

# State Council on Developmental Disabilities



## BY-LAWS

Adopted by Council: November 19, 2014

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CALIFORNIA STATE COUNCIL ON DEVELOPMENTAL DISABILITIES  
**BY-LAWS**

**ARTICLE I. NAME & DEFINITIONS**

The name of this organization shall be the State Council on Developmental Disabilities.

**ARTICLE II. RESPONSIBILITIES**

The responsibilities of the State Council on Developmental Disabilities are set forth in 42 United States Code Section 15001 et. seq. ("DD Act") and Sections 4433.5, 4520 et. seq., and 4868 of the California Welfare and Institutions Code.

**ARTICLE III. PRINCIPAL OFFICE**

The principal office of the Council shall be located in the County of Sacramento, California. The Council may change the principal office from one location to another within the county.

**ARTICLE IV. AREA OF SERVICE**

The area of service shall be the State of California.

**ARTICLE V. MEMBERSHIP**

Appointment to the Council requires each member to fully discharge his/her duties consistent with the responsibilities of representing persons with developmental disabilities. The membership of the Council shall consist of the categories of people in accordance with state and federal law.

**SECTION 1. Appointments:**

- (a) There shall be thirty-one (31) voting members on the Council appointed by the Governor as specified by Division 4.5, Chapter 2, Article 1, Sections 4521 (b) (1) and (2) of the Welfare and Institutions Code.
- (b) Pursuant to Section 4521(d), prior to appointing the thirty-one (31) members, the Governor shall request and consider recommendations from organizations representing or providing services, or both, to persons with developmental disabilities and shall take into account socioeconomic, ethnic, and geographic considerations of the state. The Council may coordinate Council and public input to the extent feasible to the Governor regarding recommendations for membership.
- (c) In accordance with Section 125(b) of the DD Act, the Council will work through its Membership Committee and with the Governor and concerned organizations to ensure that:
  - (1) Recommendations for appointments to the Council are solicited from organizations representing a broad range of individuals with developmental disabilities and individuals interested in individuals with developmental disabilities, including the non-State agency members of the Council;
  - (2) Membership of the Council shall be geographically representative of the State

and reflect the diversity of the State with respect to race and ethnicity;

- (3) Membership of the Council is rotated, except that members may serve until members' successors are appointed; and
- (4) The Council will notify the Governor regarding membership requirements of the Council and when vacancies of the Council remain unfilled for a significant period of time.

### **SECTION 2. Term of Office:**

The term of office on the State Council shall be in accordance with state law. As specified in Section 4521(d) of the Welfare and Institutions Code, the term of each self or family advocate member and representative of a non-governmental organization shall be for three years, with the term beginning on the date of appointment to the first term. These members may serve no more than two terms. A member may continue to serve following the expiration of his or her term until the Governor appoints that member's successor.

### **SECTION 3. Conflict of Interest:**

Pursuant to California Welfare and Institutions Code Section 4525, the Council's approved Conflict of Interest Policy, is incorporated by reference into these By-laws. Each member must recuse himself or herself from discussion and votes on any matter that would provide direct financial benefit to the member or otherwise give the appearance of a conflict of interest and as required by Section 125(b)(4)(B)(ii) of the DD Act. In addition, each member is responsible for complying with all state conflict of interest rules, including rules of Government Code Sections 87100 et seq. and 1090 et seq.

### **SECTION 4. Vacancies:**

A vacancy on the Council exists if any of the following events occur before the expiration of the term:

- (a) The death of the member.
- (b) An adjudication pursuant to a legal proceeding declaring that the member is physically or mentally incapacitated due to disease, illness, accident, or other condition **and** there is reasonable cause to believe that the member will not be able to perform the duties of office for the remainder of his/her term.
- (c) The member's resignation.
- (d) The member's removal from office.
- (e) The member's ceasing to be a legal resident of the state or the area the member was appointed to represent.
- (f) The member's absence from the state without the permission required by law beyond the period allowed by law.
- (g) The member's ceasing to discharge the duties of his/her office for the period of three consecutive meetings, except when prevented by sickness, or when absent from the state with the permission required by law. After three (3) consecutive

unexcused absences, a member shall be considered as having ceased to discharge the duties of Council membership. An unexcused absence is an absence of a member when previous notice of absence has not been given to the Council Chair or Committee Chair and to the Executive Director by telephone, email, or mail.

