

Bylaws
Of
Deaf and Hard of Hearing Service Center,
A California Non-Profit Public Benefit Corporation

2023



FRESNO HEADQUARTERS
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ARTICLE I: PURPOSES

Deaf and Hard of Hearing Center (the “Corporation”) is a non-profit, public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit, Public Benefit Corporation Law for public purposes. The public purposes of Deaf and Hard of Hearing (D/HOH) Service Center include advocating, seeking equality, and promoting self-determination through empowerment for those in our community, and to enhance the awareness and understanding of Deaf Culture and the unique communication needs of deaf and hard of hearing individuals. The Corporation is authorized to do all things reasonable, necessary, suitable, proper, convenient, or incidental to these purposes.

ARTICLE II: OFFICES

Section 2.01. Principal Office. The principal office of the Corporation for its transaction of business is 5340 N. Fresno Street, Fresno, California 93710.

Section 2.02. Change of Address. The Board of Directors is granted full power and authority to change the principal office of the corporation from one location to another in the Counties of Kings, Madera, Tulare, Fresno, Kern, Merced, Mariposa, Monterey, or San Benito Counties, California.

Section 2.03. Location for Conducting Business. The Board and any Board committee may conduct its business at any location within Tulare, Kings, Fresno, Merced, Madera, Mariposa, Monterey, and San Benito Counties.

ARTICLE III: MEMBERS

Section 3.01. Members Prohibited. The Corporation shall not have any members.

Section 3.02. Effective Prohibition. Any act which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE IV: DIRECTORS

Section 4.01. Number of Directors. The Corporation shall have between five (5) and eleven (11) Directors, who shall collectively be known as the Board of Directors (“Board”). At least 51 percent of the Board will consist of persons who are deaf or hard of hearing. The Board

is authorized to conduct business even if the authorized number of Directors falls below eleven (11), or if the percentage of Directors who are deaf or hard of hearing drops below 51 percent, provided the Board continues to seek out qualified Directors.

Section 4.02. Qualifications of Directors. Each Director and each applicant for a Director position shall: (1) Have a commitment to the deaf and hard of hearing community and to the purposes set forth in Article I of these Bylaws; and (2) devote the necessary time to the position which includes attending Board meetings and serving on a Board committee. The Board may actively seek potential Directors from all counties identified in Section 2.03.

Section 4.03. Term of Office. Each Director shall hold office for a term of three years from the date of appointment, or until a successor is appointed. A Director may continue for two (2) consecutive 3-year terms. Except as otherwise provided, the maximum number of years a Director may serve is two full terms, or in other words, six years. A Director who has served six years must remain off the board for a period of at least one full year before becoming eligible to serve on the Board again. If a Director is re-appointed after a one-year absence, the Director will be eligible to serve up to two 3-year terms if elected.

Section 4.04. Vacancies. Any Director can nominate candidates for Director positions. Vacancies on the Board may be filled by a majority vote of remaining Directors, even if less than a quorum, or by a sole remaining Director. A vacancy on the Board shall be deemed to exist in the event of death, incapacity, resignation, or removal of a Director if there are less than the minimum number of Directors, or if Board votes to increase the number of Directors.

Section 4.05. Authority of the Board. Subject to the Articles of Incorporation, these Bylaws and the California Corporations Code, all corporate powers, including directing the business affairs of the Corporation, shall be exercised by or under the authority of, and shall be controlled by, the Board. The Board shall expressly have the following powers:

- a. To conduct, manage and control corporate affairs and business and to establish rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws, as the Board may deem best.
- b. To select and remove corporate agents, representatives, committee members, or Directors, and prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, and these Bylaws.
- c. To appoint, evaluate, discipline, or remove the Executive Director.

- d. To approve an annual operating budget and capital expenditure budget, to borrow money and incur indebtedness, and to cause to be executed and delivered promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.
- e. To purchase, lease, sell or rent real or personal property or to enter into other contracts regarding goods and services.
- f. To select or designate banking institutions as the Board deems advisable for the deposit of funds, the use of checking or other accounts or for other financial affairs.
- g. To determine the methods of compliance for funding and any other requirement.
- h. To change the principal office for the transaction of the business from one location to another; to fix and locate one or more outreach offices; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in the Board's judgment it may deem best, provided such seal shall at all times comply with the provisions of law;
- i. To create committees and to delegate to these committees those powers and authority of the Board in the Corporation's management, business, and affairs, except the delegation of the power to adopt, amend or repeal Bylaws or Articles; and
- j. To approve any action that, under the California Corporations Code, would require the approval by a majority of statutory members or approval by statutory members.

