

Board of Directors Executive Committee Meeting
Monday, October 20, 2025 6:30 pm
North Bay Developmental Disabilities Services, Inc.

Join Zoom Meeting:

<https://us02web.zoom.us/j/84374801550?pwd=VXFJU1ovbVFoelNWVEcxK3J0T2c0QT09>

Join by Phone:

Call-in: 1-669-900-6833 Meeting ID: 843 7480 1550 Password: 470780

AGENDA

- I. CALL TO ORDER – Martha Valdez, President
- II. REQUEST TO RECORD MEETING – Martha Valdez, President INFO
- III. ROLL CALL AND INTRODUCTIONS – Ronald Gers, Secretary
- IV. PUBLIC COMMENT – 2 minutes per person unless otherwise allowed by Board Chairperson.
- V. CONSIDERATION OF MINUTES – Martha Valdez, President ACTION
Minutes of the Executive Committee Meeting of September 15, 2025 be approved as submitted (pgs. 1-2)
- VI. CONSIDERATION OF AGENDA – Any additions or modifications to the agenda. ACTION
- VII. APPROVAL OF CONTRACT OVER \$250,000 ACTION
A. B-2 Contract – Isabel Calder, Chief Financial Officer (pg. 3)
- VIII. UPDATED BOARD OPPORTUNITY FUND DOCUMENT ACTION
Gabriel Rogin, Executive Director (5 min) (pgs. 4-5)
- IX. REVIEW OF OCTOBER 1ST BOARD MEETING INFO
- X. NOVEMBER 5TH BOARD MEETING PREP INFO
- XI. EXECUTIVE DIRECTOR'S REPORT – Gabriel Rogin, Executive Director ACTION
A. Microsoft Teams Training for Board Members
B. Holiday Gift Cards (pg. 6)
C. Draft 2026 Board Meeting Dates & Locations (pgs. 7-8)
i. Discussion of the addition of Listening Sessions
- XII. OTHER BUSINESS - Any other Board business may be brought up at this time.
A. Vendor Advisory Committee Articles of Operation Discussion (pgs. 9-19) INFO
- XIII. PUBLIC COMMENT – 2 minutes per person unless otherwise allowed by Board Chairperson.
- XIV. CLOSED SESSION (10 mins) INFO
A. The appointment, employment, evaluation of performance, or dismissal of a regional center employee
- XV. RETURN FROM CLOSED SESSION
A. Report on any action taken during the closed session (1 min) INFO
- XVI. ADJOURNMENT – Martha Valdez, President

CLOSED SESSION – a) The governing board of a regional center 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 (b) Any matter specifically dealing with a particular regional center client must be conducted in a closed session.
– W&I Code 4663(a) & (b).

NEXT MEETING ANNOUNCEMENT – The next Board of Directors Executive Committee call is on
November 17, 2025 at 6:30pm.

**Board of Directors' Executive Committee Meeting
Monday, September 15, 2025, 6:30 pm
North Bay Regional Center - Via Zoom**

NBRC BOARD MEMBERS PRESENT:

Martha Valdez, President, Sonoma County*
Ronald Gers, Secretary, Sonoma County*
Alan Kerzin, Sonoma County

Sahira Arroyos, Vice President, Solano County*
Joanne Giardello, Solano County

NBRC BOARD MEMBERS ABSENT:

Christopher Bennett, Napa County
Breeanne Kolster, VAC Representative

Cheryl Snively, Sonoma County
Andrea Bednarova, Treasurer*

*Executive Committee Members

NBRC STAFF PRESENT:

Gabriel Rogin, Executive Director

Janelle Santana, Executive Assistant

GUESTS:

Amber Lopez, Interpreter

MINUTES

CALL TO ORDER – Martha Valdez, President, called the meeting to order at 6:30pm.

REQUEST TO RECORD MEETING – No objections.

ROLL CALL AND INTRODUCTIONS – Sahira Arroyos, Vice President, conducted roll call and confirmed quorum was present.

PUBLIC COMMENT – None

CONSIDERATION OF MINUTES – Minutes of the Executive Committee Meeting of August 18, 2025 be approved as submitted.

M/S/C (Gers/Arroyos) Moved to approve the August 18, 2025 minutes as submitted.

