



Minutes for Bylaws Committee Meeting

04/13/2022 | 09:00 AM - (GMT-08:00) Pacific Time (US & Canada)

Hybrid - VMRC Stockton Office Cohen Board Room and via Zoom Video Conference

Present: Linda Collins, Lynda Mendoza

Not Present: Margaret Heinz, Cameron Rood, Candice Bright

Staff: Tony Anderson, Doug Bonnet, Jason Toepel

Meeting Called to Order at 9:00 AM.

A. Review the Bylaws

The committee reviewed the current Bylaws.

B. Review any Proposed Changes to the Bylaws

Section 7.01 Public Attendance – as proposed, see attached.

Section 8.01 Committee Meetings – add "by the board" after authorizing, see attached.

Section 8.03 Public Participation – as proposed, see attached.

Section 8.08 Executive Committee – as proposed, see attached.

Section 8.09 Nominating Committee – as proposed, see attached.

Section 8.10 Finance Committee – as proposed, see attached.

Section 8.11 Consumer Services Committee Meeting – add after the last sentence "Even though this committee is not vested with authority as described in Section 8.01, these meetings shall

remain open to the public because the committee's responsibilities to review Service Standards requires significant public input." See attached.

Section 8.12 Bylaws Committee – as proposed, see attached.

Section 8.13 Public Policy Committee – as proposed, see attached.

C. Next Steps

These proposed amendments will be presented to the Board of Directors for discussion and approval at the April 27, 2022, Board Meeting.

D. Adjourn

Meeting adjourned at 11:00AM.

ARTICLE VII - BOARD MEETINGS

Section 7.01. Public Attendance. Meetings of the Board of Directors are open and all persons shall be permitted to attend any Board meeting, except as otherwise provided herein.

Section 7.02. Accessibility. The Corporation shall not conduct any Board meeting, conference, or other function in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex, disability, or any other characteristic listed or defined in Government Code §11135, as currently in effect or amended. All Board meetings shall be held in facilities accessible to persons with physical disabilities and/or virtually through an accessible video/audio platform.

Section 7.03. Public Records. Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting shall be considered public records, except those materials distributed during, and directly related to, a closed meeting authorized under Section 7.14. Writings which are distributed prior to commencement of a Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during a Board meeting shall be made available for public inspection upon request prior to or at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of a public record distributed pursuant to this Section.

Section 7.04. Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a Board meeting duly held, with notice delivered to the Directors and the public, as specified in Section 7.06 and 7.07 at which a quorum is present, is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number. A quorum shall consist of at least 50 percent plus (1) of the Directors currently serving on the Board or the Executive Committee.

Section 7.05. Definition of Meetings. As used in these Bylaws, and unless otherwise noted, the term "Board Meeting" includes all meetings and any Committee meeting of the Board when the Board Director or Committee exercises the authority delegated to it by the Board. Board meetings and Board Committee meetings are open meetings to the public, with the exception of closed sessions for limited scope subject matters specified in 7.13. This definition of "Board Meeting" does not apply to Board retreats planned solely for educational purposes.

Section 7.06. Regular Meetings. The Directors shall hold regularly scheduled Board meetings occurring at least (7) times each fiscal year. Board meetings can occur more often as needed. Directors shall no later than July 1, for every prospective term set the time and place of Board meetings. Board meeting dates, times and location may be modified or changed at the discretion of the Board. If the Board of Directors do not meet in a given month, the Executive Committee shall meet to conduct the business of the full Board, subject to open meetings requirements and public notice expressed in Sections 7.01 and 7.08.

Section 7.07. 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 regional center services, an emergency meeting may be called without complying with the advanced notice requirements set forth in Section 7.08. "Emergency situation" means any activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board.



Section 8.01. Committee Meetings/~~Open Meeting Requirement.~~ Valley Mountain Regional Center Inc. Board Committee meetings are open public meetings only if the Committee is vested with authority of the Board to make binding decisions on behalf of the Board or unless the Committee exercises its rights to hold a closed session, limited to closed session requirements expressed in Section 7.13 of VMRC' s Bylaws. Committee meetings that are not authorized to act on behalf of the Board are not required to hold open meetings.

Section 8.02. Appointment of Standing Committee Members. The President of the Board may, with approval of the Executive Committee, appoint persons with special interest or expertise as voting members of any standing Committee except the Executive Committee. Such members shall be limited to a term of one (1) year, unless reappointed.

Section 8.03. Public Expert Participation. At the discretion of the chairperson of a standing Committee, any person with a viewpoint or expertise deemed helpful to a task before the Committee may be invited to attend one (1) or more meetings of the Committee as a non-voting participant.

Section 8.04. Limitation on Board Participation. No standing or ad hoc Committee of the Corporation shall include, as voting members, a quorum of the Board of Directors. If at any time the number of Directors currently serving on the Board declines to a point where any Committee would comprise a quorum of the Board, the membership of such Committee(s) shall be reduced by removing the most junior member(s) of the Committee in terms of Committee membership, excluding the chairperson, until the number of voting Board members totals less than a quorum. When total Board membership increases, members thus removed from Committees may be reinstated.

Section 8.05. Limited Authority of Committees. No standing or ad hoc Committee of the Board shall take action for the Board unless authority is specifically delegated by action of the Board. Committees may take action by majority vote at meetings in which a quorum is present, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number. A quorum shall consist of 50 percent plus (1) of Committee members (Board Directors) currently serving on the Committee. Any action of a committee taken pursuant to the specific delegation described herein must be subsequently ratified at a Board meeting in order to be binding on the Corporation.