- (h) The member's conviction of a felony or any offense involving a violation of his/her official duties. A member shall be deemed to have been convicted under this section when trial court judgment is entered.
- (i) The member's refusal or neglect to file his/her required oath, statement of economic interests, or other required filings within the time prescribed after being provided notice of non-compliance and a reasonable time to comply.
- (j) The decision of a competent tribunal declaring void the member's election or appointment.
- (k) The making of a vacating order or declaration of vacancy.
- (l) The member assumes a position or responsibility that violates the Council's conflict of interest policy.

The council shall notify the Governor regarding membership requirements of the council and shall notify the Governor in writing immediately when a vacancy occurs prior to the expiration of a member's term, at least six months before a member's term expires, and when a vacancy on the council remains unfilled for more than 60 days.

#### **SECTION 5. Resignations:**

Members shall serve a designated term unless they resign, or are otherwise disqualified to serve, or until successors have been appointed. Any member may resign at any time by giving written notice to the Chairperson and to the Executive Director. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 6. Compensation and Expenses:**

Self-advocate and family advocate members of the State Council shall receive honoraria pursuant to Government Code 11564.5, and Welfare and Institution Code Section 4550 not to exceed fifty (50) days in any fiscal year. All members shall be reimbursed for authorized actual and necessary expenses incurred in connection with the performance of their duties as Council members, in accordance with state regulations in the State Administrative Manual.

### **ARTICLE VI. MEETINGS**

#### **SECTION 1. Parliamentary Authority:**

- (a) All meetings of the Council and its committees are public meetings governed by the Bagley-Keene Open Meeting Act (Government Code Section 11120, et. seq.).

- (b) Robert's Rules of Order shall be utilized as the rules for all Council and committee meetings except in instances of conflict with these By-laws, or provisions of State or federal law or regulations. The Vice-Chairperson shall serve as Parliamentarian.
- (c) The Council may adopt, from time-to-time, such policies and rules for the conduct of its meetings and affairs as may be required.

**SECTION 2. Meetings:**

- (a) There shall be no less than six (6) and no more than twelve (12) meetings of the Council per year.
- (b) Special meetings of the Council may be called by the Chairperson or, in case of absence or inability to act by the Chairperson, by the Vice-Chairperson. In case of a refusal to act by the Chairperson, a special meeting may be called by written request of nine (9) members of the Council. Only matters specified in the written notice of the meeting shall be considered at such a meeting.
- (c) Regular or special meetings of the Council shall be held at a place, date, and time designated by the Council or selected by the Chairperson.

**SECTION 3. Quorum:**

- (a) A quorum for the Council shall be a simple majority of the statutory required membership which is 16 members per California Attorney General Opinion No. 10-901 (2011) (94 Ops. Cal. Atty. Gen. 100) and shall remain established until adjourned.
- (b) A quorum for each Council committee and sub-committee shall be a simple majority of the appointed members of that committee.

**SECTION 4. Voting Rights of Members:**

- (a) Each member shall be entitled to one vote, to be exercised in person. "In person" is defined as being physically present at a meeting location and includes being in attendance at a meeting by teleconference provided all applicable open meeting rules are followed. Proxy voting shall not be permitted. (68 Ops. Cal. Atty. Gen. 65 (1985).)
- (b) Except as otherwise specifically provided in State law or these By-laws, all matters submitted for determination shall be decided by a majority vote.

**SECTION 5. Chairperson Pro Tem:**

If neither the Chairperson nor Vice-Chairperson is present to preside at a Council meeting, a chairperson pro tem shall be elected by the majority vote of the Council members present.

## **ARTICLE VII. OFFICERS**

### **SECTION 1. Officers:**

The officers of the Council shall be a Chairperson and a Vice - Chairperson elected from among the self and family advocate members appointed pursuant to Welfare and Institutions Code Section 4521(b)(1). These officers shall perform the duties described in these By-laws.

### **SECTION 2. Election of Member Officers:**

Election of officers shall occur once every two years. The election shall be held during the last meeting of the appropriate calendar year. Only self and family advocate members shall be eligible to hold office.