Section 4.06. Quorum. A majority of the number of positions filled on the Board, whether or not the minimum number of Directors has been appointed, constitutes a quorum of the Board for the transaction of business.

Section 4.07. Transactions of the Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of a Director, if any action taken shall be approved by at least a majority of the required quorum for the meeting, or such greater number as is required by law, the Articles, or these Bylaws.

Section 4.08. Compensation. Directors shall serve without compensation, except for actual expenses incurred in connection with corporate affairs, as approved by the Executive Committee.

Section 4.09. Removal of Directors. Any Director may be removed with or without cause if removal is approved by a majority of Directors, then in office.

Section 4.10. Declaring a Board Office Vacant. The Board may vote to declare vacant the office of a Director who has failed to attend 75 percent of Board meetings within a fiscal year or if the Director fails to attend the annual Election Meeting.

Section 4.11. Resignation of Directors. Any Director may resign effective on giving written notice to the President unless the notice specifies a later effective date of the resignation. Except upon notice to the Attorney General, a Director shall not resign if the Corporation is left without a duly elected Director or Directors in charge of its affairs.

Section 4.12. Advisors to the Board. The Executive Director may serve as an Advisor to the Board. The Board may, in its discretion, appoint additional Advisors to the Board or advisors to committees. As Advisors to the Board, these individuals are expected and encouraged to attend Board and committee meetings, and to fully participate, providing their input on all issues that come before the Board. Advisors are not Directors and do not have any of the rights, privileges, powers, or obligations of a Director. Advisors to the Board may be included during any discussions on sensitive or confidential matters discussed by the Board to assist in discussions between the Corporation and its legal counsel.

ARTICLE V: OFFICERS

Section 5.01. Election of Board Positions. The Directors shall elect from their number a President, Vice-President, Secretary and Treasurer when term expires at the annual

Election meeting to be held at last Board meeting of the year. Each officer elected shall hold the position on two year terms. No person may hold the same position for more than two (2) terms. When a Board office becomes vacant for any reason, the Board may hold a special election at any regular, special, or emergency Board meeting to fill the vacant office until the next annual Election meeting.

Section 5.02. Duties of the President. The President shall have the powers and perform the duties generally incident to the position, including but not limited to: (1) If present, preside at all meetings of the Board and exercise; and (2) perform such other powers and duties as may be from time to time assigned by the Board or prescribed by these Bylaws.

Section 5.03. Duties of the Vice-President. The Vice-President shall have the powers and perform the duties generally incident to the position, including but not limited to: (1) In the absence of the President of the Board, or in the event of his/her inability or refusal to act, shall perform all the duties of the President; (2) when so acting shall have all the powers of, and be subject to all the restrictions on, the President of the Board; and (3) such other powers and perform such other duties as may be prescribed by law, or as may be prescribed by the Board.

Section 5.04. Duties of the Secretary. The Secretary shall have the powers and perform the duties generally incident to the position, including but not limited to: (1) Record or cause to be recorded, and shall keep or cause to be kept, a book of minutes or actions taken at all meetings of the Board and its committees, with the time and place of holding, whether regular, special or emergency, (and if special or emergency, how authorized), the notice given, the names of Directors present, and the proceedings; (2) give, or cause to be given, notice of all the meetings of the Board of Directors; (3) keep the seal of the corporation, if one be adopted, in safe custody; (4) have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws; and (5) keep, or cause to be kept, at the Corporation's principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 5.05. Duties of the Board Treasurer. The Treasurer shall have the powers and perform the duties generally incident to the office, including but not limited to: (1) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and retained earnings, available at all reasonable times be open to inspection by any Director; (2) disburse the funds of the Corporation as may be ordered by the Board; (2) render to the Directors, whenever they request it, an account of all of his transactions as Board Financial Officer; and (3) have such

other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

ARTICLE VI: MEETINGS

Section 6.01. Annual Election Meeting. The annual meeting of the Board shall be held during the last quarter of the calendar year, at a time and place to be designated by the Board, for the purpose of election of Officers, and the transaction of other business. The Annual Election Meeting will constitute one of the Regular Meetings of the Board.