Section 8.06. Specific Voting Rights. Unless otherwise specified in this Article, representatives of organizations authorized or invited by the Corporation's Board of Directors to participate on standing or ad hoc Committees shall be voting members of those Committees except where prohibited by Welfare and Institutions Code §4622(k), or any other applicable law or regulation. Employees or contractors of such organizations shall not be voting members of any standing Committee and shall not exercise the proxy of any voting member.

Section 8.07. Identification of Committees. The Corporation's standing Committees shall be the Executive Committee, Nominating Committee, Finance Committee, Consumer Services Committee, Public Policy Committee and Bylaws Committee. The President may appoint other Committees or task forces as deemed necessary. Participation on standing Committees and ad hoc Committees is not limited to members of the Board of Directors.



Section 8.08. Executive Committee. The Executive Committee exercises authority delegated to it by the Board. The Executive Committee shall consist of all the Officers of the Board of Directors and the Chairpersons of all standing Committees. ~~Its meetings are open to all Board members and the public.~~ The Executive Committee can hold closed sessions consistent with the authority of Welfare and Institutions Code Sections 4660 and 4663(a). The Executive Committee is empowered to direct the business of the Corporation on an emergency basis. The Executive Committee shall review and approve the performance and compensation of the Executive Director. The Executive Committee is responsible for reviewing all of the Corporation's personnel matters, policies, practices and personnel manuals or guides created, developed or proposed for changes or modifications, including those arising from any existing Bargaining Unit Contract.

The Executive Committee is responsible for assessing the training needs of the VMRC Board of Directors through feedback from Board members and other sources to assure California Corporate Law and Lanterman Act compliance occurs while the Board engages performance of its accepted responsibilities. The Executive Committee is tasked with creating and sustaining a Board training procedure intended to build a foundation of knowledge necessary for the Board's effective oversight of VMRC Inc. operations and contract obligations owed to the State Department of Developmental Services.

Section 8.09. Nominating Committee. The Nominating Committee exercises authority delegated to it by the Board. The Nominating Committee shall consist of a chairperson and at least four (4) other Directors appointed by the President. In addition, the State Council on Developmental Disabilities, North Valley Hills Office and the Coalition of Local Area Service Providers shall each be invited to participate in Committee endeavors. ~~Nominating Committee meetings are open to all Board members and the public.~~ The Nominating Committee can hold closed sessions consistent with the authority of Welfare and Institutions Code Sections 4660(b) and 4663 (a).

Section 8.10. Finance Committee. The Finance Committee shall consist of a chairperson, the Chief Financial Officer, and at least four (4) Directors appointed by the President. In addition, the Coalition of Local Area Service Providers shall be invited to appoint a representative. ~~Finance Committee meetings are open to all Board members and the public.~~ It is the responsibility of the Finance Committee to review and make recommendations to the Directors relative to financial policy, audit findings and recommendations, contracts and to monitor the Corporation's fiscal condition.

Section 8.11. Consumer Services Committee. The Consumer Services Committee shall consist of a chairperson, and at least four (4) members appointed by the President. In addition, the State Council on Developmental Disabilities, North Valley Hills Office and the Coalition of Local Area Service Providers may appoint a representative as a committee member. Consumer Services Committee meetings are open to all Board members ~~and the public.~~ It is the responsibility of the Consumer Services Committee to develop and recommend to the Board policy regarding purchase of service, case management, clinical services, quality assurance and contracting policy, needs assessment, resource development, affordable housing, transportation, POS balance grants, and to review service development projects.

Section 8.12. Bylaws Committee. The Bylaws Committee shall consist of a chairperson and at least three (3) other Directors, all appointed by the President. ~~Bylaw Committee meetings are open to all~~



~~Board members and the public.~~ The President shall serve ex-officio on this Committee and will vote on change proposals only in the event of a tie. This Committee will convene at least once annually or as often as needed for the purpose of reviewing the Bylaws, Articles of Incorporation and Welfare and Institutions Code to confirm whether or not changes are required to sustain compliance with California Corporate Law, Statutory requirements and to meet the needs of the Board of Directors. It is the responsibility of the Bylaws Committee to receive feedback from informed professionals (including VMRC management, community leaders, legal counselor, parliamentarian, etc. depending on the issues).

Section 8.13. Public Policy Committee. The Public Policy Committee consist of a chairperson and at least three (3) other Directors and interested community stakeholders (at the discretion of the president), all appointed by the President. Public Policy Committee meetings are open to all Board members ~~and the public~~. The President shall serve ex-officio on this Committee and will vote on position recommendations to the Board only in the event of a tie.

The Public Policy Committee will establish a schedule of meetings sufficient to analyze proposed legislation impacting Consumers, Consumers' families, and stake holders, monitor recommendations from the Association of Regional Center Agencies (ARCA), recommend positions for the Board, inform our local community stakeholders, and local policymakers of the impact of these proposals or laws on people with developmental disabilities.

Section 8.14. Ad Hoc Committees. The President of the Board may appoint an Ad Hoc Committee in order to accomplish tasks that fall outside of the scope of responsibilities of standing Committees. Such appointments shall be for a specific purpose and period of time. At least (3) Directors must serve on any of these committees.

ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 9.01. Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adopt ion unless the Board of Directors in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 9.02. Fiscal Year. The fiscal year of the Corporation shall be from July 1through June 30, inclusive.

Section 9.03. Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised, shall govern meetings of the Board and Committees as long as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporations or with any provisions of law applicable to the Corporation.

Section 9.04. Non-Voting Members. This Corporation shall have no nonvoting members within the meaning of Nonprofit Corporation Law.

Section 9.05. Gifts. The Board may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the charitable purposes of the Corporation.

Section 9.06. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern

