

**FIRST RESTATEMENT OF BYLAWS OF
REGIONAL CENTER OF THE EAST BAY, INC.,
a California Nonprofit Public Benefit Corporation**

ARTICLE

I.

Name

The name of this corporation is REGIONAL CENTER OF THE EAST BAY, INC.

ARTICLE II.

Offices and Meetings

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation ("principal office") shall be located in either the County of Alameda, California or the County of Contra Costa, California. The Board of Directors may change the principal office from one location to another within the State of California. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section 2.1, or this Section 2.1 may be amended to state the new location.

Section 2.2 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business, whether within or outside the State of California.

Section 2.3 Place of Meetings

Any meeting of Directors or Committees held pursuant to any provision of these Bylaws shall be held at any place within the State of California designated by the Board of Directors. In

the absence of any such designation, all meetings shall be held at the principal office of the Corporation.

ARTICLE III.

Purposes and Limitations

Section 3.1 General Purposes

The specific and primary purposes for which this Corporation is formed are to develop, obtain resources for and administer programs for persons with developmental disabilities and for the families of such persons, exclusively for charitable purposes, including but not limited to programs of prevention, developmental services, public information and education, research and manpower and resource development and evaluation.

Section 3.2 Solicitation and Contributions

The Corporation may, in accordance with applicable laws, solicit and receive contributions and donations from the general public for charitable purposes, expressly including, but not limited to, the specific and primary purposes for which this Corporation is formed, as more specifically described at Section 3.1.

Section 3.3 Limitations

The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes.

ARTICLE IV.

Membership

Section 4.1 Members

The Corporation shall have no members.

Section 4.2 References to Action by Members

Any action which would otherwise require approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

ARTICLE V.

Board of Directors

Section 5.1 Composition

(a) The number of Directors of the Corporation shall be at least fifteen (15) but not more than seventeen (17) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, from time to time, within these limits, by resolution adopted by the Board of Directors.

(b) The Board of Directors shall conform to all of the following criteria:

(1) The Board of Directors shall be composed of individuals who have demonstrated interest in, or knowledge of, developmental disabilities.

(2) The Board of Directors shall include persons with legal, management, financial, public relations and developmental disability program skills.

(3) The Board of Directors shall include representatives of the various categories of disability to be served by the Corporation.

(4) The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the Corporation.

(5) A minimum of 50 per cent of the members of the Board of Directors shall be persons with developmental disabilities or their parents or legal guardians.

(a) Persons with developmental disabilities shall comprise no less than 25

percent of the members of the Board of Directors.

(6) No board member shall be permitted to serve more than seven years within each eight-year period.

(7) The Regional Center shall provide necessary training and support to all Directors to facilitate their understanding and participation.

(8) The Board of Directors shall conform to such other membership criteria as are required by law.

(9) In the event that the Board of Directors is not composed of individuals as specified in Section 5.1, subdivision (b)(1) through (6), the Board of Directors shall establish a program policy committee which is composed of such individuals. The program policy committee shall appoint one of its members to serve as an ex officio member of the governing board.

(10) The Board of Directors may appoint a Consumers Advisory Committee composed of persons with developmental disabilities representing the various categories of disability served by the Corporation.

(c) The person designated by the Provider Vendor Advisory Committee in accordance with the provisions of Welfare & Institutions Code section 4622, subdivision (i) to serve as a member of the Board of Directors shall be one of the members of the Board of Directors, subject to the limitations set forth below.

(d) No member of the Board of Directors who is an employee or member of the governing board of a provider from which the Corporation purchases consumer services shall do any of the following:

- (1) Serve as an Officer of the Board of Directors;
- (2) Vote on any fiscal matter affecting the purchase of services from any

regional center provider (as used herein, the term "fiscal matter" includes, but is not limited to, setting purchase of service priorities, transferring funds to the purchase of service budget, and establishing policies and procedures with respect to services); or

(3) Vote on any issue other than those described in paragraph (2) herein above in which the member has a "financial interest" as defined in Section 87103 of the California Government Code and determined by the Board of Directors.

Furthermore, such person shall provide the Board of Directors with a list of any and all of his or her "financial interests" as such interests are described in Section 87103 of the California Government Code.

Section 5.2 Qualifications

(a) No person shall serve as a Director more than seven years within each eight-year period.