**APPROVED
UNANIMOUS**

CONSIDERATION OF AGENDA –

M/S/C (Gers/Arroyos) Moved to approve the agenda as submitted.

**APPROVED
UNANIMOUS**

DDS DIRECTIVE: APPROVAL OF CONTRACTS OVER \$250,000

Courtney Singleton, Director of Community Services, gave an update on a recently released DDS Directive. The directive can be found on page 3 of the September Executive Committee packet.

- Courtney Singleton will explore ways to give board members an opportunity to review contracts over \$250,000.

REVIEW OF SEPTEMBER 3RD BOARD RETREAT

Gabriel Rogin, NBRC Executive Director, recapped the September 3rd Board Meeting.

- Public comment from a community member
- Presentation from Claudia Ritchie, Director of Equity and Engagement

- Committee reports
 - o Empowering self-advocates to attend legislative events and provide a one-page bio
 - o Andrea Bednarova's vote for a third board term was deferred to the October board meeting due to Joanne Giardello's absence.
- Closed Session to discuss labor contract negotiations and the appointment, employment, evaluation of performance, or dismissal of a regional center employee.

OCTOBER 1ST BOARD MEETING PREP

Gabriel Rogin, NBRC Executive Director, reviewed the tentative agenda for the October 1st Board Meeting.

- Self-Determination Presentation (30-45 minutes) by Ellisa Reiff, SDP Supervisor
- Introduction of NBRC Clinical Department by Deanna Mobley, Director of Intake and Clinical Services
- Presentation – Los Cien by Herman G. Hernandez, Executive Director at Los Cien Sonoma County
- Approval of Person-Centered Board Policy
- Vote on Andrea Bednarova's 3rd Board term
- DDS Directive regarding Contracts over \$250,000 by Courtney Singleton
- Holiday Gift Card Discussion
- Board Meeting Dates & Locations
- Closed Session to discuss a regional center client matter

EXECUTIVE DIRECTOR'S REPORT

Gabriel Rogin, Executive Director, asked board members if they would like to consider distributing holiday gift cards to families in need this year through the Board Opportunity Fund.

- Board members agreed and requested to review a Board Opportunity Fund request for this purpose.

OTHER BUSINESS – None

PUBLIC COMMENT – None

CLOSED SESSION –

The board moved into closed session at 7:30pm to discuss the appointment, employment, evaluation of performance, or dismissal of a regional center employee.

RETURN FROM CLOSED SESSION-

- A. Report on any action taken during closed session.
 - a. The board returned from the closed session at 7:48pm and there was no action taken.

ADJOURNMENT – Martha Valdez, President, adjourned the meeting at 7:48pm.

Date submitted to NBRC Board for review

10/20/2025

Date approved by NBRC Board Executive Committee (if applicable)

Date approved by NBRC Board

Operations ☒

Purchase of Service ☒

The following contracts have been reviewed by Isabel Calder, Chief Financial Officer and Gabriel Rogin, Executive Director. Both of whom recommend approval by the NBRC Board of Directors.

Purpose of Contract	Contractor Name and Vendor#	Term of Contract	Total Contract Amount	Notes
B-2 for Fiscal Year 25/26	Department of Developmental Services	July 1, 2019 – June 30, 2026	\$622,701,138	<p>The B-2 for FY 25/26 includes the following:</p> <ul style="list-style-type: none"> Ops: \$3,733,705 POS: \$60,924,177
<p>Operations allocation includes \$2,387,912 remaining general Operations and \$1,345,793 in CPP.</p> <p>POS allocation the remaining allocation including \$1,662,524 for Part C (Early Start funding), \$110,000 for CPP Placement, and the remaining \$59,151,653 for general POS expenditures.</p>				



Doug Cleveland Board Opportunity Fund

North Bay Regional Center (NBRC) is a non-profit 501(c)3 agency under contract with the State Department of Developmental Services. NBRC is funded annually in accordance with State law (Lanterman Developmental Disabilities Services Act). NBRC's State allocation is restricted to funding only those services mandated under the Lanterman Act.

NBRC serves about 12,000 people with developmental disabilities including intellectual disabilities, Autism, Epilepsy, and Cerebral Palsy in the North Bay counties of Napa, Solano and Sonoma. Our mission is to enable and support individuals with developmental disabilities and their families to achieve their full potential and a rightful place in our community.