### **SECTION 3. Voting Procedure:**

Council officers shall be elected by a majority vote. Recommendations for officers shall be in the form of nominations from the Nominating Committee. Nominations may also be received from the floor prior to the election, but subsequent to the report of the Nominating Committee.

### **SECTION 4. Term of Office:**

The Chairperson and Vice-Chairperson shall be elected for a term of two years. Individuals may be elected to these positions for no more than two consecutive terms. Their term of office shall begin the first day of the new calendar year.

### **SECTION 5. Vacancies:**

If the Chairperson resigns or is permanently unable to serve during the term of office pursuant to Article V Section 4, the Vice-Chairperson shall become the Chairperson for the remainder of such term. Upon the vacancy of the Vice-Chairperson's term of office or if the Vice-Chairperson resigns or is permanently unable to serve during the term of office, the Chairperson shall appoint an interim Vice-Chairperson to serve until an election is conducted. The Chairperson shall also appoint a nominating committee of at least three (3) but not more than five (5) Council members that will provide a slate of nominations for the election of Vice-Chairperson during the next appropriate Council meeting.

The voting procedure established in Article VII, Section 3 shall be used for the election process of the permanent Vice-Chairperson.

### **SECTION 6. Duties of the Officers:**

- (a) Chairperson - The responsibilities of the Chairperson are: to preside at all meetings of the Council; to appoint chairpersons and members to all Council committees, except the Nominating Committees, to appoint Council representatives in relation to other agencies and consumer groups; and to represent the Council as needed. The Chairperson shall have full voting rights on all Council actions.
- (b) Vice-Chairperson - The responsibilities of the Vice-Chairperson are to perform all the duties of the Chairperson if the Chairperson is absent or if the Chairperson requests the Vice-Chairperson to do so. When acting in the capacity of the

Chairperson, the Vice-Chairperson has the same authority as the Chairperson. The Vice-Chairperson also serves as Chair of the Executive Committee and as Parliamentarian.

**SECTION 7. Removal from Office:**

Action to remove an officer shall be in accordance with the following procedure:

- (a) Written notification must be submitted by registered mail to the Executive Director from Council member(s) describing the specific cause for which removal is sought.
- (b) The Executive Director shall notify the officer charged by registered mail within two (2) working days of receiving the charges. Any member so notified shall have ten (10) days to respond to the group or individual responsible for notification. Following this ten (10) day period, the responsible parties shall notify the Executive Director within ten (10) days as to whether or not they wish to request removal of the officer. If the responsible parties are satisfied by the officer's response that no sufficient cause exists, the matter will be closed with written notice to the Executive Director and to the officer.
- (c) If the group or individual requesting removal is not satisfied by the response of the officer or if the officer fails to respond in ten (10) days, the Executive Director shall put the issue on the agenda at the beginning of the next Council meeting and inform the Council members as to the purpose of the agenda item.
- (d) Written charges shall be distributed and reviewed at the specified meeting of the Council.
- (e) A majority vote shall be required to remove a chairperson or vice-chairperson from office. If removal of the Chairperson is under consideration, the vice-chairperson shall preside.

**ARTICLE VIII. EXECUTIVE DIRECTOR**

**SECTION 1. Appointment:**

- (a) The Executive Director of the Council shall be appointed by and serve at the will of the Council in a position exempt from all civil service requirements pursuant to the California Constitution, Article 7, section 4(b) and Welfare and Institutions Code Section 4551. The appointment of the Executive Director shall occur during a regular or special meeting of the Council.
- (b) A performance review of the Council Executive Director shall be coordinated by the Executive Committee and conducted annually by the full Council.

**SECTION 2. Responsibilities and Duties:**

- (a) The Executive Director shall be the chief administrative officer of the Council and shall have all the authority and responsibility assigned to the director of a state agency including budget, personnel, and contractual transactions. These include authority for entering into and execution of agreements on behalf of the Council in order to implement the policies of the Council. The Executive Director shall hire, supervise, and annually evaluate the staff of the Council.
- (b) The Executive Director is responsible for ensuring that:
  - (1) For the purposes of administration, Council directives are carried out by Council staff through the proper assignment and conduct of Council work.
  - (2) Council members and staff receive training on the federal mandate of the DD Act to conduct and support advocacy, capacity building and systemic change on a statewide level;
  - (3) There is adequate supervision over the development and implementation of standard orientation tools for staff, policy manuals, and trainings addressing program and administrative requirements; and
  - (4) Federal funds shall only be utilized for activities permissible under the DD Act.
- (c) The Executive Director shall be under the direction and control of the Council and shall do and perform such other duties as may be assigned by the Council.
- (d) The Executive Director shall serve as clerk to the Council.

