

# **FAR NORTHERN COORDINATING COUNCIL ON DEVELOPMENTAL DISABILITIES dba FAR NORTHERN REGIONAL CENTER BYLAWS**

## **ARTICLE I Name**

### **Section 1**

The name of this Corporation shall be FAR NORTHERN COORDINATING COUNCIL ON DEVELOPMENTAL DISABILITIES. It will be referred to in these bylaws as FNRC or as the Corporation. The principal place of business of the Corporation shall be in Shasta County, California

### **Section 2**

FNRC is not a private foundation; it does not contemplate monetary gain or profit to the members thereof and it is organized solely for non-profit purposes.

## **ARTICLE II Purpose**

The purpose of the Corporation shall be:

- A. To implement the responsibilities delegated to it in the Lanterman Developmental Disabilities Act and to provide services and supports to individuals with developmental disabilities and their families in conformity with the principles and specifics of all provisions of the act.
- B. To seek out and administer other programs as may be needed and developed.
- C. To educate and stimulate interest and action towards meeting the needs of individuals with developmental disabilities and their families within its service areas.

## **ARTICLE III Area of Service**

### **Section 1**

The area of service shall be the region consisting of the following California counties: Butte, Glenn, Lassen, Modoc, Plumas, Shasta, Siskiyou, Tehama, and Trinity.

ARTICLE IV  
Membership and County Committees

Section 1

Annually, Officers of the Corporation will be elected and inducted and new members to the Corporation will be added as needed.

Section 2

Members are encouraged to stimulate, develop, and promote an active county coordinating council and other groups on developmental disabilities in their respective counties and to actively pursue the unique needs of their areas.

Section 3

Additionally, the Corporation may cooperate with other regional groups, organizations, and agencies to accomplish the goals of its stated purpose as more particularly set forth in these bylaws and as mandated by the Lanterman Developmental Disabilities Services Act.

ARTICLE V  
Board of Directors

Section 1      Composition of the Board:

- A. The composition of the Board shall comply with the Lanterman Developmental Disabilities Services Act and all other applicable provisions of state law and regulation.
- B. The Board of Directors of FNRC shall consist of up to twenty (20) members. However, the number of Directors may be increased or decreased as needed by amendment to the bylaws, but shall not be decreased at any time to less than three (3)
- C. The Board of Directors shall have members allocated as follows: two (2) members each from Butte, Shasta and Tehama County, one (1) member each from Glenn, Lassen, Modoc, Plumas, Siskiyou, and Trinity County; three (3) Members-at-Large, each a person with a developmental disability; one (1) Member-at-Large, which must be a parent or legal guardian of an individual with a developmental disability, one (1) member from People First (Regional Self-Advocacy Project); two (2) Members-at-Large selected by the Board membership Committee to meet Board Composition requirements as outlined in the Lanterman Developmental Disabilities Services Act; and one (1) member from the Service Provider Advisory Committee.
- D. A minimum of fifty percent (50%) of the Board of Directors shall be persons with developmental disabilities or their parents or legal guardians. No less than

twenty-five percent (25%) of the Board shall be persons with developmental disabilities.

- E. The Board of Directors membership shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities and shall include persons with legal, management, public relations, and developmental disability program skills.
- F. To avoid the appearance of a conflict of interest, no immediate family member will serve on the Board at the same time. Immediate family member is defined as spouse, parent, sibling, child, grandparent, grandchild, parent-in-law, sister/brother-in-law, son/daughter-in-law, step-relatives in these categories, and cohabiting partner or bona fide spousal equivalent.
- G. Individuals who have previously held positions as members of management with Far Northern Regional Center and members of their immediate family as defined above in Subsection G may not serve as members of the Board of Directors.
- H. FNRC shall provide necessary training and support to the Board of Directors to facilitate their understanding and participation. Facilitators and trainers must be ethical, trustworthy and will support the Board Members with respect and discretion. Facilitators should have an understanding of Person Centered Language and active listening. Facilitators are required to uphold their duty confidentiality and shall not disclose the content of any discussion had, or information acquired, in a closed session of the Board. Additionally, members will be encouraged to attend relevant training sessions conducted within the community.