The NBRC Board Fund is a donation fund used entirely for services and/or supports that cannot be purchased with State funds. **These funds are used as one time gifts to assist individuals and their families with unforeseen emergencies or disability related requests.**

Board funds are accumulated from mostly private donations. However, absolutely no monies from the State of California funds are deposited into this account. This fund provides NBRC individuals an alternative financial option that can aid situations that cannot be supported by Purchase of Service dollars (POS). **The Board Fund provides small gifts to NBRC individuals who have emergency or other needs that cannot be addressed through the IPP or other generic resources.** In all instances, the funds must directly benefit the NBRC participant. These needs are identified through the NBRC Service Coordinator and could include rental deposit assistance to secure housing, car repairs if the NBRC participant is the primary driver for the family, certain home related bills (i.e. loss of income and need for temporary aid for food or utilities). Funds disbursed for rental assistance will be limited to 2 months. Final approval of all requests less than \$750 are at the discretion of the Executive Director. All requests over \$750 must be approved by the Board of Directors for North Bay Regional Center. Most NBRC participants are on limited incomes (SSI/SSA) and they do not have the means to cover expenses that arise in an emergency. The Board Fund can respond quickly to these situations and ideally avoid further consequences to the individual and/or family.

SELECTION PROCESS

Individuals eligible to access the Board Fund must be a NBRC participant and reside in Napa, Solano or Sonoma County. **All requests for gifts are initiated by Service Coordinators who will complete the required forms, including receipts if requested, and obtain Supervisor approval.** NBRC participants should contact their Service Coordinator directly for more information if they would like to pursue a Board Fund request. Once complete, the form is submitted to the Director of Client Services who will review the request with the Executive Director. This review ensures that all generic resources are exhausted before Board Funds are disbursed.

ACCOUNTABILITY

The Board Fund is maintained separate from all other Regional Center funds and operations, and the Fund's integrity is validated by NBRC's outside auditors on an annual basis. All approved Board Funds go directly to individuals served by NBRC. There are no administrative costs associated with this fund. Funds are maintained in an interest bearing account.

**Upon request, Donors can receive a summary of supports and goods provided by their donation to the Board Fund. All donors to the Board Fund receive a letter acknowledging their donation to a 501(c)3 organization. All donations to the Board Fund are tax deductible within the provisions of the law.

Criteria for Board Fund Request

The North Bay Regional Center Board Fund was established to provide emergency aid (example: food, clothing or shelter) to individuals and families served by our agency. The fund consists entirely of private donations, and its monies can be expended in cases where the following circumstances exist:

- The individual or family that is to receive Board Fund aid lacks the financial resources necessary to purchase the identified need.
- No other public or private funding is available to meet the identified need of the individual or family.
- All requests will be prioritized by need and will be subject to availability of funds.



BOARD FUND REQUEST

Pending Executive Committee Approval

CLIENT NAME	Gift Cards for Families in Need
PAY TO THE ORDER OF	NBRC
AMOUNT REQUESTED	\$ 7,300.00

REQUESTING BY: NBRC Board of Directors PRINT NAME: NBRC Board of Directors DATE: 10/20/2025

JUSTIFICATION FOR REQUEST	73 gift cards for \$100/each. The total cost is as follows: \$7,300 for funds added to the cards. The remainder of gift cards would be purchased through credit card points by NBRC.
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Board Meeting Locations 2026

6:00 pm – 8:00 pm

January 7, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Napa Office</i>
February 4, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Santa Rosa Office</i>
March 4, 2026	Regular Business Meeting & Listening Session	<i>Hybrid – Zoom & NBRC Vacaville Office</i>
April 1, 2026	<i>Annual Board Meeting</i>	<i>Hybrid – Zoom & NBRC Napa Office</i>
May 6, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Santa Rosa Office</i>
June 3, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Vacaville Office</i>
July 1, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Napa Office</i>
August 6, 2026 <i>*Board members only</i>	<i>No Board Meeting – Board Retreat</i>	<i>10am-3pm NBRC Napa Office</i>
September 2, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Vacaville Office</i>
October 7, 2026	Regular Business Meeting & Listening Session	<i>Hybrid – Zoom & NBRC Santa Rosa Office</i>
November 4, 2026	Regular Business Meeting	<i>Hybrid – Zoom & NBRC Napa Office</i>
December 2, 2026	Short Business Meeting	<i>Hybrid – Zoom & NBRC Vacaville Office</i>