(b) No Director shall:

(1) Be an employee of the State Department of Developmental Services or any state or local agency which provides services to a consumer of the Corporation if employed in a capacity which includes administrative or policy making responsibility, or responsibility for the regulation of the Corporation.

(2) Be an employee or a member of the State Council on Developmental Disabilities ("State Council") or an Area Board on Developmental Disabilities ("Area Board").

(3) Except as otherwise provided for the one member of the Board of Directors selected by the Provider Vendor Advisory Committee as described in Section 5.1(c) hereof, be an employee or member of the governing board of any entity from which the Corporation purchases consumer services.

(4) Have a "financial interest", as defined in Section 87103 of the California Government Code, in the Corporation's operations, except as a consumer of its services.

(5) Otherwise be a person barred from serving on the Board of Directors by law or government regulation.

(c) As required by law (the Lanterman Developmental Disabilities Services Act [the "Lanterman Act"], Welfare & Institutions Code section 4500, and following or government regulation [Title 17 of the California Code of Regulations]), each member of the Board of Directors shall file annually with the Board of Directors a statement declaring, under penalty of perjury, that such Director has neither a conflict of interest nor a potential conflict of interest as defined pursuant to said law or government regulation, except that the member of the Board of Directors designated by the Provider Vendor Advisory Committee as described in Section 5.1(c) hereof shall file the list of "financial interests" and be subject to the voting restrictions described in said Section 5.1(c).

Section 5.3 Freedom from Liability

No Director of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 5.4 Terms of Office

(a) The term of office for each Director shall be three years with the option of serving a third term of one year, except that notwithstanding the foregoing, the term of office of the Director designated by the Provider Vendor Advisory Committee as described in Section 5.1(c) hereof may be sooner terminated pursuant to the provisions of Section 8.5(a)(4) hereof. No person shall serve as a Director more than seven years within each eight-year period.

(b) The term of office of a Director elected to fill a vacancy in the Board of Directors

caused by death, resignation or removal shall coincide with that of the Director whose office the new Director has been elected to fill.

(c) The term of any Director elected by the Board of Directors shall begin immediately upon such Director's election.

Section 5.5 Election

For all offices other than the Provider Vendor Advisory Committee directorship provided for in Section 5.1(c) hereof, Directors shall be elected at the meeting of the Board of Directors of the Corporation following the meeting of the Board at which the Director was nominated. Nominations shall be received for each place on the Board of Directors for which a Director is to be elected either in accordance with the provisions of Section 8.4(c) hereof, or by nomination from the floor at a meeting preceding the meeting at which the Directors are elected. A plurality of the votes cast for such place shall elect the Director to fill that place. In the event that more than one person is nominated for a given place on the Board of Directors, balloting for that place shall be by secret ballot.

Section 5.6 Powers

Subject to the provisions imposed by law, by the Articles of Incorporation or by these Bylaws, the activities and affairs of the Corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting the foregoing, the Board of Directors shall have, among other things, the power:

(a) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation and in these Bylaws.

(b) To establish the policies of the Corporation.

(c) To adopt rules and regulations, consistent with law, the Articles of Incorporation

and these Bylaws, for the guidance of and the management of the affairs of the Corporation.

(d) To appoint and remove the President, the Vice President, Secretary, Treasurer//Chief Financial Officer, Executive Director or any other Officer of the Corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and fix the compensation of the Executive Director.

(e) To establish, in addition to the standing committees hereinafter provided for, such committees as the Board of Directors may deem necessary or desirable, and to fix the duties and powers of said other committees.

(f) To do, perform and transact all other business and acts which this Corporation by the laws of the State of California is permitted to do, transact and perform.

(g) To adopt, amend, and repeal bylaws.

Section 5.7 Duties

The Directors shall:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation or by these Bylaws.

(b) Cause to be kept open to inspection of any person entitled thereto and making proper demand therefore, among other things, a book of minutes of all meetings of the Board of Directors and of the duly authorized committees of the Board of Directors, and adequate and correct books of account of the properties and business transactions of the Corporation, all in the form prescribed by law and showing the details required by law. The Board of Directors shall designate by resolution where such records shall be kept; in the absence of any such designation, such records shall be kept at the principal office of the Corporation.

(c) Meet at such time and places as required by these Bylaws.