## Section 2 Term of Office

- A. The regular term of all Board members shall be as follows: years one (1) and two (2) shall be a two-year term; years three (3) and four (4) shall be a two-year term; and years five (5), six (6) and seven (7) shall be a three-year term.
- B. All terms shall be subject to election and re-election by their respective appointing body.
- C. Members of the governing board shall not be permitted to serve more than seven (7) years within each eight (8) year period.

### Section 2.1 Vacancies

- A. Vacancies in the Board of Directors shall exist 1) on the death, resignation, or removal of any director; 2) when the size of the Board of Directors is increased; or 3) on the failure to elect the full number of Directors authorized to serve.
- B. A reduction in the size of the Board shall not remove any member prior to the expiration of his or her term of office.
- C. The Board of Directors may choose to leave one or more vacant seats temporally unfilled if it is unable to find or to elect a qualified candidate, or in order to search for a candidate with qualifications to balance representation on the Board or to provide needed expertise on the Board.

### Section 3 Election of Directors

- A. The members of the Board specifically representing People First, Service Provider Advisory Committee, shall be elected from the organization or committee they each represent.
- B. Members-at-Large will be selected as follows:
  - 1) The Membership Committee shall solicit applications to the Board from County coordinating councils, Boards of Supervisors, County agencies, disability related conferences, and other organizations as appropriate.
  - 2) The Membership Committee will review all applications and prospective Members-at-Large for qualifications to serve on the Board and present a slate of proposed Members-at-Large to the FNRC Board of Directors.
  - 3) Selection of the Members-at-Large shall be by a two-thirds vote of the Board members in attendance, with a quorum present.
- C. All other Board members shall be elected from their County of residence, directly from their Coordinating Council, their respective Board of Supervisors, or agencies and organizations from which solicitation for applications or referrals was initiated by the Membership Committee.
- D. It is the responsibility of the Membership Committee Chairperson and, as appropriate, the entire committees to supervise, facilitate, and monitor the electoral process.

#### Section 3.1 Qualifications

- A. Members of the Board of Directors shall not be permitted to serve for more than seven (7) years in any eight (8) year period, and shall not be:
  - 1. An employee of the State Department of Developmental Services or any state or local agency which provides services to a client of the regional center, 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 a member of the State Council on Developmental Disabilities (State Council) or an Area Board on Developmental Disabilities (Area Board).
  - 3. An employee or member of the governing board of any entity from which the regional center purchases client services, except as otherwise provided in these bylaws for the one (1) member of the Board representing the Service Provider Advisory Committee.
  - 4. A person otherwise barred from serving on the Board of Directors by law or government regulation.

5. A person with a “financial interest” in the operations of the Corporation, as defined in Section 87103 of the California Government Code, except as a consumer of its services.
- B. As required by law (the Lanterman Developmental Disabilities Services Act) or government regulation (Title 17, California Code of Regulations), each member shall annually file a statement declaring under penalty of perjury that he or she has neither a conflict of interest nor a potential conflict of interest, except that the member elected by the Service Provider Advisory Committee shall additionally file a list of “financial interests” and be subject to the voting restrictions set forth in Addendum G. Members shall submit subsequent statements whenever a change in status would create a present or potential conflict of interest situation.
- C. Shall reflect the geographic and ethnic characteristics of the areas served by the regional center.

#### Section 4 Powers and Duties

In addition to any other powers and responsibilities granted or required, the Board of Directors shall:

- A. Conduct, manage, and control the affairs and business of the Corporation as set forth in the Articles of Incorporation, the bylaws, the Lanterman Developmental Disabilities Services Act, and all relevant and controlling laws and regulations.
- B. Shall carefully oversee and monitor the allocation of all funds provided the Corporation, whether from public or private sources, consistent with state and federal law.
- C. Delegate and monitor as appropriate responsibilities to the Executive Committee and other committees as needed.
- D. Make arrangements for any necessary borrowing of funds in order to provide a revolving account with which to operate reimbursable grants or contracts awarded to the Corporation. Two (2) of the four (4) Officers of the Board may be authorized to sign for such funds as needed with notification to the total Board at its next regular meeting.
- E. Carry out the purposes of the Corporation as expressed in its Articles of Incorporation.
- F. Adopt rules and regulations, consistent with law, for the guidance of and the management of the affairs of the Corporation.
- G. Appoint and remove all officers of the Corporation, and prescribe their duties, and except as otherwise provided in the bylaws, prescribe the duties of and fix the compensation of the Executive Director.
- H. Establish the policies of the Corporation and determine the method or plan under which the powers of the Corporation shall be exercised in furtherance of the purposes stated in its Articles of Incorporation.
- I. Establish, in addition to the standing committees herein 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.