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ARTICLES of OPERATION

Adopted January 14, 2025

Approved by NBRC Board of Directors February 5, 2025

ARTICLE I

Purpose

The Vendor Advisory Committee (VAC) shall provide advice, guidance, recommendations, and technical assistance to the North Bay Regional Center (NBRC) Board of Directors, staff, and the NBRC vendor community. The VAC seeks to support the vision and mission of NBRC by advocating for the needs and aspirations of people with developmental disabilities. The VAC shall serve as a conduit for the exchange of information, ideas and concerns from vendors as it supports the NBRC Board of Directors in carrying out its mandated duties. The VAC will function in keeping with the goals and objectives established in North Bay Regional Center's annual strategic plan.

Specifically, the VAC shall:

- Serve to advocate for equity, continuity, and quality in service delivery.
- Identify and present issues of vendor interest to the NBRC Board of Directors.
- Provide guidance and technical assistance to the NBRC Board of Directors and administration.
- Ensure accountability of decisions made between NBRC and the vendor community.
- Provide input in policy and procedures affecting the delivery of services.
- Provide relevant data and information on service needs.
- Provide support, assistance, resources, and information to the vendor community.
- Support the vendor community as they seek to resolve problems and address concerns related to the regional center and/or delivery of services.
- Send a representative, as requested by the NBRC Board of Directors, to participate in NBRC committees and sub-committees.
- Send at least one representative as a member of the NBRC Public Policy Committee. In this capacity, the VAC will work collaboratively with the NBRC Board of Directors to advocate for legislation and/or other policy initiatives that impact regional center

services, the vendor community and individuals with intellectual and developmental disabilities.

ARTICLE II

Offices

The principal office of the transaction of business of the Vendor Advisory Committee of North Bay Regional Center shall be in the county of Napa in the state of California. The Committee may also have an additional office or offices within the Sonoma and Solano catchment areas, as the Committee may establish.

ARTICLE III

Membership

The Vendor Advisory Committee (VAC) shall consist of a minimum of twelve (12) and a maximum of sixteen (16) members. Members are defined as individuals employed by an agency contracted by NBRC to provide vendored services as outlined in Title 17. Two individuals cannot represent the same agency. To the greatest extent possible, the membership will reflect:

- the three (3) counties served by NBRC including Sonoma, Napa and Solano County
- a wide variety of vendor service types
- a variety of large and small organizations
- a variety of expertise (person centered thinking, event planning, government affairs, service delivery, and program administration, etc.)
- individuals who hold or aspire to hold leadership positions within their organizations
- the cultural and linguistic diversity of the individuals and families served by NBRC
- individuals who have demonstrated consistent active participation in VAC meetings

ARTICLE IV

Power, Term, Election and Voting

Section 1: POWER

Except as otherwise provided, the members shall act as an advisory committee to the North Bay Regional Center Board of Directors. The members shall elect two (2) Co-Chairpersons. One of the Co-Chairpersons will represent the Committee on the Board of Directors of NBRC as required by Welfare and Institutions Code §4622 (i). Subcommittees will be developed as necessary by the Executive Committee.

Section 2: EXECUTIVE COMMITTEE

An Executive Committee shall be established consisting of the two (2) elected Co-Chairpersons and a Secretary. The Executive Committee shall have the power to determine the meeting agenda (with input from members), call for Emergency Votes between meetings, and accurately report votes cast in absentia. The Executive Committee is responsible for coordinating the orientation of new members, accepting and recording resignations and removals, keeping records and minutes as related to the business of the VAC, and advising the Committee of changes in membership. The Executive Committee shall inform the Committee as a whole of any change in membership, which will result in a mid-term vacancy on the Executive Committee and shall call for special elections to avoid disruptions which may occur in the performance of the VAC as a result of those vacancies.

Section 3: TERM and ELECTION of EXECUTIVE COMMITTEE

Unless earlier removed by action of the Committee or by resignation, each member of the Executive Committee shall hold office for a term of two (2) years and/or until the member's successor is elected. Co-Chairperson terms shall expire in April of alternating years.