(d) Within 210 days after the end of the Corporation's fiscal year, cause to be prepared and delivered to the members of the Budget and Finance Committee an annual report containing the following information, in appropriate detail, for the fiscal year:

(1) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year, with a separate listing for the Social Security Supplemental Custodian Account.

(2) The principal changes in assets and liabilities, including trust funds.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

(4) The expenses or disbursements of the Corporation for both general and restricted purposes.

(5) Any information required by Section 5.7(e) of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

(e) As a part of the annual report referred to in Section 5.7(d), above, the Corporation shall annually furnish to each Member of the Budget and Finance Committee a statement briefly describing any indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to Officer or Director of the Corporation as authorized by Section 10.1 of these Bylaws.

Section 5.8 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.

Section 5.9 Compensation

The President, the Vice President, the Secretary, the Treasurer/Chief Financial Officer, and all of the Directors of the Corporation shall serve without compensation for any services rendered by them to the Corporation as such Officer or Director. However, the immediately preceding sentence of the within Section 5.9 shall not operate to preclude any corporate Officer or Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Officer or Director in his or her capacity as such Officer or Director.

Section 5.10 Meetings

(a) All meetings of the Board of Directors shall be noticed, open and public and otherwise in accordance with the open meeting requirements of Article 3, Sections 4660 - 4669 of the Welfare and Institutions Code as amended from time to time, except as provided under that same Article 3. Each Board Member shall be provided with a copy of Article 3 Sections 4660 - 4669 of the Welfare and Institutions Code upon his or her assumption of board membership.

(b) Regular Meetings

The Board of Directors shall hold at least ten (10) regular meetings each year and shall annually set the time and place of the regular meetings to be held during that year. The meeting held in November shall be designated the annual meeting. At the annual meeting, the Board of Directors shall elect Officers of the Corporation for the coming year.

(c) Conduct of Meetings

Meetings of Directors shall be presided over by the President of the Corporation, or in his or her absence by the Vice President or, by a Director chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In the absence of the Secretary, the presiding Officer shall appoint a person to act as Secretary for the meeting.

(d) Quorum

A quorum of the Board of Directors shall consist of a majority of the Board membership then in office.

Section 5.11 Removal of Directors

(a) Any Director may be removed as a Director with or without cause at any time by majority vote of the Board, provided that the following two conditions are satisfied:

(1) Notice of intention to offer a resolution for such removal is given to each Director of the Corporation not less than fifteen (15) days prior to the date of adoption of such resolution; and

(2) At least eighty percent (80%) of the full number of persons who at the time are Directors of the Corporation vote in favor of such removal.

(b) Cause for removal of a director by the Board, includes, but is not limited to:

(1) Being declared of unsound mind by a final order of any court;

(2) Being convicted of a felony during his or her term of office;

(3) If any director has been found by final order of any court to have breached a duty arising under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5239).

(c) For purposes of this section 5.11, if a Director has been declared of unsound mind

by a final order of any court; convicted of a felony; been found by final order of any court to have breached a duty arising under said Article 3 of the California Corporations Code (commencing with section 5230) and the Board of Directors does not declare a vacancy in the office of a Director within thirty (30) days after such order of court becomes final, then any Director may file a complaint with the superior court of the proper county to remove such Director from office. Any Director may also file a complaint with the superior court of the proper county to remove a Director from office if a Director has committed fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation.

(d) If any Director of the Corporation be absent for three (3) consecutive meetings of the Board of Directors or three (3) consecutive meetings of any Standing Committee of the Corporation of which such Director is a member, such Director may, by vote of a majority of the full number of persons who at the time are directors of the Corporation, be removed from office as a Director at the conclusion of the meeting of the Directors of the Corporation next succeeding such three (3) consecutive absences. Notice of such three (3) consecutive absences and of the immediately preceding sentence of these Bylaws shall be included by the Secretary in the notice of the meeting of the Directors of the Corporation next succeeding such three (3) consecutive absences.

(e) Whenever a Director is removed, the Secretary shall give written notice of such removal to such Director.

Section 5.12 Vacancies

(a) Occurrence

Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the size of the Board of Directors is increased; (3) on

failure of the Directors to elect the full number of Directors authorized.

