

AMENDED AND RESTATED BYLAWS OF
KERN REGIONAL CENTER
A California Nonprofit Public Benefit Corporation

ARTICLE 1. NAME

- 1.1 Corporate Name. Then name of this corporation is Kern Regional Center (the “Corporation”).

ARTICLE 2. OFFICES/LOCATIONS

- 2.1 Principal Office. The principal office for the transaction of business of the Corporation shall be located in the Greater Bakersfield Area, County of Kern, California. The Board of Directors of the Corporation has full power and authority to change the principal office of the Corporation from one location to another within the State of California. A change in principal office of the Corporation may be made by resolution of the Board of Directors.
- 2.2 Other Offices. The Board of Directors may at any time establish locations of subordinate offices where the Corporation is qualified to do business.
- 2.3 Service Area. The area of service of the Corporation shall be the Counties of Kern, Inyo and Mono, California, and other areas specifically approved by resolution of the Board of Directors of the Corporation (“Service Area”).

ARTICLE 3. PURPOSES AND LIMITATIONS

- 3.1 Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) exclusively for charitable purposes, which include, but are not limited to, the operation of a nonprofit regional diagnostic, counseling and service center for developmentally disabled persons and their families exclusively for charitable purposes in accordance with the present objectives and provisions of Chapter 5 of Division 4.5 of the California Welfare and Institutions Code, and to implement other charitable projects for developmentally disabled persons and their families including, but not limited to, diagnosis, counseling, educational services and public information.
- 3.2 Political Activities. The Corporation shall be nonprofit and nonpartisan, and shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- 3.3 Limitations. The Corporation is not organized and it shall not be operated for pecuniary gain or profit. This Corporation shall not engage in activities that are not in furtherance of the purposes set forth in these Bylaws, and nothing contained in these Bylaws shall be construed to authorize this Corporation to carry on any business or activity for the profit

of its officers, directors or other persons, or to distribute any gains, profits or dividends to its officers, directors or other persons. Furthermore, nothing in these Bylaws shall be construed to allow the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under the Internal Revenue Code of 1986, as amended.

- 3.4 Property Dedicated to Nonprofit Purposes. The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its directors, officers or members, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
- 3.5 Distribution of Assets upon Dissolution. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated as a regional center contracted with the California Department of Developmental Services exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or to the State of California to be used for a public purpose.

ARTICLE 4. MEMBERSHIP

- 4.1 Members. The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.
- 4.2 References to Action by Members. Any action which would otherwise require approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest in members shall vest in the Board of Directors of the Corporation.

ARTICLE 5. BOARD OF DIRECTORS

- 5.1 General Powers. Subject to the provisions of the Articles of Incorporation, these Bylaws and the California Nonprofit Corporation Law, the activities and affairs of the Corporation shall be managed and conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors of the Corporation. The Board of Directors formulates and reviews policies which guide the Corporation. In accordance and compliance with the California Nonprofit Corporation Law and the Lanterman Developmental Disabilities Act, Welfare and Institutions Code, Sections 4500 et seq. ("Lanterman Act"), the Board delegates the day-to-day operation of the Corporation to its Chief Executive Officer and staff of the Corporation.
- 5.2 Number of Directors:

The Board shall consist of at least ten (10) but not more than fifteen (15) directors plus a director from the Provider Advisory Committee, the exact number to be determined by resolution of the Board from time to time.

5.3 Term of Directors

The term of each Director shall be three (3) years or until a successor has been elected. Terms shall be staggered so that approximately one-third of the Directors are elected each year. No Director shall be permitted to serve longer than seven (7) years within each eight (8) year period. The members representing Kern County on the Sequoia Area VIII Board and representing Inyo County on the Area XII Board for the State Council on Developmental Disabilities shall be a non-voting, advisor to the Board.

5.4 Election of Directors. -Directors shall be elected by a majority vote of the Board and in accordance with Welfare and Institutions Code Section 4622, and one (1) director shall be appointed in accordance with Welfare and Institutions Code Section 4622(i) and pursuant to section 5.6 of these Bylaws. Directors, including those Directors elected to fill vacancies on the Board, may be elected or seated at any regular meeting of the Board. Elections shall be conducted pursuant to procedures established by the Board.

5.5 Composition of the Board. The Board of Directors shall be composed of individuals with demonstrated interest in, or knowledge of, developmental disabilities. The Board shall:

5.5.1 Include persons with legal, management, public relations and developmental disability program skills;

5.5.2 Include representatives of the various categories of disability to be served by the Corporation;

5.5.3 Reflect the geographic and ethnic characteristics of the area served by the Corporation; and

5.5.4 Be composed of a minimum of fifty percent (50%) of persons with developmental disabilities or their parents or legal guardians; and no less than twenty-five percent (25%) of the members of the Board shall be persons with developmental disabilities.