**SECTION 3. Removal:**

- (a) Action to remove the Executive Director of the Council shall be conducted in accordance with Government Code Section 11120, et. seq.
- (b) The Executive Committee of the Council may recommend removal of the Executive Director during a regular or special meeting. This recommendation shall be taken to the Council during a regular or special meeting for discussion and action.
- (c) A majority vote, during a regular or special Council meeting, shall be required to remove the Executive Director from his or her exempt appointment.

**ARTICLE IX. COMMITTEES**

**SECTION 1. Authority:**

- (a) Subject to the provision of these By-laws, all committees, with the exception of the Executive Committee, shall be advisory and shall not have the power to bind the Council except when specifically authorized by the Council to do so. Recommendations made by advisory committees shall be presented to the Council for adoption in the form of a motion.

- (b) Subject to provision of these By-laws, a vacancy in the membership of a committee, except the Nominating Committee, may be filled by the Council Chairperson.
- (c) A committee may meet upon call of the chairperson of the committee or the Council Chairperson.
- (d) Unless otherwise specified in these By-laws, the Chairperson and the Executive Director of the Council shall serve ex officio, without vote, on all committees, except the Nominating Committee.
- (e) A committee member may be removed from the committee by the Council Chair after three (3) consecutive unexcused absences. An unexcused absence is an absence of a member when previous notice of absence has not been given to the Committee Chair or Executive Director or appropriate Deputy Director by telephone, e-mail or mail.

**SECTION 2. Standing Committees:**

- (a) There shall be seven (7) standing committees of the State Council:
  - (1) Executive
  - (2) Administrative
  - (3) Legislative and Public Policy
  - (4) Self-Advocates Advisory
  - (5) Employment First
  - (6) Membership
  - (7) State Plan Committee
- (b) The Chairperson and members of each of the standing committees shall be appointed by the Council Chairperson. In the event of a vacancy for any reason in membership or the Chairperson, a successor may be appointed by the Council Chairperson. The Chairpersons and Vice-Chairpersons of its standing committees shall be individuals with a developmental disability, or the parent, sibling, guardian, or conservator of an individual with a developmental disability. All committee chairperson appointments shall be announced to the Council at the next available Council meeting.
- (c) The membership of all standing committees, except the Executive Committee, shall be open to non-members of the Council. The expenses of non-Council members may be reimbursed on the same basis as a Council member with the exception of the honorarium.
- (d) All members of the Council shall be expected to serve on at least one standing committee of the Council.
- (e) The charge of each of these committees shall be as follows:

(1) **Executive Committee**

The Executive Committee shall serve as the coordinating body to the Council. The Committee shall:

- [a] Consist of the Council Chairperson, Vice-Chairperson, the chair of each standing committee, and up to two (2) other Council members.
- [b] Be chaired by the Council Vice-Chairperson.
- [c] Have delegated authority to act on behalf of the Council between meetings, but shall not modify any action taken by the Council unless authorized by the Council to do so. The full Council at the next regular or special meeting shall receive a report of all Executive Committee actions taken between Council meetings.
- [d] Administrative matters shall be a standing agenda item at every meeting and shall include but not be limited to, budget reports, expenditure reports and other major administrative issues.
- [e] Make recommendations to the Council regarding approval of Community Program Development Grants (CPDG) projects to be funded, and allocations.
- [f] Provide direction to the Executive Director regarding all matters pertaining to Council responsibilities.
- [g] Make recommendations to the Council regarding amendments to the By-laws, changes in committee structure or responsibilities.
- [h] Make recommendations to the Council regarding Council member training.
- [i] Make recommendations to the Council regarding the presentation of awards on behalf of the Council.
- [j] Make recommendations to the Council regarding matters assigned by the Council or the Council Chairperson.
- [k] Make recommendations to the Council regarding the appointment, evaluation, or removal of the Executive Director.
- [l] Monitor and evaluate California State Strategic Plan on Developmental Disabilities implementation and submit findings to the Council.

