ELEVENTH RESTATEMENT OF BYLAWS OF
NORTH BAY DEVELOPMENTAL DISABILITIES SERVICES, INC.
A California Nonprofit, Public Benefit Corporation
ARTICLE I

Name

The name of this Corporation is NORTH BAY DEVELOPMENTAL DISABILITIES SERVICES, INC ("Corporation"). This Corporation may do business as North Bay Regional Center or under such other fictitious name as deemed necessary from time to time.

ARTICLE II

Offices and Meetings

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation ("principal executive office") shall be located in the County of Napa, the County of Solano or the County of Sonoma, in the State of California. The Board of Directors may change the principal executive office from one location to another within these counties. As of the date of execution of this First Restatement of Bylaws, the principal executive office is located at 10 Executive Court, Suite A, Napa, California 94558-6267. 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 at which the Corporation is qualified to do business, whether within or outside the State of California. As of the date of execution of this First Restatement of Bylaws, the Corporation maintains a second office 2351 Mendocino Avenue, Santa Rosa, California 95403-3114.

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 executive office of the Corporation. However, no meeting, conference or other Board function shall be conducted in any facility that prohibits the admittance of any person, or persons, on the basis of race, national origin, ethnic group identification, religion, age, sex, sexual orientation, color, gender identification or disability. Further, all Board meetings shall be held in facilities which are accessible to persons with physical disabilities.

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 Philosophy

Individuals with developmental disabilities should have the same opportunities that are available to all citizens, regardless of age, sex or degree of handicap. Accordingly, it is the philosophy of this Corporation that its efforts promote normalization, individualization, least restrictive alternatives and recognition of the dignity of risk for persons with developmental disabilities and their families.

Section 3.3 Goals

In addition to the overall goals outlined in this Article III, this Corporation's goals also include those stated in its Performance Contract, in accordance with the requirements of Welfare and Institutions Code section 4629 and the Corporation's current contract with the Department of Developmental Services ("DDS").

Section 3.4 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. Such solicitation shall be in accordance with the requirements of the Supervision of Trustees and Fundraisers for Charitable Purposes Act, also known as the California Nonprofit Integrity Act of 2004, set forth at California Government Code section 12580 and following, to the extent that it may be applicable to the Corporation, from time to time.

Section 3.5 Limitations

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

Section 3.6 Dedication of Assets

This Corporation's assets are irrevocably dedicated to public benefit/charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 3.7 Construction and Definitions

Unless the Lanterman Developmental Disabilities Services Act (the "Lanterman Act" at Welfare and Institutions Code section 4500 and following) or the context require otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

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 ten (10) but not more than thirteen (1) 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. Any reduction in the authorized number of Directors shall not result in any Director being removed before his or her term of office expires. Nine or twelve of the Directors shall include equal numbers of representatives each from Napa, Solano and Sonoma Counties. (A "representative" is defined for this section as a resident of such county, or an immediate family member of a consumer, who residing in such county.) One Director shall be a member of the Vendor Advisory Committee, who shall conform to the provisions of Welfare and Institutions Code section 4622, as outlined below.

(b) The Board of Directors shall make every effort to conform to 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, 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, socio-economic, cultural and ethnic characteristics of the area to be served by the Corporation.

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

(6) No less than 25 percent (25%) of the members of the governing board shall be persons with developmental disabilities.

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

(8) Board members should be willing to devote an average of five hours per month to the Corporation.

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

(c) The person designated by the Service Provider Advisory Committee in accordance with the provisions of Welfare & Institutions Code section 4622, subd. (i) to serve as a member of the Board of Directors shall be one of the members of the Board of Directors. However, such person shall not 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) hereinabove in which the member has a "financial interest" as defined in Section 87103 of the California Government Code.

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.

(d) By August 15 of each year, the Board of Directors shall provide DDS with documentation demonstrating that the composition of the Board is in accordance with the requirements of this Section 5.1. [W&I § 4622.5.]

Section 5.2 Qualifications

(a) No person shall serve as a Director for more than seven (7) years within any 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 client 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 Service Provider Advisory Committee as described in Section 8.4(d)(4) hereof, be an employee or member of the governing board of any entity from which the Corporation purchases client 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 Act, 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 by said law or government

regulation, except that the member of the Board of Directors designated by the Service Provider Advisory Committee as described in Section 8.4(d)(4) hereof shall file annually the list of "financial interests" and be subject to the voting restrictions described in Section 5.1(c) of these Bylaws.

