

BYLAWS OF DISABILITY RIGHTS CALIFORNIA Amended 9/19/15

Article 1. Name of Corporation

The name of this corporation is Disability Rights California (hereinafter "Corporation").

Article 2. Objectives and Purposes

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Articles of Incorporation.

The specific purpose of this Corporation is to act as the agency responsible for protecting and advocating for the rights of persons with disabilities pursuant to each of its federal authorizing statutes and its other grants and contracts including but not limited to the:

- (1) Developmentally Disabled Assistance and Bill of Rights Act of 1978 as amended, 42 U.S.C. 6000 et seq;
- (2) The Protection and Advocacy for Mentally Ill Individuals Act of 1986 as amended, 42 U.S.C. 10801 et seq;
- (3) Protection and Advocacy for Individual Rights Act of 1992 as amended, 29 U.S.C. 794e;
- (4) Technology-Related Assistance for Individuals with Disabilities Act of 1988 as amended, 29 U.S.C. 2201 et seq;
- (5) Protection and Advocacy for Beneficiaries of Social Security Act of 2001, 42 U.S.C. § 13206 et seq;
- (6) Protection and Advocacy for Traumatic Brain Injury Act of 2002, 42 U.S.C. § 300d-53;

(7) Protection and Advocacy for Voting Access Act of 2002, 42 U.S.C. § 15461;

(8) Client Assistance Program, 29 U.S.C. § 732 et seq.

and, shall ensure it is in compliance with the above referenced acts.

This Corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

Article 3. Offices and Area of Services

Section 3.1: Principle Office

The principal office for the transaction of the business of this Corporation shall be fixed and located in the County of Sacramento, California. The Board of Directors (the “Board”) may change the principal office from one location to another within the county.

Section 3.2: Other Locations

The Corporation may have offices at such other places within the State of California in order to advance the proper purposes of the Corporation as the Board may from time to time designate.

Section 3.3: Area of Service

The area of service shall be the State of California.

Article 4. Dedication of Assets

The properties and assets of this Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 5. Board of Directors

Section 5.1: Powers and Duties

- (a) **General Corporate Powers.** The business and affairs of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.
- (b) **Specific Powers.** Without prejudice to their general powers, the Board shall have the power to:
 - (i) Select and remove the Officers of this Corporation and prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws.
 - (ii) Adopt, make, and use a corporate seal and alter the form of the seal.
 - (iii) Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for this Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt.
 - (iv) Authorize officers or employees of the Corporation to execute checks, drafts, contracts, and leases on behalf of the Corporation.
- (c) **The Directors shall:**
 - (i) Perform any and all duties imposed on them, collectively or individually, by law, by the Articles of Incorporation, and by these Bylaws.
 - (ii) Establish and review the Agency's salary ranges, personnel, and other policies.
 - (iii) Annually review and approve the Agency's budget, financial statements, Independent A-133 Audit, Form 990 Return of Organization Exempt from Income Tax and independent audit as a means of ensuring fiscal oversight.
 - (iv) Appoint and remove an Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors as the Chief Executive of the Agency and shall implement the policies of the Board of Directors.

Section 5.2: Number and Composition of Directors

- (a) In order to gain varied and diverse expertise and representation, the number of authorized Directors shall be not less than thirteen (13) nor more than seventeen (17) members.

- (b) At least a majority of the Board shall be comprised of people with disabilities. At least a majority of those individuals who comprise the Advisory Council required pursuant to the Protection and Advocacy for Mentally Ill Individuals Act shall be members of the Board. Twenty percent (20%) of the members of the Board shall be attorneys licensed to practice in California. Every effort shall be made to ensure that all appointments reflect the socioeconomic, ethnic, geographic and disability diversity of the State.