- J. 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, and is consistent with the best interests of the corporation.

#### Section 5 Quorum

- A. A quorum shall consist of a majority of the appointed Board members for the transaction of business.
- B. Every act or decision done or made by the majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

#### Section 6 Conflict of Interest

In order to prevent potential conflicts of interest, no member of the Board or member of the program policy committee of a regional center shall be any of the following:

- 1) An employee of the State Department of Developmental Services or any state or local agency which provides services to a regional center client, if employed in a capacity which includes administrative or policymaking responsibility, or responsibility for the regulation of the regional center.
- 2) An employee or a member of the State Council or an Area Board.
- 3) Except as otherwise provided in subdivision (h) of Section 4622 of the Welfare & Institutions Code, be an employee or member of the Board of any entity from which the regional center purchases client services
- 4) Any person with a financial interest, as defined in Section 87103 of the California Government Code, in regional center operations, except as a consumer of regional center services.

If a potential conflict of interest exists:

- 1) The Board of Directors shall determine through a majority vote of its members if a conflict of interest exists. If it is determined that a conflict exists, the Board shall require the individual(s) to eliminate the conflict or resign from the Board, unless a waiver has been requested and granted.
- 2) A member of the Board shall abstain from discussion and voting if there is a question of a singular personal conflict of interest.
- 3) The Board Chairperson will determine voting status of a member of the Board on a question of a singular personal conflict of interest.
- 4) Conflict waivers are determined by a concurrence of the Area 2 Board, the State Council, and the Department of Developmental Services.

#### Section 7 Removal of Board Members

Any member of the Board may be removed with or without cause at any time by resolution duly adopted by the Board of Directors, provided that:

1. Notice of intention to offer a resolution for such removal is given to each Board member, 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
2. Removals for cause as set forth in California Corporations Code section 5221 shall be by a vote of a majority of the Directors who are present and voting at a Board meeting at which a quorum is present;
3. At least two-thirds of the full number of persons who at the time are members of the Board of Directors vote in favor of such removal when the removal is not based on Corporation Code section 5221. Examples of conduct considered unacceptable and which may result in removal include, without limitation:
  - a) Dishonesty; ●
  - b) Gross misconduct; ●
  - c) Actions reflecting an apparent conflict of interest; ●
  - d) Actions that damage the financial or ethical standing or reputation of the Corporation; ●
  - e) Performance, actions, or behavior that creates a hazard or clear possibility of a hazard to individuals served by the Corporation, its employees, or other persons.
4. The Board member has missed two (2) consecutive regular meetings without good cause.

## ARTICLE VI Meetings

### Section 1 Regular Meetings

The Board of Directors shall hold regular meetings at least quarterly, and more frequently if deemed appropriate, at dates and times fixed by resolution of the Board or by a majority vote of the Board with a quorum present. The regularly scheduled meeting in June of each year shall be designated as the annual meeting, during which Officers shall be elected.

### Section 2 Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairperson or the Executive Director, provided notice in accordance with the bylaws has been given.

### Section 3 Notice

Notice of each regular and special meeting of the Board of Directors shall be mailed to each member not less than seven (7) days prior to the date of the meeting or delivered personally, by facsimile, or by email to each member not less than seventy-two (72) hours prior to the time of hearing.

#### Section 4 Requests for Written Notice

The Corporation shall mail notice of their meetings to any person who requests notice in writing at least seven (7) days in advance of the meeting, notwithstanding the alternative methods for providing Notice set forth above in Section 3. The notice shall include the date, time, location of, and a specific agenda for the meeting, which shall include an identification of all substantive topic areas to be discussed, and no item shall be added to the agenda subsequent to providing notice. The written notice requirement shall not preclude the Board from taking action on any urgent request made by the Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that written notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at a meeting by members of the public.