5.6 Consumers' Advisory Committee. The Board may appoint a Consumers' Advisory Committee composed of persons with developmental disabilities representing the various categories of disability served by the Corporation.

5.7 Providers' Advisory Committee. The Board shall appoint a Providers' Advisory Committee composed of persons representing the various categories of providers from which the Corporation purchases client services. The Advisory Committee shall provide advice, guidance, recommendations, and technical assistance to the Board in order to assist the regional center in carrying out its mandated functions. The Advisory Committee shall designate one (1) of its members to serve on the Board.

5.8 Compliance Documentation. Pursuant to Section 4622.5 of the Welfare and Institutions Code, by August 15 of each year, the Corporation shall submit to the Department of Developmental Services detailed documentation demonstrating that the composition of the Board is in compliance with Welfare and Institutions Code Section 4622.

5.9 Qualifications. All members of the Board of Directors must be residents of the Corporation's Service Area. Any person who is eighteen (18) years or older with a demonstrated interest in, or knowledge of, developmental disabilities, is eligible to serve

as a Director so long as such person is not prohibited from serving on the Board by the provisions of Welfare and Institutions Code Section 4626, and so long as the provisions of the Welfare and Institutions Code Section 4622 are met. No director shall:

- 5.9.1 Be an employee of the State Department of Developmental Services or any state or local agency which provides service to a client of the Corporation if employed in a capacity which includes administrative or policy making responsibility, or responsibility for the regulation of the Corporation;
- 5.9.2 Be an employee or a member of the State Council on Developmental Disabilities or an Area Board on Developmental Disabilities;
- 5.9.3 Be an employee or member of the Board of any entity from which the Corporation purchases client services, except as otherwise permitted under Section 4622(a)(7) of the California Welfare and Institutions Code, and as provided pursuant to section 5.6 of these Bylaws pertaining to one (1) member of the Board selected by the Providers' Advisory Committee;
- 5.9.4 Have a financial interest, as defined in Section 87103 of the Government Code, in the Corporation's operations except as a consumer of services provided by the Corporation;
- 5.9.5 Be, or have a spouse who is, an owner, partner, member of the Board, officer, or employee of any contractor of the Corporation; or
- 5.9.6 Otherwise be a person barred from serving on the Board of the Corporation by law or government regulation.

5.10 Facilitators

The Corporation will provide a facilitator to those Directors who require additional support to ensure maximum understanding and participation in carrying out their duties per W&I Code, Section 4622(g)(1) and (2). Further the Corporation will provide training and monitoring of these facilitators to ensure they provide meaningful support within the boundaries of their role.

5.11 Vacancies.

- 5.11.1 Events Causing Vacancy. A vacancy on the Board shall exist on the occurrence of one or more of the following:
 - (a) The death, resignation, or removal of any Director.
 - (b) The declaration by the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of the Court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5320 et seq. of the California Nonprofit Corporation Law.
 - (c) The vote of a majority of Directors then in office to remove a director, other than a director pursuant to section 5222 of the California Nonprofit Corporation Law.

- (d) An increase in the authorized number of Directors.
- (e) The removal by the Providers' Advisory Committee of the Director designated pursuant to section 5.6 of these Bylaws.

5.11.2 Resignations. Except as provided in this section, any Director may resign by giving written notice to the President or the Secretary of the Board. No Director may resign when the Corporation would be left without a duly elected Director or Directors in charge of its affairs.

5.11.3 Vacancies Filled by Board. The Board may elect a Director at any time to fill a vacancy, other than a vacancy created due to the death, resignation or vacancy of the Director appointed pursuant to section 5.6, which vacancy may only be filled by the designation of a Director by the Providers' Advisory Board. Any Director elected or designated to fill a vacancy shall be elected or designated to serve out the unexpired term of such vacancy. The Board may choose to leave one (1) or more vacant seats temporarily unfilled if it is unable to find or to elect a qualified candidate, or in order to search for a candidate with specific qualifications to balance representation on the Board or to provide expertise needed on the Board.

5.11.4 Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term in office expires.