Elections for Executive Committee positions shall be carried out by secret ballot during the regular meeting in April (hereinafter Election Meeting). Persons may be nominated at any time prior to the casting of ballots during the Election Meeting and nominations shall be requested by the Executive Committee during the meeting that is scheduled two regular meetings immediately prior to the election (typically, February). The agenda for the Election Meeting shall list all members previously nominated. Only members may be nominated to elected offices. Members may be nominated for any office by any member, but the nomination is not official unless agreed to by the nominated member. Votes in absentia received by an Executive Committee member prior to the Election Meeting shall be counted. Election of Executive Committee members requires a majority of votes cast. Co-Chairperson positions, when approved by a majority vote of the full Committee, must also be approved by the NBRC Board of Directors Nominating Committee. If approved by the NBRC Board of Directors Nominating Committee, they will go to the NBRC Board of Directors for final approval before assuming the position.

Section 4: TERM and ELECTION of MEMBERS

Unless earlier removed by action of the Committee or by resignation, each member of the VAC shall hold office for a term of three (3) years with the option to serve a second three (3) year term. Members may not serve more than two (2) consecutive three-year terms. Three months prior to the end of a member's term, the Executive Committee will solicit a request for prospective members. Prospective members will be asked to complete an application. All interested prospective members will be presented to the full Committee for review. All members will be asked to confirm their interest in being a potential Co-Chairperson Board Representative in order to ensure there is a pool of qualified and willing candidates when positions become open. If the member is approved by a majority vote of the full Committee to join the VAC, the Executive Committee will inform the NBRC Board of Directors.

Section 5: RESIGNATION or REMOVAL of MEMBERS

Any member may resign immediately upon giving written notice to the Co-Chairpersons or the Secretary unless the notice specifies a later time for the effectiveness of such resignation.

A member may be removed at any time by a three-quarters (3/4) vote of members casting ballots at a duly held meeting of the Committee with cause.

Absence of three (3) consecutive meetings by an Executive Committee member without prior notice will constitute resignation from the Executive Committee.

Members of the committee as a whole must notify the Co-Chairpersons when unable to attend a meeting in order to be excused for that absence. The Co-Chairpersons shall contact members who have multiple excused absences to discuss ongoing membership. If a Member accumulates more than two (2) unexcused absences (no call/no show) within one year, the Co-Chairpersons will contact the Member to discuss their commitment and remind them of the standards for attendance at meetings. If the Member is unable to commit to regular attendance or continues to have unexcused absences, they will be asked to resign by formal written notice from the Executive Committee.

Membership continues only as long as the vendor/member meets the requirements and standards established by the law and regulation(s) for the specific service they provide and complies with the NBRC Board of Director by-laws and policies.

Section 6: VACANCY

In the event of any vacancy on the Executive Committee, a special election shall be called by any member of the Executive Committee, unless no Executive Committee remains in office, in which case the special election may be called by another member of the VAC.

In the event of any vacancy of the Committee as a whole, the VAC will solicit a request for prospective members and follow the same process as outlined in Section 4 above.

Section 7: VOTING

All members of the VAC shall be empowered to vote on questions before the Committee, as long as they are present at the meeting or have made arrangements to vote in absentia. Voting on questions before the full VAC shall occur at regularly scheduled VAC meetings unless the Executive Committee calls for an Emergency Vote. Each member may cast only one vote on a single motion or question, except where specified elsewhere in these Articles of Operation, and a majority of votes cast shall carry the vote.

The Executive Committee shall set forth a method of voting in absentia at the second meeting of a Chairperson's term or at the first meeting following adoption or change of this Section by the Articles of Operation. In Absentia votes will be presented to the members present following the poll of members present and counted with those cast in person. Votes cast in absentia must list the member's name and agency, even on a secret ballot. All in absentia votes must be available in hardcopy to count.

If an issue requires urgent attention, the Executive Committee may call for an Emergency Vote. If an Emergency Vote is called, the Executive Committee shall inform all current members of the Emergency Vote not less than seven (7) business days before the votes are to be counted. The information provided by the Executive Committee to all current members shall include:

- The question to be voted upon,
- The specific method of voting (including email address or address to which the votes must be sent or that the vote will be taken in person at a special meeting).
- The date the votes are to be counted, the results certified, and the reason the question required an Emergency Vote.