#### Section 5 Open Meetings

All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting, with the exception of a Closed Meeting as set forth below in Subsection 6. Additionally, open and public meetings of the Board shall be in accordance with the following provisions:

1. A copy of Article 3 of Chapter 5 of Division 4.5 of the Welfare & Institutions Code shall be provided to each member of the Board upon his or her election.
2. 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 retreats planned solely for educational purposes.
3. At each Board meeting, time shall be allowed for public input on all properly noticed agenda items prior to Board action on that item. Time shall also be allowed for public input on any issue not included on the agenda.
4. 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 of a majority of the Board of Directors attending the meeting with a quorum present, that such recording constitutes or would constitute a disruption of the proceedings.
5. The Corporation shall maintain all recordings and written comments submitted as input or testimony on agenda items for no less than two (2) years and make them available to the public upon written request.



## Section 6 Closed Meetings

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

- a) Real estate negotiations
- b) The appointment, employment, evaluation of performance, or dismissal of a FNRC employee.
- c) Employee salaries and benefits.
- d) Labor contract negotiations.
- e) Matters involving potential or pending litigation, including the initiation of litigation on behalf of FNRC.

Any matter pertaining to a specific regional center consumer must be conducted in a closed meeting, except where the consumer, consumer's conservator, or consumer's parent or guardian when the consumer is a minor, has requested that the matter be discussed in an open and public meeting.

Minutes of closed meetings shall be kept by the designated officer or an employee of the Corporation; however, the minutes shall not be considered public records. Prior to and directly after holding any closed meeting, the acting Chairperson shall state the specific reason or reasons for the closed meeting. In a closed meeting, the Board may only consider those matters covered in its statement.

## Section 7 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 the Corporation's services, an emergency meeting may be called without complying with the advance notice requirements set forth in Section 3 and Section 4, above. For purposes of this Section, "emergency situation" means any activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. 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 be mailed immediately to all persons required to be given notice pursuant to this Article.

## Section 8 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 related to any closed meeting.

#### Section 9 Location of Meetings

- A. Meetings of the Board of Directors shall occur at various locations within the areas of service of the Corporation as designated by the Executive Director. However, no meeting or Board function shall be conducted in any facility that prohibits the admittance of any person or persons on the basis of race, religious creed, color, national origin, ancestry or disability. All Board meetings shall be held in facilities accessible to persons with physical disabilities.
- B. Members of the Board of Directors can meet electronically. Telephone conference calls and/or video computer meetings are both acceptable means of communication for Board and Board Committee meetings during times of inclement weather and/or declared local, county, or state emergencies.

### ARTICLE VII Officers

#### Section 1 Number and Titles

The Officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, and Parliamentarian.

#### Section 2 Nomination and Election of Officers

- A. The Chairperson shall appoint each year a Nominating Committee for the purpose of placing a slate of nominees consisting of one name for each office before the Board no less than 90 days prior to the annual meeting. Nominations may also be accepted from the floor before voting.
- B. Voting shall occur at the time of the annual meeting.
- C. All Officers shall be elected for a one-year term commencing on the date of election, and shall continue to serve until the date their successors are seated.
- D. An Officer may not serve more than two consecutive elective terms in the same office.
- E. If an Officer is unable to serve in that capacity for the full length of term, then the Chairperson shall declare a vacancy and appoint a member of the Board to fill that position until the next regular election.

#### Section 3 Duties of Officers

The Chairperson shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee; shall, on behalf of the Corporation, execute all agreements with governmental agencies for funding of the Corporation; serve as an ex-officio member of all committees, except for the Nominating Committee; and shall exercise such other powers and perform such other duties as may be prescribed by the Board of Directors, the bylaws, or as prescribed by law.

The Vice-Chairperson shall, in the absence or incapacity of the Chairperson, perform the duties of the Chairperson; and shall also perform such other duties as may be assigned from time to time by the Board of Directors

The Secretary shall cause minutes of all meetings of the Board to be kept at the principal business office of the Corporation in the form and manner required by law; cause the corporate seal to be affixed to all papers and documents requiring a seal; cause all notices which are required by law or the bylaws to be given; and generally perform all duties incident to the office of Secretary together with such other duties as may be assigned from time to time by the Board of Directors.

The Treasurer shall cause adequate and correct accounts of the properties and business transactions of the Corporation to be kept and maintained in a form as required by law; to make provision for the care and custody of the funds and valuables of the Corporation and make provision for the same to be deposited in the name of and to the credit of FNRC, or as otherwise ordered by the Board; shall serve as Chair to the Finance Committee; and shall in general perform all duties incident to the office of Treasurer together with such other duties as may be assigned from time to time by the Board of Directors.