ARTICLE 6. MEETINGS

6.1 Regular Meetings. A regular monthly meeting of the Board shall be held at a date, time and location to be established by the Board, providing that such meetings shall be held within the service area of the Corporation. At least nine (9) regular meetings of the Board shall be scheduled each year. Regularly scheduled meetings of the Board shall be open to the general public and time shall be allowed for public input. Any person attending an open and public meeting of the Board shall have the right to record the proceedings on a tape in the absence of a finding by the Board that such recording constitutes, or would constitute, a disruption of the proceedings. For any meetings so designated by this Article, the public may be excluded where executive or closed sessions are held to discuss items permitted under Section 4663 of the California Welfare and Institutions Code.

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

6.3 Closed Session—Pending Litigation. The Board may hold a closed session regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Corporation in litigation. Litigation is pending when any of the following circumstances exist:

- 6.3.1 An adjudicatory proceeding to which the Corporation is a party has been initiated formally.
- 6.3.2 Based upon existing facts and circumstances and the advice of legal counsel, it is determined that there is a significant exposure to litigation against the Corporation.
- 6.3.3 Based on existing facts and circumstances, the Corporation has decided to initiate or is deciding whether to initiate litigation.
- 6.4 Closed Session Procedure. Prior to holding a closed session, the Board shall state publicly which subdivision(s) of Section 4663 of the Welfare and Institutions Code applies to the closed session item(s). The provisions of this Article 6 shall not apply to the corporate affairs of the Board which have no relationship to the role and responsibility of the Corporation as set forth in the Lanterman Act.
- 6.5 Accessibility. All meetings of the Board of Directors shall be held in facilities accessible to persons with physical disabilities.
- 6.6 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any three (3) Directors. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: by personal delivery of written notice; by first-class mail, postage paid, by electronic mail; or by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director. Notice sent by first-class mail shall be deposited into a U.S. Mail box at least seven (7) days before the time for the meeting. If time does not permit to provide such notice due to an "emergency situation," notice may be provided in accordance with Section 4662 of the Welfare and Institutions Code. The notice shall state the time and place for the special meeting.
- 6.7 Notice. The Corporation shall provide notice of meetings to any person who requests notice in writing. Notice shall be mailed at least seven (7) days in advance of each meeting. The notice of the meeting shall include the date, time, location of, and a specific agenda, which shall include an identification of all substantive topic areas to be discussed, and no item shall be added to the agenda subsequent to the provision of this notice. The notice requirement shall not preclude the Board from taking action on any urgent request made by the State Department of Developmental Services, not related to purchase of service reductions, for which notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public. In the case of an emergency situation (as defined in Section 4598 of the Welfare and Institutions Code) 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 advanced notice requirement of Section 4661 of the Welfare and Institutions Code. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed immediately to those persons described in Section 4661 of the Welfare and Institutions Code. This section shall not apply to the corporate affairs of the Board which have no relationship to the role and responsibility of the Corporation as set forth in the Lanterman Act.
- 6.8 Quorum. A majority of the current Board membership shall constitute a quorum for the transaction of business, except to adjourn as provided in section 6.10 of these Bylaws.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which quorum is present, shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to: (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (ii) appointment of committees; (iii) compensation of Directors or officers; and (iv) indemnification of Directors. At any meeting where a quorum is no longer present, business can continue to be transacted if any action taken is approved by a number of remaining Directors which equal or exceed a majority of the required quorum.

- 6.9 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to hold the meeting, or an approval of the minutes. The waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
- 6.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.
- 6.11 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all the Board members, individually or collectively, consent in writing to that action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 6.12 Meeting By Contemporaneous Communications Equipment. Any meeting may be held by conference telephone or other communication, televisual or telecommunication equipment permitted by California Nonprofit Corporation Law, so long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.
- 6.13 Attendance. Any director who misses four (4) consecutive Board Events for any reason automatically loses his or her seat on the Board. After the third consecutive missed meeting, staff will send the director (with a copy to the rest of the Board) a warning/reminder via email and first class mail stating that one more missed meeting will result in automatic removal from the Board. If after the warning/reminder the director still misses the fourth consecutive meeting, staff will immediately notify the director via email and first class mail that he/she is no longer on the Board. Any vacancy created by this provision shall be filled in accordance with section 5.10.3 above.

For purposes of this section only, Board Event means any of the following:

Regular Meeting per section 6.1;

Closed Session Meeting per section 6.2, 6.3;

Special Meeting per section 6.6 and;

Board Training as mandated by any pending Special Contract Language required by DDS.

The Board may waive this provision (6.13) as to a particular director by majority vote before, during or after any absences. The Board's waiver of the automatic removal provision can be based on any excuse acceptable to the Board or any other justification deemed appropriate by the Board.