- [m] Coordinate the Council's litigation activities, as needed, and make recommendations to the full Council.
- [n] Present a slate of nominees to be elected to the Nominating Committee. Election to the Nominating Committee shall occur at the September Council meeting during election years.

**(2) Administrative Committee**

The Administrative Committee shall assist with monitoring the administrative and budgetary activities of the Council. The Committee shall:

- [a] Be composed of at least three (3) Council Members
- [b] Make recommendations to the Council regarding allocation of discretionary fiscal resources and other budgetary issues.
- [c] Make recommendations to the Council regarding budgeting for anticipated fiscal resources among Council operations and specific service priorities for inclusion in the California State Strategic Plan and the Governor's budget.
- [d] Make recommendations to the Council regarding monitoring and evaluating administrative contracts and agreements.
- [e] Make recommendations to Council regarding all contracts and agreements.
- [f] Monitor and evaluate administrative contracts and agreements; and take actions authorized in all Council contracts and agreements.
- [g] Make recommendations to the Council regarding administrative matters and policies including organizational charts and structure.

**(3) Legislative and Public Policy Committee**

The Legislative and Public Policy Committee shall implement the California State Strategic Plan on Developmental Disabilities objectives as assigned by the Council. The Committee shall:

- [a] Be composed of at least seven (7) members.
- [b] Review, comment and recommend positions on significant proposed legislation and/or proposed regulations.

- [c] Recommend legislation consistent with Council's responsibilities and objectives.
- [d] Recommend initiatives and policies consistent with Council responsibilities and objectives.
- [e] Provide testimony and recommendations to the Legislature with regard to matters pertaining to people with developmental disabilities.
- [f] Respond to other responsibilities as assigned by the Council or Council Chairperson.

**(4) Self-Advocates Advisory Committee**

The Self-Advocates Advisory Committee shall advise the Council as a voice for all Californians with developmental disabilities, by promoting State Council participation and peer advocacy that advances independence and inclusion. The Committee shall:

- [a] Be composed of self-advocate members of the Council who wish to participate on the committee.
- [b] Advise the Council regarding self-advocate needs related to serving the Council including manners in which to ensure participation and inclusion in all meetings.
- [c] Advise the Council regarding policies, programs and any other area affecting self-advocates in California.
- [d] Review materials and other Council produced information to evaluate and make recommendations regarding plain language approaches.
- [e] To nominate a standing representative to the Statewide Self-Advocacy Network (SSAN).

**(5) Employment First Committee**

The Employment First Committee is responsible for ensuring the development of an Employment First Policy which has the intended outcome of significantly increasing the number of individuals with developmental disabilities who engage in integrated, competitive employment. The Committee shall:

- [a] Be composed of a representative from each of the following:

- (1) The Department of Developmental Services
- (2) The Department of Rehabilitation
- (3) The California Department of Education
- (4) One from each of the three University Centers of Excellence in California
- (5) Disability Rights California
- (6) Employment Development Department
- (7) Family Resource Center Network
- (8) Association of Regional Center Agencies
- (9) Service Employees International Union
- (10) The ARC
- (11) Four self-advocates
- (12) Four family advocates
- (13) Such others as deemed needed to implement the responsibilities of the Council.

[b] Identify the respective roles and responsibilities of state and local agencies in enhancing integrated, competitive employment for people with developmental disabilities.

[c] Identify strategies, best practices, and incentives for increasing integrated, competitive employment opportunities for people with developmental disabilities, including, but not limited to, ways to improve the transitional planning process for students 14 years of age or older, and to develop partnerships with, and increase participation by, public and private employers and job developers.

[d] Identify existing sources of employment data and recommend goals for, and approaches to measuring progress in, increasing integrated, competitive employment for persons with developmental disabilities.

[e] Recommend legislative, regulatory, and policy changes for increasing the number of individuals with developmental disabilities in integrated, competitive employment, self-employment, and microenterprises and who earn wages at or above minimum wage.