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) A Director may serve a maximum of two two-year terms and one three-year term of office, except that: (1) a Director who has already served six years in any seven-year period shall only be appointed for one additional year; and (2) the term of office of the Director designated by the Service Provider Advisory Committee as described in Section 8.4(d) hereof may be sooner terminated pursuant to the provisions of Section 8.4(d)(4) hereof. Half of the seats shall be designated for re-election in odd numbered years and half of the seats shall be designated for re-election in even numbered years. Elections shall be held bi-annually at the July meeting of Directors. If there is an odd number of Directors at any time, the odd seat shall be designated for re-election in either an odd or an even-numbered year, for a one or two-year term, at the discretion of the Board, as deemed necessary to maintain continuity and orderly transition. Similarly, if more or less than half of the Directors are subject to re-election in any year, the Board has discretion to change the designation of Board seats from odd to even or even to odd or to designate one or more seats for re-election after one year, in order to maintain continuity.

(b) The term of office of a Director elected to fill a vacancy on 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 office of any Director elected by the Board of Directors shall begin immediately upon such Director's election.

(d) Upon completion of seven years of service, a Director may serve for one year as a "Board Mentor" to new Directors, but only upon approval of the full Board. Such Board Mentor shall have no voting privileges, but may serve on Board committees in an advisory capacity, with full Board approval. The role of Mentor is to provide instruction and insight to new members.

Section 5.5 Election

For all offices other than the Service Provider Advisory Committee directorship provided for in Section 8.4(d) hereof, Directors shall be elected at the annual meeting of the Board of Directors of the Corporation. Nominations shall be received for each seat on the Board of Directors

for which a Director is to be elected in accordance with the provisions of Section 8.4(c) of these Bylaws. A plurality of the votes cast for such seat shall elect the Director to fill that seat. In the event that more than one person is nominated for a given seat on the Board of Directors, balloting for that seat shall be by secret ballot. Vacancies shall be filled prior to the annual meeting as appropriate to maintain the geographic representation required by these Bylaws.

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 conducted 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, Vice President, Secretary, Treasurer, Executive Director or any other Officer of the Corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and to 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.

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 and by these Bylaws.

(b) Cause to be kept open to inspection of any person entitled thereto and making proper demand therefor, 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; and in the absence of any such designation, such records shall be kept at the principal executive office of the Corporation.

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

(d) Within 120 days after the end of the Corporation's fiscal year, cause to be prepared and delivered to each Director 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.

(e) As a part of the annual report referred to in Section 5.7(d), above, the Corporation shall annually furnish to each Director a statement briefly describing any indemnification or advances aggregating more than ten thousand dollars ($10,000) paid during the fiscal year to any 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, 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 an Officer or Director, in accordance with the Corporation's Travel Expense Reimbursement Policy. There shall be no compensation for non-business related travel companions. Neither shall there be loans to Directors or Officers, except as might be permitted by Article X of these Bylaws.

Section 5.10 Meetings

(a) Regular Meetings

The Board of Directors shall hold regular, scheduled meetings at least quarterly. The regular meeting which shall be designated the annual meeting shall be held during the month of June (or within forty-five (45) days thereafter as provided below). The President shall have the right to select the date in June for such annual meeting, or to postpone any annual meeting to a date not more than forty-five (45) days from June 30 of any year, by giving written notice to the Secretary of the date selected for such meeting not less than thirty (30) days before the date initially selected for such meeting.

(b) Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, or if the President be absent or be unable to act or refuse to act, then by the Vice President, or by any five (5) Directors, which call shall be in writing, and filed with the Secretary of the Corporation.

(c) Notice

(1) Notice of each regular and special meeting of the Board of Directors shall be given by the Secretary to each Director not less than seven (7) days prior to the date of such meeting. Such notice shall include the date, time and location of, and a specific agenda for the meeting. No item shall be added to the agenda subsequent to the provision of this notice except emergency situations, described in subparagraph (e), below, or items brought before the Board at meetings by members of the public.