- 6.14 Compensation. All of the members of the Board of Directors of the Corporation shall serve without compensation for any services rendered by them to the Corporation. However, this section (6.14) shall not operate to preclude any Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Director in his or her capacity as a Director.
- 6.15 Limitation. A person who is a Director of the Corporation shall not solicit services from the Corporation through any procedure or means which would not be available to such person were he or she not a Director; and the Corporation shall not, in providing services, give preferential treatment to any person by reason of the fact that such person is a Director, or a relative or acquaintance of a Director, of the Corporation.

ARTICLE 7. COMMITTEES

- 7.1 Board Committees. The Board may, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees, each consisting of two (2) or more Directors, and no persons who are not Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
- 7.1.1 Fill vacancies on the Board or in any committee.
 - 7.1.2 Fix compensation of the Directors for serving on the Board or on any committee.
 - 7.1.3 Amend or repeal Bylaws or adopt new Bylaws.
 - 7.1.4 Amend or repeal a resolution of the Board which by its terms cannot be amended or repealed.
 - 7.1.5 Appoint any other committees of the Board or the members of these committees.
 - 7.1.6 Expend Corporation funds to support a nominee for Director after there are more people nominated for Director than can be elected.
 - 7.1.7 Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any person in which one or more of its Directors have a material financial interest.
- 7.2 Meetings and Actions of Board Committees. Meetings and action of Board committees shall be governed by these Bylaws with such changes as are necessary to substitute the

committee and its members for the Board and its members, except that the time for regular meetings of Board committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of Board committees shall have a chairperson designated by the members of the committee. Minutes shall be kept of each meeting of any Board committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

7.3 Standing Board Committees. The Corporation shall have the following standing committees: Executive Committee, Consumers' Advisory Committee and Providers' Advisory Committee. Except as otherwise provided in these Bylaws, the President of the Board shall appoint all committee chairpersons from among the Directors and specify their duties and reporting schedules. Except as otherwise provided in these Bylaws, other committee members shall be selected by the committee chairperson; each committee shall, except as otherwise provided in these Bylaws, be composed of representatives from the Board. The committee members shall serve at the pleasure of the Board.

7.4 Executive Committee.

7.4.1 The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer of the Corporation. The President of the Board shall be the chairperson of the Executive Committee. The Chief Executive Officer of the Corporation shall be a nonvoting advisor to the Executive Committee and entitled to attend all Executive Committee meetings.

7.4.2 The Executive Committee shall exercise the full powers of the Board between regular Board meetings except for the items specified in sections 7.1.1 to 7.1.7 of these Bylaws, or the power to act contrary to policies established by or prior actions of the Board. In addition to exercising the full powers of the Board between regular meetings, the Executive Committee shall have the additional responsibility to:

- (a) Review the Bylaws of the Corporation every two (2) years;
- (b) Oversee the review of all existing Board policies every two (2) years; and
- (c) Conduct a performance evaluation of Chief Executive Officer annually.

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

7.4.4 Meetings of the Executive Committee shall be held at the call of the President, or any two (2) members of the Executive Committee. Notice of the meeting shall be given to each member of the Executive committee either orally or in writing, by means of telephone, email, personal visit, or mail, not less than twenty-four (24) hours before the time at which the meeting is scheduled to take place, unless notice is waived by such member in writing.

7.4.5 Members of the Executive Committee may participate in a meeting of the Executive Committee through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participating through such use shall be deemed to constitute presence in person at such meeting.

- 7.5 Consumer Advisory Committee. The Consumer Advisory Committee shall be composed of clients of the corporation who represent various categories of disability receiving regional center services. The Consumer Advisory Committee serves to provide information and recommendations to the Corporation staff and to the Board on client activities and programs. The Chair of the Committee serves on the Board.
- 7.6 Appointment of Committee Chairperson and Members. Except for the Executive Committee, the President shall appoint the chairperson and member(s) of each committee of the Board.
- 7.7 Limitation of Authority. Except as expressly delegated to any committee by these Bylaws or by resolution of the Board, no committee shall have any authority to take any action, make any expenditure or incur any liability in the name of or on behalf of the Corporation. The power of any committee is limited to advising the Board, except for specific authority granted in these Bylaws.
- 7.8 Ex-Officio Committee Membership. The President of the Board shall be an ex-officio member of all committees of the Board or may delegate the Vice-President to act in that capacity.