Section 5.3: Appointments and Terms of Office of Directors

- (a) Directors shall be elected by a majority of the Board present and voting.
- (b) No Director shall be appointed for more than two (2) consecutive full terms; provided, however, if the replacement Director has not been appointed upon the expiration of the prior Director's term, the prior Director may continue to serve for sixty (60) days. A Director's term, including a person elected as a Director to fill a vacancy, shall begin on the first day the Director is appointed to the position.
- (c) A list of potential qualified Board members shall be developed by the Board and shall be made available for consideration for appointments made pursuant to this section when vacancies occur.

Section 5.4: Qualifications of Board Members

Any person 18 years of age or older may be nominated or elected to serve as a Director. Directors shall be appointed based on demonstrated interest and experience in issues affecting persons with disabilities.

Section 5.5: Vacancies

- (a) Events Causing Vacancies. A vacancy on the Board shall exist at the occurrence of any of the following:
 - (i) The death, resignation, or removal of any Director;
 - (ii) The number of authorized Directors is increased;
 - (iii) The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law;
 - (iv) The failure of the Board, at any meeting of the Board at which any Director(s) is to be elected, to elect the Directors pursuant to the provisions of Section 5.3(a).

- (b) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when this Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- (c) Removal
 - (i) Any Director may be removed, with or without cause by the vote of at least two-thirds (2/3) of the Board present and voting at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the potential removal are given as provided in Section 6.3.
- (d) Leave of Absence
 - (i) A Director may request a leave of absence for a limited period of time not to exceed one year. If the leave is approved by a majority of the Board present and voting, the member's position will not constitute a vacancy and the number of members will be reduced by one in determining whether a quorum is or is not present.
- (e) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of Section 5.3(a).

Section 5.6: Compensation

Directors and officers of the Agency shall serve without compensation; however, the Directors and officers of the Agency shall be reimbursed for actual and necessary expenses in accordance with the policies established by the Board of Directors.

Section 5.7: Conflict of Interest

No person shall serve as a Director who as a result of his or her employment or other activities impedes the Agency's ability to be independent of any agency that provides treatment, services or habilitation to individuals with disabilities as required by federal law or is an employee or contractor of the Agency.

Directors have a duty to disclose any actual or possible conflict of interest, including any transaction in which the Director has a material financial interest or a loyalty conflict of interest subject to the limitations in Sections 9.4 and 11.1, the Director shall disclose the conflict prior to the Board taking action on the matter and the Director shall abstain from deliberating

on and voting in any action, which causes the conflict. Directors shall also comply with the Corporation's conflict of interest policy.

If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest it shall take appropriate disciplinary and corrective action.

Article 6. Meetings

Section 6.1: Place of Meetings; Meeting by Telephone

Regular meetings of the Board may be held at any place within the State of California, as designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding these provisions a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment so long as all Directors participating in the meeting can hear one another or otherwise communicate using disability related accommodations, and all such Directors shall be deemed to be present in person at such meeting.

Section 6.2: Regular and Annual Meetings

A meeting of the Board of Directors shall be held at least once a year as determined by the Board of Directors, designated as the Annual Meeting, at which meeting the Directors shall elect the officers for the ensuing term and transact regular business. The Directors may hold additional meetings, designated Regular Meetings during each calendar year as may be necessary to carry out the business of the Corporation. Notice of annual and regular meetings shall be given to each Director by first-class mail postmarked not less than ten (10) days nor more than forty (40) days in advance of the meeting, or by telephone, electronic mail, or facsimile at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in Section 6.2 (c). Simultaneous with a notice of an annual or regular meeting, the Corporation shall post a notice of the meeting on its public webpage.

Section 6.3: Special Meetings

- (a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President, or if the President is absent or unable or refuses to act, by a majority of the Directors.
- (b) Notice of any special meeting of the Board shall be given to each Director either by first-class mail at least four (4) days in advance or by notice delivered personally or by telephone, electronic mail, or facsimile at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in Section 5.8(c).