(2) Notice of any meeting need not be given to any member of the Board of Directors who signs a waiver of notice or a written consent to holding the meeting, or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice thereof prior to such meeting or at its commencement. All such written waivers, consents and approvals shall be filed with the Secretary or made a part of the minutes of the meeting.

(d) Notice Pursuant to Written Request

Notice of meetings of the Board of Directors and of any Committee of the Board of Directors which exercises authority delegated to it by the Board of Directors shall be provided to any person who requests such notice in writing. The agenda shall identify all substantive topic areas to be discussed. Such notice shall be mailed at least seven (7) days in advance of each meeting.

(e) Emergency Meetings; Emergency Situations

The notice requirements contained in subparagraph (c)(1), above, shall not preclude the Board of Directors from taking action on any urgent request made by the California Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting. 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 advance notice requirement outlined above in subparagraph (c). "Emergency situation" means any activity which severely impairs public health, safety, or both as determined by a majority of the members of the Board of Directors. In these situations, advance notice shall be provided if practicable. In addition, the Area Board shall be notified by telephone of each emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed immediately to those persons who request notice of meetings in writing.

(f) 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, in his or her absence, 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.

(g) Quorum

A quorum of the Board of Directors shall consist of six (6) Directors, or, if there are fewer than thirteen (13) Directors currently serving, fifty percent (50%) of the current directors. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those

provisions relating to (a) creation of and appointments to committees of the Board, which requires a majority of the directors then in office (Corporations Code section 5212), and (b) indemnification of directors, which requires a majority vote of a quorum consisting of directors who are not party to the action (Corporations Code section 5238, subdivision (e) and (c) approval of contracts or transactions in which a director has a material financial interest (Corporations Code section 5233). A meeting at which a quorum is initially present may continue after one or more Directors have departed, but a majority of a quorum must approve any proposal before their vote will be the action of the Board.

(h) Open Meetings

All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided in this Subsection (g) or in Section 5.10(h). Board meetings shall be open and public in accordance with all of the following provisions:

(1) A copy of Article 3 of Chapter 5 of Division 4.5 of the Welfare and Institutions Code shall be provided to every new member of the Board of Directors upon his or her assumption of Board membership.

(2) For purposes of this Section 5.10, Board meetings shall include meetings conducted by any committee of the Board of Directors which exercises authority delegated to it by the Board of Directors. However, Board meetings shall not be deemed to include Board retreats planned solely for educational purposes.

(3) At each Board meeting, time shall be allowed for public input, both before a matter is called for a vote and at any time designated by the Board of Directors to allow public input on matters not on the agenda.

(4) Any person attending an open and public meeting of the Board of Directors shall have the right to record the proceedings on a tape recorder, video recorder, or other sound, visual or written transcription recording device, in the absence of a reasonable finding by the Board of Directors that such recording constitutes, or would constitute, a disruption of the proceedings.

(i) Closed Meetings

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

(1) Real estate negotiations.

(2) The appointment, employment, evaluation of performance, or dismissal of a Regional Center employee.

(3) Employee salaries and benefits.

(4) Labor contract negotiations.

(5) Pending litigation.

(ii) Any matter specifically dealing with a particular Regional Center client 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 parent or guardian, where the client is a minor. Minutes of closed sessions shall be kept by the designated Officer or employee of the Regional Center, 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 of reason or reasons for the meeting.

(iii) The Board of Directors may hold a closed session regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Regional Center in litigation. Litigation shall be considered pending when any of the following circumstances exist:

(1) Any adjudicatory proceeding to which the Regional Center is a party has been initiated formally.

(2) A point has been reached where, 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 Regional Center.

(3) Based upon existing facts and circumstances, the Regional Center has decided to initiate or is deciding whether to initiate litigation.

(iv) Prior to holding a closed session pursuant to subdivision (iii) of this Subsection (i), the Regional Center Governing Board shall state publicly to which portion of said subdivision (iii) it is pursuant, i.e., which kind of pending litigation will be discussed.

(j) Materials Distributed

Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting, shall be considered public records, except those materials distributed during and directly related to a closed session authorized under Subsection (i) of this Section 5.10. 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 at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of the public record distributed pursuant to this subsection.