The Parliamentarian is a consultant, who advises the chairperson and other officers, committees, and members on matters of parliamentary procedure. Knowledge of the rules of order and the proper conduct of meetings is necessary with such other duties as may be assigned from time to time by the Board of Directors; and shall serve as Chair to the Bylaws Committee.

## ARTICLE VIII Committees

### Section 1

The Corporation shall have the following standing committees, each of which shall be Chaired by a member of the Board of Directors or designated Officer of the Corporation. Each member of the Board is encouraged to serve on at least one standing committee.

Executive Committee	Addendum A
Bylaws Committee	Addendum B
Membership Committee	Addendum C

Finance Committee  
Consumer Committee  
Service Provider Advisory Committee

Addendum D  
Addendum E  
Addendum F

## ARTICLE IX Representatives to Other Organizations

### Section 1

The Board of Directors shall elect a representative to the Association of Regional Center Agencies (ARCA) for a four (4) year term. The ARCA representative shall be elected at the annual meeting and his or her term shall commence at the time of election. The ARCA representative will have the option of being reelected at the end of the four-year term to another term, if desired.

### Section 2

The Chairperson of the Board may appoint a temporary representative if necessary.

## ARTICLE X Staff

### Section 1

The Board of Directors shall employ an Executive Director who shall be responsible for the direction of the Corporation and have general supervision and charge of its work and daily business activities, subject to the monitoring and direction of the members of the Board.

### Section 2

The Executive Director shall appoint and dismiss all paid and volunteer staff in accordance with the personnel policies of FNRC as adopted by the Board of Directors.

### Section 3

The Executive Director shall submit reports to the Board as required and additional reports as needed.

## ARTICLE XI Indemnification (New for discussion – Based on Corporation Code Sections 5230-5239)

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, except as may be excluded by and as otherwise consistent with California Corporation Code Sections 5233 through 5238, by reason of the fact such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding provided such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

For purposes of indemnification under this Article, an “agent” means any person who is or was a director, officer, or employee of the corporation, or is or was serving at the request of the Corporation as a director, officer, or employee; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and costs related to establishing a right to indemnification.

Indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that the indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of care described herein by a majority vote of a quorum of the Board of Directors consisting of Board members who are not parties to such proceeding.

## ARTICLE XII Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board of Directors, employees, and other agents, against any liability asserted against or incurred by any Board member, officer, employee of the Corporation, or agent in such capacity or arising out of the Board member, officer, employee, 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 XIII Amendment or Revision of Bylaws

The bylaws and any provision thereof may be revised, amended or repealed, and new bylaws may be adopted, at any scheduled Board meeting provided written notice of the proposed action has been given no less than fifteen (15) days prior to the date of the meeting.

## ARTICLE XIV Enforcement

All persons becoming a member of the Board of Directors shall agree to abide by the provisions set forth in the bylaws, all duly adopted resolutions of the Board made pursuant thereto, and in accordance with all applicable laws and regulations. Any action taken in violation of this Article shall be null and void.

## ARTICLE XV Miscellaneous Provisions

### Section 1. Parliamentary Procedure

The rules contained in *Roberts Rules of Order* (last revision) shall govern the Corporation in all situations, unless inconsistent with law, the Articles of Incorporation, specific provisions of the bylaws, or resolution by a majority of the Board, with a quorum present.

### Section 2. Fiscal Year

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

### Section 3. Severability

If any provision of the bylaws is held to be inoperative, unenforceable or otherwise invalid, the remaining provisions thereof shall be carried into effect without regard to such inoperative, unenforceable or otherwise invalid provision. If any provision is held to be inoperative, unenforceable or otherwise invalid with respect to a specific circumstance, it shall nevertheless remain in full force and effect in all other circumstances.

*Adopted by FNCC Board of Directors May 17, 2013 with Addendums A – F*

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- *Amendment adopted March 24, 2017*

It is requested that the Board approve amendments to the corporation's bylaws which add an additional two (2) members at large to the total membership of Far Northern Regional Center.

- *Amendment adopted March 29, 2019*

It is requested the Board approve amendments to the corporation's bylaws which will change the representative to the Association of Regional Center Agencies (ARCA from the current two-year term to four years, with the option of being reelected to this position for an additional term. It is also, requested the Board approve the appointment of an alternate to attend a meeting(s) at the discretion of the Board Chairperson.