(b) Filling Vacancies

Vacancies caused by the death or resignation of a Director or Directors, or by removal as provided in these Bylaws, or by an amendment increasing the size of the Board of Directors authorized, shall be filled by a majority of the Directors then in office, except that a vacancy in the Directorship held by the member of the Provider Vendor Advisory Committee pursuant to Section 5.1(c) hereof shall be filled by election of a new designated member by said Committee. The person filling a vacancy pursuant to this subparagraph (b) shall hold office as a Director until the expiration of the term of office of the Director whose vacancy he or she is elected to fill, or, if the office is created by amendment increasing the size of the Board of Directors, until the expiration of the term designated for such office.

(c) Reduction of Number

A reduction in the size of the Board of Directors shall not remove any Director prior to the expiration of his or her term of office.

Section 5.13 Advisers

Nothing in this Article V shall be construed as limiting the right of the Corporation to refer to persons associated with it as "advisers" even though such persons are not members of the Board of Directors.

(a) Past President as Adviser and Delegate

The immediate past President of the Corporation may serve as an adviser and consultant to the Board of Directors, and/or as a Delegate of the Board of Directors to the Association of Regional Center Agencies ("ARCA"), either or both at the will of the Board; provided, however, that such past President shall not vote or otherwise exercise the authority of a

Director unless he or she is otherwise a member of the Board of Directors.

(b) Honorary Advisers

The Corporation may confer, by a resolution adopted by the Board of Directors, the honorary title of "Adviser to the Board of Directors" upon any person deemed by the Board to be deserving of recognition for long and devoted service to the Corporation, such person to serve in such capacity at the will of the Board. Any person upon whom such honorary title is conferred may receive prior notice of and attend any meetings of the Board of Directors; provided, however, that the conferring of such honorary title shall not give any person upon whom such title has been conferred the right to vote or otherwise exercise any of the powers given by law or these Bylaws to a Director, Officer, or professional staff member of the Corporation, and no person shall be deemed to be, or shall become, a Director, Officer or member of the professional staff of the Corporation by reason of having such honorary title conferred upon him or her. However, nothing in this Section 5.13 shall prohibit the Board of Directors from conferring such honorary title on any person who is otherwise a Director, Officer, or professional staff member of the Corporation, or prohibit any Director, Officer or professional staff member upon whom such honorary title is conferred from fully exercising his or her powers as such Director, Officer, or professional staff member.

ARTICLE VI.

Officers

Section 6.1 Number and Titles

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer/Chief Financial Officer, and an Association of Regional Center Agencies (ARCA)

Delegate.

Section 6.2 Qualifications, Election, Term of Office, and Vacancies

(a) Officers of the Corporation shall be elected by the Board at its annual meeting as specified in Section 5.10(a) hereof. The term of office of each elected Officer shall begin immediately upon his/her election. In all cases, Officers shall be elected from among any of the Directors then serving other than the Director selected by the Provider Vendor Advisory Committee pursuant to Section 5.1(c) hereof. Each Officer shall serve for a one-year term or until: (1) his or her successor is elected, (2) his or her resignation, (3) his or her removal at the pleasure of the Board of Directors, (4) the expiration of his or her term as a Director, or (5) his or her death, whichever occurs first. Vacancies among the Officers shall be filled by the Board of Directors.

(b) A list of nominees for Officers shall be provided by the Membership Development Committee of the Board of Directors at a regular meeting 2 months preceding the annual meeting. Opportunity for additional nominations by any Directors shall be provided at the regular meeting preceding the annual meeting with the sponsorship of at least three (3) Board members.

Section 6.3 Duties of the President

The President shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee; with the approval of the Board of Directors, shall execute all agreements with governmental agencies for funding of the Corporation and all leases of real property; shall appoint the chairpersons of all committees, except the Executive Committee, the Provider Vendor Advisory Committee and the Consumer Advisory Committee; shall be a member, ex officio with vote, of all Standing Committees (except that the President may designate the Vice President, in place of the President, to be a member, ex officio with vote, of any such Standing Committee);

and shall perform such other duties as may be required of him or her by these Bylaws or may be required of him or her from time to time by the Board of Directors.

Section 6.4 Duties of the Vice President

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be required from time to time by the Board of Directors.

Section 6.5 Duties of Secretary

The Secretary shall cause minutes of all meetings of the Board of Directors to be kept, shall be the custodian of the corporate records (which shall be kept in the offices of the Corporation), shall cause all notices which are required by law or by these Bylaws to be given, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required of him or her by law, by the Articles of Incorporation, by these Bylaws or from time to time by the Board of Directors. All or part of the above duties may be delegated to the Executive Director or such other staff as may be designated by the Executive Director.