ARTICLE 8. OFFICERS OF THE CORPORATION

- 8.1 Officers. The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer. Each office shall be held by a separate Board member. The Providers' Advisory Committee representative shall not be eligible to serve as an officer of the Board.
- 8.1.1 The President, Vice-President, Secretary and Treasurer shall be elected by the Board from among the Board members. The term of office is one (1) year or until a successor is elected. Any vacancy in officers shall be filled by election by the Board at the next meeting of the Board. The officers serve at the pleasure of the Board.
- 8.1.2 The Executive Director of the Corporation is an employee of the Corporation and serves in accordance with the terms specified in his/her employment agreement with the Corporation. The Chief Financial Officer of the Corporation and Chief Case Management Officer of the Corporation are employees of the Corporation and report to the Chief Executive Officer. These staff officers of the Corporation shall have the right to attend and participate at all meetings of the Board of Directors of the Corporation, except when the Board enters executive session, at which time such officers may be excused. These officers shall have no voting powers at any meeting of the Board of Directors of the Corporation.
- 8.2 Responsibilities of Officers.
- 8.2.1 President. The President shall, subject to the control of the Board, generally supervise and oversee the Board, and committees of the Board. The President shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

8.2.2 Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to, the restrictions of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed for the Vice-President by the Board or the President.

8.2.3 Secretary. The Secretary shall be responsible for the following:

(a) Book of Minutes. The Secretary shall cause to be kept at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Directors and committees of Directors, with the time and place of holding, whether special or regular, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) Notices and Other Duties. The Secretary shall cause to be given notice of all meetings of the Board as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

8.2.4 Treasurer. The Treasurer shall report the financial status of the Corporation to the Board at each regularly scheduled meeting. The Treasurer shall receive financial data and reports from the Chief Financial Officer and summarize and distribute that information to the Board. The Treasurer shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

8.3 Staff.

8.3.1 Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation (“CEO”) and as such shall have the authority and responsibility for the day-to-day management and administration of the policies, affairs, employees and resources of the Corporation, and for implementation of the its policies and programs, including hiring and appointing appropriate personnel to carry out the Corporations financial and management functions.. The CEO shall advise and counsel the Board in matters of policy and shall act as a representative for the Corporation at community, state and national meetings. The CEO shall attend to such other business as may be assigned and perform all other duties prescribed by the Board, by these Bylaws or by law. Unless covered by an employment agreement between the Corporation and the CEO, the CEO shall serve at the pleasure of the Board.

ARTICLE 9. CONTRACTS, CHECKS, DEPOSITS AND FUND

9.1 Contracts. The Board may authorize the CEO to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances.

9.2 Financial Documents. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issues in the name of the Corporation shall be signed by such officer or officers, agency or agents, of the Corporation and in such manner as shall, from time to time, be determined by policy of the Board. In the absence of such determination

by the Board, such instruments shall be signed by one of the following officers of the Corporation: President, Vice-President, Secretary or Treasurer and countersigned by one of the following employees of the Corporation: Chief Executive Officer or Chief Case Management Officer.

- 9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or authorize the Chief Executive Officer to select.
- 9.4 Gifts. The Board may accept, on behalf of the Corporation, any gift, bequest, or device for the general purpose or for any special purpose of the Corporation.
- 9.5 Execution of Checks, Notes, Contracts. Except as otherwise provided by law, checks, drafts, or orders for the payment of money shall be signed by the Executive Director and the Chief Financial Officer. In the event one of these primary persons is not available, the Chairperson of the Board is authorized to sign such documents.

ARTICLE 10. GENERAL PROVISIONS

- 10.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June the following year.
- 10.2 Indemnification. The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its directors, officers, employees or agents (Indemnified Parties) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this section 10.2, an “agent” of the Corporation includes any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of Indemnified Parties against any liability asserted against or incurred by the Indemnified Parties in such capacity
- 10.3 Construction. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the application and interpretation of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.
- 10.4 Procedure. The rules contained in Roberts Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law or with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.
- 10.5 Enforcement. All persons becoming Directors of the Corporation agree to abide by the provisions set forth in these Bylaws, and the rules, regulations and other orders of the Board made pursuant thereto and in accordance with law.

- 10.6 Seal. The Corporation may have a seal consisting of a circle having on its circumference “KERN REGIONAL CENTER INCORPORATED NOVEMBER 2, 1971, CALIFORNIA.”
- 10.7 Amendment. These Bylaws may be altered, amended, restated, or repealed and new Bylaws may be adopted by a majority of the Board present at any regular meeting or at any special meeting, if at least fourteen (14) days written notice is given of intention to alter, amend, restate, or repeal or to adopt new Bylaws at such meeting. Written notice shall include the proposed changes to the Bylaws.

ADOPTED BY THE BOARD OF DIRECTORS OF KERN REGIONAL CENTER ON

March 26, 2019

Amended on May 24, 2022 (5.10)

Amended on August 24, 2022 (9.5)