At the next regular meeting, the VAC shall recertify or decertify the Emergency Vote.

ARTICLE V

Meetings of Committee

Section 1: PLACE of MEETING

Meetings of the Committee will be conducted in person at either the Napa, Solano, or Santa Rosa NBRC offices or other locations as determined by the NBRC Executive Director and Executive Committee. All meetings will have the option for members and other vendors to participate via video conference.

Section 2: ORGANIZATIONAL MEETING

In January of each year, the Committee shall meet for the purpose of organizing the Committee, planning presenters for Committee meetings, planning for the election of Officers and Members, and transacting of such other business as may come before the meeting. There shall be notice of the annual organizational meeting to all vendors in November.

Section 3: REGULAR MEETINGS

Regular meetings of the Committee shall be held on the second Tuesday of each month, at 10:00 am at such place as the Committee may fix by resolution from time to time, provided however, should said day fall upon a VAC Committee or NBRC approved holiday, then said meeting shall be held at the same time and place on the Tuesday following, which is not a legal holiday. No notice of any regular meeting of the Committee needs be given.

Section 4: SPECIAL MEETINGS

Special meetings of the Committee for any purpose or purposes may be called between regular meetings by the Co-Chairpersons or by any two (2) members.

Section 5: NOTICE of SPECIAL MEETINGS

Notice of the time and place of special meetings shall be delivered by email or phone, to each member at that member's contact as shown on the records of the Committee. In case the notice is delivered by telephone or email, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Member or to the person at the office of the Member who the person giving the notice has reason to believe may promptly communicate it to the Member. The notice must specify the purpose and place of the meeting.

Section 6: VALIDATION of MEETING

The transactions of the Committee at any meeting shall be held as valid if they occur at a Regular Meeting at which a quorum was present, at a Special Meeting which conforms to Article V, Section 5 of these Articles of Operation, or if they are conducted by Emergency Vote conforming to the Article IV, Section 7 of these Articles of Operation.

Section 7: QUORUM

A majority of the duly appointed members shall constitute a quorum. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be regarded as the act or decision of the Committee.

Section 8: GUEST PRESENTATIONS and MARKETING VENDOR ACTIVITY

Non-members may be invited to give regular or single presentations to the VAC. These presentations, if occurring during a Regular Meeting, shall take up to 10 minutes or fewer each, and compose no more than 30 minutes combined during a single Regular Meeting unless a second motion from the VAC Co-Chairpersons to expand the time allotted is carried by a majority of those present. Guest presentations must be approved by Committee members and should be informative in nature with no intent to market specific services.

VAC Meetings may be used as a conduit for the vendor community to share resources and events. The VAC agenda will include space for the vendor community to announce individual events or activities.

Section 9: ACTION by WRITTEN CONSENT or TELECONFERENCE

(a) Written consent. Any action required or permitted to be taken by the Committee under any provision of law, or under these Articles of Operation may be taken without a meeting if all members shall individually or collectively consent in writing, via email to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Committee. Such action by written consent shall have the same force and effect as a unanimous vote of the members.

(b) Teleconference. Members of the Committee may participate in a meeting via teleconference, provided that all members participating in such a meeting can hear one another. Participants in a meeting pursuant to this paragraph constitute presence in person at such meeting.

ARTICLE VI

Sub-Committees

Section 1: SUB-COMMITTEES GENERALLY

Except as otherwise provided by these Articles of Operation, the Committee may, by resolution or resolutions passed by a majority of the members voting, appoint sub-committees for any purpose and, if such sub-committees are comprised solely of members, delegate to such sub-committees any of the powers and authority of the Committee except the power and authority to adopt, amend or repeal these Articles of Operation, or such other powers as may be prohibited by law. Sub-committees shall recommend action to the full VAC membership for adoption.

The Co-Chairpersons of the Committee shall appoint the Chairpersons of the Sub-committees. Unless otherwise provided by these Articles of Operation, the Committee shall establish rules and regulations for meetings and shall meet at such times as are deemed necessary, provided that the provisions of Article IV shall be applicable to all Committee meetings. No act of a Committee shall be valid unless approved by the vote or written consent of a majority of its members. Sub-committees shall keep regular Minutes of proceedings and Sub-committee Chairpersons will report progress and recommendations at regular Committee meetings. Any Sub-committee composed of persons, one or more who are not members, may act solely in an advisory capacity to the Sub-Committee.