[f] Provide an annual report to the Governor and Legislature by July 1 of each year that describes the work and recommendations of the Committee.

**(6) Membership Committee**

The Membership Committee shall recruit, solicit and advise the Governor on appointments to and vacancies on the Council. The Chairperson of the Committee is charged with submitting the Council's recommendations to the Governor. The Committee shall:

- [a] Be comprised of at least three (3) members, a majority of which shall be Council members;
- [b] Be comprised of self-advocates and family advocates;
- [c] Meet at least quarterly;
- [d] Coordinate Council and public input regarding appointments to the Governor;
- [e] At least quarterly solicit recommendations for candidates via social media, email/web alerts, from among self-advocacy groups, family support groups, non-agency councilmembers, Federal Partners and service providers for the purpose of identifying multiple candidates recommended for appointment and ensuring that membership composition requirements of Section 125(b) of the DD Act and Section 4521 of the Welfare and Institutions Code are met including those pertaining to socioeconomic, geographic, disability, racial, ethnic, and language diversity;
- [f] Facilitate interagency communications with the Designated State Agency and other state agencies to solicit multiple recommendations for Council appointment to be considered by the Council and for possible submission to the Governor's Office.
- [g] While maintaining confidentiality of names, make a report of submissions to the Governor's Office to the Council during the next regular meeting following any submissions.
- [h] In the interest of interagency collaboration and coordination, at least every 60 calendar days, provide written notification to the Council or its Executive Committee, the Designated State Agency, and the Governor's Office of 1) the expiration date of each member's term, and 2) any vacancy existing on the Council that remains unfilled for more than 60 days. Such notification may be made by electronic mail or as part of a Council agenda item, as appropriate.
- [i] Notify the Governor's Office in writing immediately when a vacancy occurs prior to the expiration of a member's term.
- [j] Solicit support from the Designated State Agency for appointments when a vacancy occurs for more than four months.
- [k] Make recommendations to the Council on membership of any

advisory committees that the Council may establish.

**(7) State Plan Committee**

The State Plan Committee shall be responsible for reviewing the current State Plan, monitoring its implementation and completion of goals and objectives, recommending areas of focus for grants and other activities for achieving its goals and objectives, and developing subsequent plans. The Committee shall:

- [a] Be comprised of at least three (3) members
- [b] Meet at least quarterly.
- [c] Advise the Council on the collection and reporting of information on needs, including unmet needs, priorities and emerging issues
- [d] Make recommendations to the Council regarding policy priorities, goals and objectives for the California State Plan on Developmental Disabilities
- [e] Advise the Council in the planning of the implementation and reporting on progress towards meeting the goals and objectives of the Council's California State Plan on Developmental Disabilities.
- [f] Make recommendations to the Council regarding the grant application process and suggested priorities/criteria for proposals.
- [g] Develop methods to market and implement successful programs funded by these grants throughout the State.
- [h] Carry out other responsibilities as assigned by the Council or the Council Chairperson.

**SECTION 3. Nominating Committee:**

The Nominating Committee shall provide advice to the Council relative to the bi-annual election of Council officers. The Committee shall:

- (a) Be composed of at least three (3) and not more than five (5) Council members.
- (b) Be elected by the Council at the September Council meeting from a slate of nominations presented by the Executive Committee.

- (c) Serve for one year. Be elected at least forty-five (45) days prior to the annual election.

**SECTION 4. Committees, Sub-Committees and Ad-Hoc Committees and Task Forces:**

- (a) Committees, Sub-committees, Ad-Hoc committees and Task Forces may be established by the Council to carry out specified California State Strategic Plan on Developmental Disabilities objectives and purposes of the Council.
- (b) The term of office and, qualifications of these groups' chairpersons and members shall be established by the Council. The membership of Sub-Committees and Ad-Hoc committees shall be open to non-members of the Council and shall be appointed by the Chairperson of the Council. The expenses of non-Council members may be reimbursed on the same basis as a Council member with the exception of the honorarium.