- *Amendment adopted November 20, 2020*

It is requested that the Board approve amendments to the corporation's bylaws which will change ARTICLE V, Section 1, (B) to read as follows:

- B. The Board of Directors of FNRC shall consist of up to twenty (20) members. However, the number of Directors may be increased or decreased as needed by amendment to the bylaws, but shall not be decreased at any time to less than three (3)

- *Amendment adopted November 20, 2020*

It is requested that the Board approve amendments to the corporations bylaws which will amend ARTICLE VI, Section 9, to read as follows:

#### Section 9      Location of Meetings

- A. Meetings of the Board of Directors shall occur at various locations within the areas of service of the Corporation as designated by the Executive Director. However, no meeting or Board function shall be conducted in any facility that prohibits the admittance of any person or persons on the basis of race, religious creed, color, national origin, ancestry or disability. All Board meetings shall be held in facilities accessible to persons with physical disabilities.
- B. Members of the Board of Directors can meet electronically. Telephone conference calls and/or video computer meetings are both acceptable means of communication for Board and Board Committee meetings during times of inclement weather and/or declared local, county, or state emergencies.

- *Amendment adopted March 25, 2022*

It is requested that the Board approve an amendment to the corporations bylaws which will amend ARTICLE V section 1 (H) to read as follows

Section 1 (H) Facilitators and trainers must be ethical, trustworthy and will support the Board Members with respect and discretion. Facilitators should have an understanding of Person Centered Language and active listening. Facilitators are required to uphold their duty confidentiality and shall not disclose the content of any discussion had, or information acquired, in a closed session of the Board.

## **ADDENDUM A Executive Committee**

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Parliamentarian, immediate past Chairperson, the standing committee Chairs, and the elected representative to the Association of Regional Center Agencies (ARCA).

The Executive Committee shall exercise the full powers of the Board of Directors between regular Board meetings, except for the following:

1. The power to adopt, amend or repeal the Articles of Incorporation or the bylaws.
2. The power to act contrary to the policies established by or prior actions taken by the Board of Directors.
3. The power to fill vacancies on the Board of Directors or on the Executive Committee.
4. The power to approve any self-dealing transaction.
5. The power to remove the Executive Director.

All actions taken by the Executive Committee on behalf of the Corporation shall be reported to all members no later than the next regularly scheduled Board meeting.

The Executive Committee shall also have the responsibility for the evaluation of the job performance of the Corporation's Executive Director. The performance evaluation shall occur on a biennial basis and may include participation of some, or all, of the other Board members. The recommended evaluation process, format, and rating standards shall be subject to review by the entire Board of Directors, and may be revised or extended with approval by a majority of its members present at a duly scheduled meeting at which a quorum is present and notice provided.

It is also the responsibility of the Executive Committee to recruit and interview applicants for the position of Executive Director. Final selection of the Executive Director may be delegated to the Executive Committee with the consent of the Board of Directors by a majority vote of the members present at a duly scheduled meeting at which a quorum is present and notice provided.

Additionally, the Executive Committee shall have the responsibility for contract and salary negotiations with the Executive Director. Authority to finalize contract language, salary and benefits with the Executive Director may be delegated to the Executive Committee with the consent of the Board of Directors by a majority vote of the members present at a duly scheduled meeting at which a quorum is present and notice provided.



**ADDENDUM B**  
**Bylaws Committee**

The Bylaws Committee shall consist of not less than three (3) members from the Board of Directors and shall convene as needed for the purpose of reviewing and revising the existing bylaws and Articles of Incorporation to comply with changes in the Lanterman Developmental Disabilities Services Act, other pertinent laws and regulations, and policies of the Corporation.

Recommendations for any amendment, alteration and change to the existing bylaws or Articles of Incorporation shall be submitted to the Board of Directors for discussion, review, and vote at a regularly scheduled Board meeting with notice as required by the existing bylaws and in conformity with law.

The Chair of the committee will be the Parliamentarian

**ADDENDUM C**  
**Membership Committee**

The Membership Committee shall consist of not less than three (3) members from the Board of Directors and shall convene as needed for the purpose of reviewing the qualifications of all persons proposed by their respective representative unit in order to insure compliance of the Board's composition as required by law and as set forth in the bylaws.