Section 6.6 Duties of Treasurer/Chief Financial Officer

The Treasurer shall make provision for the care and custody of all funds of the Corporation, make provision for the deposit of such funds as required and designated by the Board of Directors, shall make provision for the maintenance of adequate accounts of the properties and business transactions of the Corporation, shall render reports and financial statements to the Directors as required by the Board of Directors, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors. All or part of the above duties may be delegated to the Executive Director or

to such other staff as may be designated by the Executive Director.

Section 6.6 Duties of the ARCA Delegate

The ARCA Delegate shall represent the Corporation at ARCA meetings, report to the Board of Directors regarding actions taken at the ARCA meetings, and assure that the Board votes on any issues requiring such action.

ARTICLE VII.

Executive Director

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

The Executive Director shall advise and counsel the Board of Directors in matters of policy and shall act as a representative for the Corporation at community, state and national meetings.

The performance of the Executive Director shall be reviewed annually by the Board of Directors.

ARTICLE VIII.

Committees

Section 8.1 Appointment of the Chairperson

The chairperson of each Standing Committee, with the exception of the Executive Committee, shall be appointed by the President. The chairperson for each Advisory Committee,

with the exception of the Provider Vendor Advisory Committee and the Consumer Advisory Committee, shall be appointed by the President. The Co-Chairpersons of the Provider Vendor Advisory Committee shall be selected as provided in Section 8.5(a)(4) of these Bylaws. The chairperson of the Consumer Advisory Committee shall be elected by the members of such committee.

Section 8.2 Committee Membership

Membership of standing committees shall be restricted to the Board of Directors only. Except for the Executive Committee and the Membership Development Committee, the chairperson of each of the Standing Committees, after consultation with the President, shall select the members of the committee.

Advisory Committee membership is not restricted to the Board of Directors. However, all Advisory Committees of the Board shall have a minimum of two (2) members who are members of the Board of Directors.

Section 8.3 Minutes

Each committee shall cause minutes of its proceedings to be kept and promptly furnish copies of said minutes to the Board of Directors.

Section 8.4 Standing Committees

The following Standing Committees are hereby established:

(a) **Executive Committee**

(1) The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer/Chief Financial Officer, the ARCA Delegate, the chairpersons of the Membership Development Committee, the Supports and Services Committee and the Budget and Finance Committee, and (if he or she is still a Director) the immediate past

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

- (i) The power to adopt, amend or repeal the Articles of Incorporation or these Bylaws;
- (ii) The power to act contrary to policies established by or prior actions of the Board of Directors;
- (iii) The power to fill vacancies on the Board of Directors or on the Executive Committee;
- (iv) The power to appoint committees of the Board of Directors or the members thereof;
- (v) The power to expend (or authorize the expenditure of) corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (vi) The power to appoint or remove the Executive Director;
- (vii) The power to take action on personnel matters without specific prior delegation by the Board of Directors.

(2) The President shall be the chairperson of the Executive Committee.

(3) All actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors and presented thereto for confirmation, modification or revocation.

(4) Meetings of the Executive Committee shall be held at the call of the President or any two (2) members of said Committee. Notice of the meeting shall be given to each member of the Executive Committee either orally or in writing, by means of telephone,

facsimile, personal visit or mail, not less than seven (7) days before the time at which the meeting is scheduled to take place, unless notice is waived by such member in writing.

(b) Budget and Finance Committee

(1) The Budget and Finance Committee shall be responsible for developing the yearly budget of the Corporation and for the monitoring of said budget and of the expenditure of corporate funds. It shall receive, examine and approve for submission to the Board of Directors, all reports of expenditures made by the Corporation and all audits of such expenditures.

(2) The Budget and Finance Committee shall periodically review the financial position of the Corporation and shall recommend to the Board of Directors such revisions in said budget as may be necessary. No expenditure of a category not specified in the budget shall be made without the approval of the Board of Directors. The Budget and Finance Committee shall recommend to the Board of Directors the auditors to be employed.

(3) The Budget and Finance Committee shall recommend to the Board of Directors policies relating to other areas of administrative services, including the periodic review of such policies with a view toward recommending changes when appropriate.

(c) Membership Development Committee

(1) The Membership Development Committee shall be comprised of four (4) persons selected by the Board of Directors from among its members. The President shall select its chairperson.