Section 2: ARTICLES of OPERATION SUB-COMMITTEE

The Articles of Operation Sub-committee shall consist of a Chairperson appointed by the Co-Chairpersons. Members may also be appointed by Co-Chairpersons if volunteers are not readily available. The Articles of Operation Sub-Committee will be open to other members of the vendor community. The Sub-committee shall meet from time to time for the purpose of reviewing the Articles of Operation and recommending to the Committee amendments to the Articles of Operation.

Section 3: RECRUITMENT and OUTREACH SUB-COMMITTEE

The Recruitment and Outreach Sub-committee shall consist of a Chairperson appointed by the Co-Chairpersons. Members may also be appointed by Co-Chairpersons if volunteers are not readily available. The Recruitment and Outreach Sub-Committee will be open to other members of the vendor community. The Sub-committee shall meet from time to time for the purpose of planning and executing activities related to member recruitment, vendor outreach, and vendor education. The Recruitment and Outreach Sub-Committee will make recommendations regarding marketing and outreach actions to the Committee.

Section 4: QUORUM

A majority of members of a Sub-Committee shall constitute a quorum and any transactions of a Subcommittee shall require a majority vote of the quorum present at any meeting. Each member of a Sub-Committee, including the person presiding as Chairperson at the meeting shall be entitled to one (1) vote.

Section 5: REMOVAL of SUB-COMMITTEE MEMBERS

The Committee may remove at any time, with cause, a member or members of a Sub-Committee. This action shall require the vote of a majority of the VAC voting members.

ARTICLE VII Officers

Section 1: OFFICERS

The Officers of the Committee shall be two (2) Co-Chairpersons and a Secretary.

Section 2: REMOVAL OF OFFICERS

The Committee may remove at any time, with cause, a member or members by a majority of the members then in office at any regular or special meetings of the Committee. Should vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Committee may delegate the powers and duties of such office to any member until such time as a successor is appointed.

Section 3: CO-CHAIRPERSONS

The Co-Chairpersons shall have general supervision of the business of the Committee, shall preside at all meetings of the Committee, may delegate duties to other VAC members, and

shall have such other powers and duties usually vested in a Chairperson. One of the Co-Chairpersons shall be the representative to the North Bay Regional Center Board of Directors.

Section 4: SECRETARY

The Secretary shall have responsibility for maintaining a calendar of annual activities, tracking voting member terms and taking minutes of Committee meetings. Minutes of the meetings of the Committee will be kept at the principal office or at such other place as the Committee may order, with the time and place of the meeting, whether regular or special, and if special how authorized notice was given, the names of those present at Committee meetings and the proceedings thereof. Minutes shall follow a consistent format and include, at minimum, members present, guests present, establishment of a quorum, voting results on action items, and a brief summary of any discussion. Minutes shall also document action items for future meetings which include requests to NBRC. The Secretary shall give or cause to be given notice of all meetings of the Committee by these Articles of Operation or by law and shall have such other powers and perform such other duties as may be prescribed by the Committee or these Articles of Operation.

ARTICLE VIII General Provisions

Section 1: COMPENSATION of MEMBERS

Members of the Committee shall serve without compensation.

Section 2: MAINTENANCE and INSPECTION of COMMITTEE RECORDS

Articles of Operation, Records and Minutes of the Committee and of any Sub-Committee(s) of the Committee shall be kept at such place or places designated by the Committee or in the absence of such designation, at the Committee principal executive offices of NBRC. Any funds maintained by the Committee will be kept in a secured bank account, owned by a member of the Committee or a designee selected by the Committee. Related records and documents shall be open to inspection by any member at any reasonable time.

ARTICLE IX Accounting Year and Financial Report

The fiscal year of the Committee shall begin on the first day of July and end on the last day of June in the following year, unless changed by resolution of the Board of Directors.

ARTICLE X

Amendments

The Articles of Operation of the Committee may be altered, amended or repealed and new Articles of Operation adopted only by the vote of a majority of the authorized number of VAC members. No vote on any amendment may take place unless all members of the Committee are given three (3) weeks' notice prior to the meeting in which the vote will take place.