:

Composition. Pursuant to Section 4622(i) of the Welfare and Institutions Code, a Vendor Advisory Committee shall be comprised of a total of 15 members.

Members, to the greatest extent feasible, shall represent the diverse services categories and geographical regions served by TCRC. There will be seven (7) Standing Members from major vendors (determined by total amount of purchase of service dollars). The seats shall be held by Executive Directors (or their executive level designees). There will be no term limits for the Standing Members, however, status as a major vendor will be re-evaluated every three years. The remaining eight (8) appointments would serve a maximum of two-three year terms. At the recommendation of the Vendor Advisor Committee, a term-limit may be waived if the participation of that member is considered critical to the work of the Committee.

Responsibility. Pursuant to section 4622(i) of the Welfare and Institutions Code, the Vendor Advisor Committee shall provide advice, guidance, recommendations and technical assistance to the TCRC Board of Directors in order to assist the Regional Center in carrying out its mandated functions.

Representative to the Board. The Vendor Advisory Committee shall designate one of its members to serve as a member on the TCRC Board of Directors. The representative to the Board of Directors may serve no more than seven years within an eight-year period.

ARTICLE IX – EXECUTIVE DIRECTOR

Section 9.01: Duties of Executive Director. The Executive Director shall act in the capacity of the Chief Executive Officer of TCRC and, as such, shall have the authority and responsibility for the day-to-day management and administration of the affairs, employees and resources of TCRC. The Executive Director shall, subject to the policies of TCRC, employ, supervise, manage, control and discharge the employees of TCRC.

Section 9.02: Policy Responsibility. The Executive Director shall advise and counsel the Board in matters of policy and shall act as a representative for TCRC at community, state and national meetings.

Section 9.03: Performance Review. The Performance of the Executive Director shall be reviewed annually by the Board.

ARTICLE X – ANNUAL REPORT

TCRC shall provide the Audit Committee within 120 days of the close of the fiscal year, a report containing the following information:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses and disbursements of the corporation, for both general and restrictive purposes, during the fiscal year.

- (5) Any information required by California Corporations Code Section 6322
(dealing with certain transactions of 'interested persons' and indemnification).

RECORD OF AMMENDMENTS

Adopted:	March 6, 1993
Adopted as amended:	April 1, 1995
Adopted as amended:	June 3, 1995
Adopted as amended:	July 13, 1996
Adopted as amended:	July 11, 1998
Adopted as amended:	July 10, 1999
Adopted as amended:	July 7, 2001
Adopted as amended:	January 5, 2002
Adopted as amended:	April 6, 2002
Adopted as amended:	June 1, 2002
Adopted as amended:	February 7, 2004
Adopted as amended:	March 6, 2004
Adopted as amended:	October 1, 2004
Adopted as amended:	December 3, 2004
Adopted as amended:	June 4, 2005
Adopted as amended:	December 2, 2005
Adopted as amended:	March 3, 2007
Adopted as amended:	June 2, 2007
Adopted as amended:	September 8, 2007
Adopted as amended:	May 3, 2008

Entire Bylaws Approved June 4, 2005
Last Bylaws Amendment May 3, 2008

Adoped as amended: May 2, 2014 - On December 2, 2005, the TCADD Board of Directors voted to strike the Attendance Policy for Board members. The change was not reflected in the Board Bylaws document. The correction was made on May 2, 2014.