**ARTICLE X. COUNCIL ORGANIZATION**

**SECTION 1. Regional Operations of the Council:**

- a) The Council is responsible for engaging in advocacy, capacity, and systemic change activities statewide that implement mandates of the DD Act so that individuals with developmental disabilities have access to all available services and supports. In order to carry out its federal mandates in a manner consistent with the access, use, and community based principles of Section 101(c) of the DD Act, the Council exercises its authority to establish Regional Offices and Regional Advisory Committees to perform Council work. Pursuant to Welfare and Institutions Code Section 4544(d), such offices and committees shall be constituted and operated according to policies and procedures of the Council.
- b) Regional Offices and Regional Advisory Committees, being part of the Council, are subject to the Bagley-Keene Act, the Public Records Act, and any other laws applicable to a state governmental entity.
- c) Public notice shall be provided at least 120 days before any changes in the number or boundaries of Regional Offices.
- d) The bylaws, membership composition, terms of members, and membership eligibility in addition to other rules of the Regional Advisory Committees shall be determined by the Council except as provided by Welfare and Institutions Code Section 4546.
- e) At the request of the Council, and according to the policy and procedures of the Council, Regional Advisory Committees will advise, provide input, be a source of data, and perform other activities as described in Welfare and Institutions Code Section 4548.

## **ARTICLE XI. COUNCIL GENERAL PROVISIONS**

### **SECTION 1. Certification and Inspection:**

The original or a copy of the By-laws, as amended or otherwise altered to date, certified by the Council shall be recorded and kept in a book that shall be kept in a location in the principal office of the Council, and such book shall be open to public inspection at all times during office hours.

### **SECTION 2. Records, Reports and Inspection:**

- (a) The Council shall maintain adequate and correct accounts, books and records of all its business and properties.
- (b) Such records shall be kept at its principal place of business. All books and records shall be open to inspection by the Council and the general public, except those records or data regarding an employee, if such disclosure would constitute an unwarranted invasion of personal privacy, or records of the Council relating to its participation in a judicial proceeding.
- (c) The Council shall prepare, approve, and implement a budget to fund programs, projects, activities, staff, and operations.
- (d) An annual financial report and budgets shall be available for inspection at the Council's principal place of business.

## **ARTICLE XII. AMENDMENTS OF BY-LAWS**

Subject to the limitations of federal and state law, these By-laws shall be reviewed at least annually. The Executive Committee shall be responsible for the annual review of the By-laws, submitting recommendations for adoption of new By-laws and amendments or repeal of existing By-laws to the Council. These By-laws may be amended, repealed or adopted by a two – thirds majority during any regular or special meeting of the Council so long as a draft of the proposed action was submitted in writing to the Council at least ten (10) days prior to the meeting.

## **ARTICLE XIII. INDEMNIFICATION**

### **SECTION 1. Definitions:**

For the purposes of this Article XII, “agent” means any person who is or was a director or member as appropriate, officer, employee, or other agent of the Council. Proceeding means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and expenses include without limitation attorney’s fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article XII.

### **SECTION 2. Indemnification in Actions by Third Parties:**

The Council shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Council to

procure a judgment in its favor, by reason of the fact that such person is or was an agent of the Council, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Council and, in the case of a criminal proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Council or that the person had reasonable cause to believe that the person's conduct was unlawful.

### **SECTION 3. Indemnification in Actions by or in the Right of the Council:**

The Council shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Council, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Council, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Council, and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Council in the performance of such person's duty to the Council, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

### **SECTION 4. Indemnification Against Expenses:**

To the extent that an agent of the Council has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article XII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

### **SECTION 5. Required Determinations:**

Except as provided in Section 4 of this Article XII any indemnification under this Article XII shall be made by the Council only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the

applicable standard of conduct set forth in Section 2 or 3 of this Article XII, by:

- (a) A majority vote of a quorum consisting of directors or members as appropriate, who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Council or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Council.

**SECTION 6. Advance of Expenses:**

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

**SECTION 7. Other Indemnification:**

No provision made by the Council to indemnify its or its subsidiary's directors or members as appropriate, or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution directors or members as appropriate, or an agreement, or otherwise, shall be valid unless consistent with this Article XII. Nothing contained in this Article XII shall affect any right to indemnification to which persons other than such directors or members as appropriate, and officers may be entitled by contract or otherwise.

**SECTION 8. Forms of Indemnification Not Permitted:**

No indemnification or advance shall be made under this Article XII, except as provided in Section 4 or 5(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these By-laws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.