(k) Violation of Open Meeting Requirements

Any action taken by the Board in violation of Subsections (d) and (h) through (j) of this Section 5.10, is null and void.

(l) Inapplicability of Subsection (d) and Subsections (h) through (j) to Non-Regional Center Affairs

The provisions set forth in Subsections (d) and (h) through (j) of this Section 5.10 shall not apply to the corporate affairs of the Board of Directors which have no relationship to the role and responsibility of the Regional Center, set forth in Chapter 5 of Division 4.5 of the Lanterman Act.

(m) Participation in Meetings by Telephone or Other Telecommunications Equipment

A Board Director may participate in a meeting of the Board of Directors by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Subdivision (m) shall constitute presence in person at the meeting if both of the following apply:

(1) Each member participating in the meeting can communicate concurrently with all of the other members.

(2) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

(n) Robert's Rules of Order Meetings shall be conducted in accordance with parliamentary procedure, as provided in the latest edition of Robert's Rules of Order.

Section 5.11 Removal of Directors

(a) Any Director may be removed as a Director with or without cause at any time by resolution duly adopted by the Directors of the Corporation, 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 sixty-six and two-thirds percent (66 2/3 %) of the full number of persons who at the time are Directors of the Corporation vote in favor of such removal.

(b) 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.

(c) 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; and (4) upon the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of any court, convicted of a felony or 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). For purposes of this subsection (a), if a Director has been declared of unsound mind by a final order of any court, convicted of a felony or been found by final order of any court to have breached a duty arising under said Article 3 of the California Corporations Code 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.

(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 Service Provider Advisory Committee pursuant to Section 8.4(d)(4) 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 5.14 Good Faith, Standard of Care, Reliance on Information from Others

(a) Good Faith Requirement

A Director shall perform the duties of a Director, including duties as a member of any committee of the board upon which the Director may serve, in good faith, in a manner that Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) Justified Reliance on Others

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(3) A committee upon which the Director does not serve that is composed exclusively of Directors or any combination of Directors and persons described in paragraph (1), above, or persons described in paragraph (2), above, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

(c) Freedom from Liability

Except as provided in Corporations Code Section 5233, relating to self-dealing transactions, a person who performs the duties of a Director in accordance with subdivisions (a) and (b), above, shall have no liability based upon any alleged failure to discharge the person's obligations as a Director.

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.

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

(a) Officers of the Corporation shall be elected by the Board at its July 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 Service Provider Advisory Committee pursuant to Section 8.4(d)(4) hereof. Each Officer shall serve for a two-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. No person shall serve more than two (2) full consecutive terms in the same office. Vacancies among the Officers shall be filled by the Board of Directors.

(b) A list of nominees for Officers shall be provided by the Nominating Committee at a regular meeting of the Board of Directors prior to such annual meeting. Opportunity for additional nominations by any Directors shall be provided immediately prior to balloting.

Section 6.3 Duties of the President

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

The First 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 First 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 Principal Office 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.

Section 6.6 Duties of Treasurer

The Treasurer shall make provision for the care and custody of all funds of the Corporation, shall 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 these Bylaws, 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 or 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.

ARTICLE VII.

Executive Management

(a) Executive Director

(1) 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.

(2) The Executive Director shall, subject to the policies of the Corporation, employ, supervise, manage, control and discharge the employees of the Corporation.

(3) 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.

(4) The Executive Director shall sign all contracts binding the Corporation except those relating to real property and those relating to agreements with any state agency for funding of the Corporation.

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

(6) The Board of Directors shall review and approve the compensation of the Executive Director, including all benefits, to assure that it is just and reasonable. This review and approval shall occur upon the hiring of the Executive Director and whenever the term of his or her employment, if any, is renewed or extended, and whenever the Executive Director's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

ARTICLE VIII.

Committees

Section 8.1 Appointment of the Chairperson

The chairperson of each committee, with the exception of the Executive Committee, the Nominating Committee and the Service Provider Advisory Committee, shall be appointed by the President. The chairperson of each Standing Committee other than the Service Provider Advisory Committee shall be selected from among the members of the Board of Directors. The chairperson of the Service Provider Advisory Committee shall be selected as provided in Section 8.4(d)(4) of these Bylaws.