The Membership Committee shall solicit qualified candidates for the Service Provider Advisory Committee, review applications, and present a slate of candidates to the Board of Directors, as well as monitor individual term lengths.

In addition to the above duties, the Membership Committee shall be responsible for receipt of all membership correspondence, for facilitating orientation and training for new Board members, and for recommending training programs for all members of the Board as deemed appropriate.

The Chair of the committee will be selected by consensus.

**ADDENDUM D**  
**Finance Committee**

The Finance Committee shall consist of not less than three (3) members of the Board of Directors, one of whom shall be the Treasurer and act as Chair of the committee. The committee has the general responsibilities of monitoring the financial affairs of the Corporation and for assisting staff of the Corporation in maintaining fiscal integrity and in identifying methods and techniques for utilizing proper and cost-effective services to the individuals and families served by the agency.

The Finance Committee also has the following duties:

1. To review the annual budget and make recommendations to the Board of Directors regarding any proposals related to the same.
2. To periodically monitor the budget and recommend as deemed appropriate revisions to the same.
3. To receive budget presentations at least semi-annually and more often if deemed appropriate
4. To receive an annual report on the status of the retirement plan from the Plan's trustees or representatives.

## **ADDENDUM E**

### **Consumer Committee**

The Consumer Committee shall consist of not less than three (3) members from the Board of Directors, each of whom shall also be a consumer. The Consumer Committee shall have the following responsibilities:

1. Reviewing the Board packet in advance of each meeting.
2. Educating themselves on the issues and materials related to the action items identified in the Board packet and agenda.
3. To familiarize themselves on topics and issues being discussed in the other committees.
4. Providing input to the Board of Directors on the quality of services provided in the areas served by FNRC, as well as input on availability of services, obstacles to accessing services, and any changes that might affect the quality and availability of services.

The Chair of the Consumer Committee will be selected by consensus.

**ADDENDUM F**  
**Service Provider Advisory Committee**

The purpose of the Service Provider Advisory Committee (SPAC) is to provide advice, guidance, recommendations, and technical assistance to the Corporation's Board of Directors in order to assist the regional center in carrying out its mandated functions. The committee shall meet at least quarterly, and on more frequent intervals as designated by the committee.

The committee also serves as a conduit of information to the service providers' community about the business conducted by FNRC and to act as an advocate for quality services for all of the individuals and families it serves.

The SPAC shall consist of fifteen up to (15) voting members. Each member shall be selected for a two-year term, effective upon appointment by the Board of Directors. Terms will consist of two consecutive two-year terms and one three-year term. Members of the committee must be a designated representative of a FNRC vendorized program; only one designated representative per service provider entity is permitted.

The selection process of SPAC members is as follows:

1. The Membership Committee will send out letters to FNRC service providers soliciting candidates and actively seek recommendations from current members of SPAC.
2. The Membership Committee will review applications and recommendations and may interview prospective candidates.
3. The Membership Committee will present a slate of proposed candidates to the Board of Directors.
4. Selection of members to SPAC will be by a majority vote at a regularly scheduled Board of Directors meeting with a quorum present.

The SPAC will elect a Chair and Vice-Chair at the first meeting of the calendar year, every two years, in even numbered years. A quorum of the committee must be present for an election to occur. If a quorum is not present, the election will be held at the next scheduled meeting of the committee at which a quorum is present.

The Chair, or his or her designee, shall serve as the SPAC representative to the Corporation's Board of Directors for a term of two years, provided, however, his or her membership in SPAC remains in good standing. If the Chair is no longer a member of the committee, the position and duties of the Chair will be assumed by the Vice-Chair for the remainder of the term. Should the Vice-Chair decline to assume the responsibilities of the Chair, an election for a new Chair will occur at the next meeting.

Members of the SPAC committee are not permitted to:

- a. Serve as an officer on the Board of Directors.
- b. Vote on any fiscal matter affecting the purchase of services from any regional center provider.
- c. Vote on any issue in which the member has a financial interest, as defined in Section 87103 of the California Government Code, and determined by the Board of Directors.

Each member of the SPAC committee shall provide a list of his or her financial interests, as defined in Section 87103 of the California Government Code, to the Board of Directors prior to election, and thereafter as needed upon any change in financial interest status as defined by said code section.