(2) The Membership Development Committee has the responsibility to seek out and select qualified candidates for presentation and election as Directors and Officers of the Corporation and, pursuant to subsection (a) of this Section 8.5, as members of the Provider Vendor Advisory Committee.

(3) The Membership Development Committee shall meet periodically throughout the year to assure that the Board of Directors will have continuity of experienced leadership.

(4) The Membership Development Committee shall nominate Directors and Officers in sufficient numbers to fill vacancies.

(5) The Membership Development Committee shall prepare its slate of candidates for election as Directors at the meeting preceding the meeting at which election of Directors is to occur and shall file such slate of candidates with the Secretary not later than fifteen (15) days before the date of such annual meeting of said Board. The Membership Development Committee shall prepare its slate of candidates for election as Officers before each annual meeting of the Board of Directors. The slate of candidates for election as Officers shall be presented at a regular meeting of the Board of Directors held 2 months before the date of the annual meeting of said board. The slate of candidates for membership on the Provider Vendor Advisory Committee (whether for initial membership or to fill vacancies on said Committee), shall be presented to the Board of Directors at such time as the Board shall designate, and in the absence of such designation, shall be presented at a regular meeting of the Board of Directors held before appointments to said Committee are to be made.

(4) Supports and Services Committee

(1) The Supports and Services Committee has the responsibility to review, at least every three (3) years or as needed, the Corporation=s purchase of service polices, and review annually the Corporation=s needs assessment and resource development plan.

Section 8.5 Advisory Committees

(a) Provider Vendor Advisory Committee

(1) The Corporation shall have a Provider Vendor Advisory Committee. The Provider Vendor Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the Board of Directors in order to assist the Corporation in carrying out the Corporation's mandated functions. The Provider Vendor Advisory Committee shall be comprised of a total of fifteen (15) representatives of the providers from which the Corporation purchases consumer services (herein "service providers"), who shall be selected from among the various categories of service providers.

(2) The members of the Provider Vendor Advisory Committee shall be elected as such by the Board of Directors and shall each serve for a two (2) year term. Vacancies on said Committee caused by death, resignation or removal shall be filled by the Board of Directors for the balance of the term of the Committee member who died, resigned, or was removed. Each member of the Provider Vendor Advisory Committee shall be either an employee of, a member of the governing board of, a partner in, or a proprietor of, a service provider.

(3) The Membership Development Committee shall present to the Board of Directors a slate of candidates to fill vacancies in the membership of the Provider Vendor Advisory Committee. The Membership Development Committee shall take into consideration the composition which, according to subparagraph (1) of this Section 8.5(a), the Provider Vendor Advisory Committee is intended to have.

(4) The Provider Vendor Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors as described in Section 5.1(c) hereof. The representative so designated as a Director shall be the Co-chairperson of the Provider Vendor Advisory Committee.

The Provider Vendor Advisory Committee shall designate, from among its members, by

majority vote an individual to chair the Provider Vendor Advisory Committee. This person is a Co-chairperson of the Committee.

Each co-chairperson shall serve for a one (1) year term or until the occurrence of one of the following events, whichever occurs first: (a) his or her successor is elected, (b) his or her resignation, (c) his or her removal at the pleasure of said Committee, or (d) the expiration of his or her term as a committee member.

A vacancy in the position of co-chairperson caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the co-chairperson who died, resigned, or was removed.

(5) The Provider Vendor Advisory Committee shall meet quarterly or at such other intervals as may be designated.

(b) In addition to the Provider Vendor Advisory Committee, the Advisory Committees shall include a Community Leadership Committee and a Consumer Advisory Committee. The duties of these committees shall be assigned by the Board of Directors.

Section 8.6 Other Committees

Other Committees may be appointed and authorized with such responsibilities and authority as, and for such terms as, the Board of Directors may specify.

Section 8.7 Limitation on Authority

Except as expressly delegated to any particular committee by these Bylaws or by resolution of the Board of Directors, 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. Further, no Committee may be delegated authority which would otherwise be exercised by the Board of Directors unless all of the members of the Committee are also members of the Board of Directors,

or unless all of the actions proposed by such Committee are ratified by the Board of Directors.

ARTICLE IX.

Miscellaneous Provisions

Section 9.1. Fiscal Year

The fiscal year of the Corporation shall correspond to the fiscal year of the State of California.