Section 8.2 Committee Membership

Each committee shall have at least two Directors. Committee membership shall be established by a simple majority of Directors present at a Board Meeting. Except as otherwise provided in these Bylaws, members of the committees are not required to be Directors of the Corporation. However, no committee can take action or be authorized to take action on behalf of the Board of Directors unless all of its members 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 Secretary of the Board of Directors.

The following Standing Committees are hereby established:

Section 8.4 Standing Committees

(a) Executive Committee

(1) The Executive Committee shall be comprised only of the President, the Vice President, the Secretary, the Treasurer. 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 fix compensation of Directors for serving on any committee;

(v) The power to appoint committees of the Board of Directors or the members thereof;

(vi) 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;

(vii) The power to approve any self-dealing transaction; and

(viii) The power to appoint or remove the Executive Director.

The President shall be the chairperson of the Executive Committee.

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

(3) 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, telegraph, 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. Such written notice shall also be sent to anyone who requests notice of Executive Committee meetings in writing.

(c) Nominating Committee

(1) The Nominating Committee shall be comprised of the President or Vice President or another Board Officer and two (2) other persons selected by the Board of Directors from among its members or advisors. The Nominating Committee shall select its own Chairperson.

(2) The Nominating Committee has the responsibility to seek out and recommend qualified candidates for presentation and election as Directors and Officers of the Corporation and, pursuant to subsection (d) of this Section 8.4, as members of the Service Provider Advisory Committee.

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

(4) The Nominating Committee shall recommend Directors and Officers in

sufficient numbers to fill vacancies, both at the end of terms of office and caused by resignation, incapacity, death or removal.

(5) The Nominating Committee shall prepare its slate of recommended candidates for election as directors and its slate of recommended candidates for election as Officers before each annual meeting of the Board of Directors. Both such slates, for informational purposes, shall be presented at a regular meeting of the Board of Directors held before the date of the annual meeting of said Board and shall be filed with the Secretary not later than fifteen (15) days before the date of such annual meeting of the Board. The slate of recommended candidates for membership on the Service Provider 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.

(d) Service Provider Advisory Committee

(1) The Corporation shall have a Service Provider Advisory Committee. The Service Provider 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 Service Provider Advisory Committee shall be comprised of a total of ten (10) 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 Service Provider 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 Service Provider 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 Nominating Committee shall present to the Board of Directors a slate of candidates to fill vacancies in the membership of the Service Provider Advisory Committee. The Nominating Committee shall take into consideration the composition which, according to subparagraph (1) of this Section 8.4(d), the Service Provider Advisory Committee is intended to have.

(4) The Service Provider Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors. The

representative so designated as a Director shall also be the chairperson of the Service Provider Advisory Committee. Such representative shall serve as a Director and as chairperson of said Committee for a two (2) 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 chairperson caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the chairperson who died, resigned, or was removed.

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

Section 8.5 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, so long as all members of any Committee taking action on behalf of the Board of Directors are elected by a majority of the Board of Directors from among sitting Board members.

Section 8.6 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 prior to their execution. The Executive Committee is the only Committee with the right to bind the Board by its vote, and that only to the extent that the Board has delegated that right to it. The Service Provider Advisory Committee has the right to select its chairperson, who will be a member of the Board of Directors, pursuant to Welfare and Institutions Code section 4622, subdivision (i). Other than the Executive Committee, no committee can bind the Board in any way. They can only vote to make recommendations to the Board of Directors.

ARTICLE IX.

Miscellaneous Provisions

Section 9.1 Fiscal Year

The fiscal year of the Corporation shall commence on July 1 and end on the next succeeding

June 30.

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.

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 "North Bay Developmental Disabilities Services, Inc."

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 by 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 Purchase of 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.

Amendment of Bylaws

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 a majority of the Directors then in office vote in favor of such change.

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 NORTH BAY DEVELOPMENTAL DISABILITITES SERVICES, INC., a California Nonprofit Public Benefit Corporation, and

2. That the attached Eleventh Restatement of the Bylaws, consisting of twenty-four (24) pages, was duly adopted by the Board of Directors of said Corporation on February 5, 2014, 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 5th day of March, 2014.

[SEAL]

Margi Stern

SECRETARY