Section 6.4 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 6.5: Open Meetings

All Special and Regular meetings of the Board of Directors shall be open and public; provided, however, the Board of Directors may hold closed executive sessions to consider the following:

- (1) Appointment, employment or dismissal of an employee of the Agency;
- (2) Complaint or charges brought against or by an employee of the Agency;
- (3) Litigation;
- (4) Contracts and grants between the Corporation and contractors and grantees;
- (5) Review of client grievances or other client specific information.
- (6) Any other matter wherein by a two-thirds (2/3) vote of the current Directors present and voting, an executive session is determined to be in the best interests of the Corporation.

Section 6.6: Conduct of Meetings

All meetings of the Board of Directors shall be governed by a current edition of Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the

Agency, or with State law. Meetings of the Board of Directors shall be presided over by the Corporation's President or in his or her absence by the Chair, or, in the absence of both, by a Temporary Chair chosen by a majority of the Directors present and voting.

Section 6.7: Quorum

A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.8. Every act or decision made or done by a majority of Directors present at a duly-called meeting shall be the act of the Board of Directors, unless the law, the Articles of Incorporation of the Agency or these Bylaws requires a number greater than a majority to effectuate such act or decision. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 6.8: Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.9: Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 6.4.

Section 6.10: Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Article 7. Board Committees

Section 7.1: Powers and Limitations

The Board may, by resolution, adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors

to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. The Board shall determine if the Committee is a Standing Committee for purposes of Section 7.3. Any committee, to the extent provided in the resolution of the Board or these Bylaws, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committee of the Board or appoint the members of any committee.

Section 7.2: Audit Committee

The Board shall establish an audit committee as and when required by Section 12586(e) of the California Government Code.

Section 7.3: Executive Committee

There shall be an Executive Committee composed of the President, Chair, Secretary, Chief Financial Officer and the Chair, or his or her designee, of the standing committees of the Board. The Committee shall be responsible for planning and making recommendations to the Board of Directors on personnel matters, budget preparation, pending State and Federal legislation, litigation, and take such action as the Board from time to time may authorize. The Committee shall report back to the Board of Directors at its next meeting regarding all actions taken by the Committee between Board of Directors' meetings. Section 7.1 shall apply to the Executive Committee.

Section 7.4: Meeting and Action of Committees

The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

Section 7.5: Ex Officio Membership

The President shall be an ex officio member of all committees, provided however, the President may appoint the Chair to act in that capacity on any committee or committees.

Section 7.6: Advisory Committees

The Board may appoint one or more advisory committees consisting of Directors and/or non-Directors for the purpose of advising the Board. Any

advice rendered by such an advisory committee shall not be binding on the Board. Sections 6.3 and 6.5 shall apply to all advisory committees.

Article 8. Officers

Section 8.1: Officers

The Corporation shall have the following Officers: President, Chair, Secretary, and Chief Financial Officer and such other Officers as the Board may designate. One person may hold two or more offices, except those of President and Secretary, and President and Chief Financial Officer.

Section 8.2: Election, Term of Office

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 8.3, shall be elected by the Board by majority vote at the Annual Meeting, and each shall serve at the pleasure of the Board for a one (1) year term. No person shall serve more than two (2) consecutive full terms in the same office.

Section 8.3: Subordinate Officers

The Board may appoint, and may authorize the President or any other Officer to appoint any other Officers that the business of this Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 8.4: Removal of Officers

An Officer may be removed, with or without cause, by the vote of at least the majority of the Board present and voting at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 8.5: Resignation of Officer

Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary of this Corporation. Any resignation shall take effect at the date of receipt of the notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 8.6: Vacancies in Office

A vacancy in any Office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired term by the Board of Directors at the next meeting of the Board.

Section 8.7: Responsibilities of Officers

(a) President

The President presides at meetings of the Board of Directors. The President acts as Chair of the Executive Committee and is an ex-officio member of all standing committees. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of this Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent this Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws.