Section 9.2 Execution of Checks and Other Documents

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the Corporation, shall be signed or endorsed by such person or persons, and in such manner as shall be determined, from time to time, by resolution of the Board of Directors. The Board of Directors, except as in these Bylaws or otherwise provided may authorize any Officer or Officers, agent or agents to enter into any contracts or execute any instruments in the name of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no Officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or to any amount. Promissory notes and other evidences of indebtedness shall be brought before the Board for approval.

Section 9.3 Parliamentary Procedure

The rules contained in Roberts Rules of Order (latest revision) 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.

Section 9.4 Seal

The Corporation shall have a seal consisting of a circle having on its circumference

"REGIONAL CENTER OF EAST BAY, INC., CALIFORNIA."

Section 9.5 Service of Notice and Waiver of Notice

Whenever any notice is required by these Bylaws to be given, personal service is not meant unless expressly so stated; and any notice so required shall be deemed to have been sufficient if given by deposit of the same in a post office box in a sealed postpaid wrapper with first class postage thereon prepaid, addressed to the person entitled thereto at his or her post office address last known to the Secretary of the Corporation. Such notice shall be deemed to have been given on the day of such mailing. Any notice required by these Bylaws to be given may be waived as provided by Section 5.10(c) hereof.

Section 9.6 Severability

If any provision of these Bylaws is determined by a court of competent jurisdiction or otherwise to be illegal or invalid, these Bylaws shall be interpreted as though such illegal or invalid provision was never made a part of these Bylaws.

ARTICLE X.

Indemnification

Section 10.1 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238, subdivision (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by

or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in section 5238, subdivision (a) of the California Corporations Code.

Section 10.2 Approval of Indemnity

On written request to the Board of Directors by any person seeking indemnification under Section 5238, subdivision (b) or Section 5238, subdivision (c) of the California Corporations Code, the Board shall promptly determine under Section 5238, subdivision (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238, subdivision (b) or Section 5238, subdivision (c) has been met and, if so, the Board shall authorize indemnification.

Section 10.3 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 10.1 and 10.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt of the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.4 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such. Such coverage

shall include, but not be limited to indemnity for fiduciaries of any Corporation employee benefit plan or plans. Purchase of such coverage shall be limited to that which is reasonably prudent in light of the Corporation's budget considerations, as reviewed from time to time.

ARTICLE XI.

Bylaws

Section 11.0 Amendment

These Bylaws or any of them may be replaced or amended or new or additional Bylaws may be adopted by the Board of Directors provided that both of the following two conditions have been complied with:

- (a) Notice of the proposed change has been given to each of the Directors at least ten (10) days before the adoption of such change; and
- (b) At least two-thirds (2/3) of the Directors then in office vote in favor of such change.

Section 11.1 Certification and Inspection

The original, or copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in a fireproof location in the principal office of the Corporation, and such book shall be open to inspection at all reasonable times during office hours.

ARTICLE XII

Annual Statement

Section 12.0 Filing

In accordance with Section 6210 of the California Corporations Code, the Secretary of the

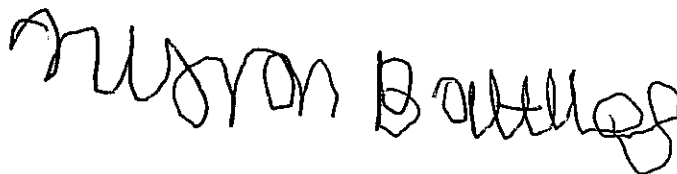
Corporation shall annually file with the Secretary of State of California on a form prescribed by the latter, a statement containing (1) the names and complete business or residence addresses of the Corporation's Chief Executive Officer, Secretary and Treasurer/Chief Financial officer, (2) the street address of the Corporation's principle place of office, and (3) the name of an agent of the corporation for the purpose of service of process. This form may also be filed whenever any of the information required by this section is changed.

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of the Corporation, hereby certifies:

1. That I am the duly elected and acting Secretary of the REGIONAL CENTER OF THE EAST BAY, INC., a California Nonprofit Public Benefit Corporation; and
2. That the attached First Restatement of the Bylaws, consisting of twenty-nine (29) pages, was duly adopted by the Board of Directors of said Corporation on September 27, 2010, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of this Corporation hereto this 25th day of October, 2010.



SECRETARY