(b) Chair

The Chair may, in the absence or at the request of the President, preside at meetings of the Board of Directors and have other powers and duties prescribed by the Board of Directors or by the President.

(c) Secretary

- (i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principle office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.
- (ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall have such other powers and duties prescribed by the Board of Directors or by the President.

(d) Chief Financial Officer

- (i) Book of Accounts. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this Corporation including its accounts of its assets, liabilities, receipts, disbursements, gains, losses,

capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

- (ii) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, funds of this Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of this Corporation; and shall have other powers and perform such as other duties as may be prescribed by the Board or by the Bylaws.
- (iii) Bond. If required by the Board, the Chief Financial Officer shall give this Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to this Corporation of all its books, papers, vouchers, money, and other property of any kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

The President shall be an ex officio member of all committees, provided however, the President may appoint the Chair to act in that capacity on any committee or committees.

Article 9. Records and Reports

Section 9.1: Maintenance of Articles and Bylaws

This Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date and they shall be open to public inspection at all times during office hours.

Section 9.2: Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of this Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 9.3: Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of this Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 9.4: Annual Statement of Certain Transactions and Indemnification

This Corporation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which this Corporation was a party, and in which any Director or Officer of this Corporation had a direct or indirect financial interest.
- (b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any Officer or Director of this Corporation pursuant to Article 9 hereof, unless such indemnification has already been approved pursuant to Section 10.1.

Article 10. Indemnification of Directors and Offices

Section 10.1: Right to Indemnification

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the

proceeding. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 10.2: Insurance

This Corporation shall have the power and may use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of this Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under Section 9.1 of these Bylaws; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of this Corporation for any self-dealing transaction described in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Article 11. Contracts and Loans with Directors and Officers

Section 11.1: Contracts with Directors and Officers

- (a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that this Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for

its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into; and (v) the contract or loan is allowed by the terms and conditions of our grants and contracts.

- (b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of this Corporation if it (i) is approved or authorized by this Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 11.2: Loans to Directors and Officers

This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that this Corporation may advance money to a Director or Officer of this Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by this Corporation.

Article 12. Miscellaneous Provisions

Section 12.1: Fiscal Year

The fiscal year of the Corporation shall correspond to the fiscal year of the United States Government.

Section 12.2: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular member includes the plural, and the plural number includes the singular.

Article 13 Articles of Incorporation and Bylaws

Section 13.1: Effective Date

These Bylaws and the Articles of Incorporation shall become effective immediately upon their adoption unless the Board of Directors in adopting them designates a later date for them to become effective.

Section 13.2: Amendments

Bylaws may be adopted, amended, repealed by the vote of two-thirds (2/3) of the Directors then in office.

Article 14. Lawsuits

Section 14.1: Authority to Initiate Lawsuits

(a) The Agency may initiate or participate in lawsuits pursuant to the statutes identified in Section 1.1 and other grants and contracts, and such policy as may be adopted by the Board.

Section 14.2: Notice Provisions

The Board of Directors shall be notified of all actions, which are funded or otherwise supported by the Agency, which meet any of the following criteria:

- (1) Are filed in or appealed to any Court of Appeal or the Supreme Court of the State of California;
- (2) Are filed in or appealed to any Federal District Court, Court of Appeal, or the Supreme Court of the United States;
- (3) Are filed or certified as class actions, whether plaintiffs or defendants;
- (4) Any other suits or proceedings about which the Board of Directors requests information.

Certificate of Secretary

I, the undersigned, the duly elected Secretary of Disability Rights California, a California nonprofit public benefit corporation (the "Corporation"), do hereby certify:

That the foregoing Bylaws consisting of sixteen (16) pages (not including this page) were adopted as the Amended and Restated Bylaws of this Corporation by the Directors of this Corporation on September 19, 2015 and do now constitute the Amended and Restated Bylaws of this Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of September, 2015.

/S/ Judy Mark

Judy Mark, Secretary