Section 6.02. Regular Meetings. There shall be a minimum of four Board meetings each year. Regular meetings of the Board may be called by the President, Vice-President, Secretary, or any two Directors. All meetings of the Board shall be held preferably during each calendar quarter of each year, with the Annual Election Meeting taking place in the last quarter of the calendar year, at a time and place to be designated by the Board. At least one regular meeting will be held in conjunction with a community meeting. Notice of the community meeting will be held on a Saturday at a location within the counties identified in Section 6.03. At least 30-days' notice will be given for the community meeting to allow participation from community members and others within the Corporation's service area to participate. The community meeting will be, to the extent feasible, broadcast electronically and permit for simultaneous aural communications among all participants.

Section 6.03. Special Meetings. A special meeting is a Board meeting whose time and/or place has not been calendared as a regular meeting. Special meetings of the Board may be called by the President, Vice-President, Secretary or any two Directors.

Section 6.04. Emergency Meetings. Notwithstanding any other provision in these Bylaws to the contrary, the President or any two members of the Board may call an emergency meeting to discuss, manage and conduct the ordinary business affairs of the corporation during an emergency. An emergency consists of a natural catastrophe, an attack on the state or nation, or on receipt of a warning that an attack is probable or imminent, an act of terrorism or other manmade disaster, or an emergency proclamation by a governor or the President.

Section 6.05. Notice. Any regular meeting, including the Annual Election meeting shall be held with notice if the time and place are fixed by the Board.

Special meetings will be held upon four days' notice given via first-class mail, or 48 hours'

notice delivered personally or by telephone, including a voice messaging system, or by electronic transmission. Written notice will also be provided to the public in a way the Board deems to apprise the public of the meetings. Written notice may be dispensed with as to any Director who at or before the meeting convenes files with the Secretary of the Board a written waiver of notice. The waiver may be given by facsimile, e-mail, or other electronic means. Written notice may also be dispensed with as to any Director who is present at the meeting at the time it convenes.

The best notice practicable shall be provided for an Emergency meeting.

Section 6.06. Conduct of Meetings. The President, or in the President's absence, the Vice-President, or in the event that neither the President nor the Vice-President are present, any Director selected by the Directors present shall preside at meetings of the Board. The Secretary, or in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone, electronic or video transmission, but only if each Director participating can communicate with all other Directors concurrently and each Director is provided the means of participating in all matters before the Board. Participation shall constitute attendance at the meeting.

Section 6.07. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.08. 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 such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE VII: COMMITTEES

Section 7.01. Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The Executive Committee shall have the authority to conduct the direction of the Board on behalf of the Corporation. Except in the event of an emergency, as described in these Bylaws and in the California Corporations Code, the Executive Committee does not have authority to make decisions on behalf of the Board. Rather, the Executive Committee executes the decisions of the Board.

The Executive Committee may invite the Executive Director or others to Executive Committee meetings.

The Board may delegate to the Executive Committee any of the powers and authority to execute the decisions of the Board. The delegation of authority may not include: (1) The approval of any action which requires Board approval; (2) the filling of vacancies on the Board or on any committee; (3) the fixing of compensation of Directors; (4) the amendment or repeal of Bylaws or the adoption of new Bylaws; (5) the amendment or repeal of any Board resolution; (6) the appointment of committees of the Board or their members; (7) the expenditure of corporate funds to support a nominee for Director; or (8) the approval of any self-dealing transaction except as provided in Corp. Code § 5233(d)(3).

The Executive Committee shall keep regular minutes of its proceedings and report to the Board from time to time as the Board may require.

On behalf of the Board of Directors, the Executive Committee shall be responsible for reviewing and recommending action with respect to the job performance of the Executive Director.

Section 7.02. Other Committees. The Board shall create and dissolve standing and ad hoc committees, as necessary. The President, subject to the approval of the Board of Directors, shall appoint the chairperson of each such committee, and the Committee Chair(s) shall appoint committee members. Any committee may, by consent or by majority vote of members present and voting, conduct research, engage in analysis, and recommend action to the Board. Committee members will serve on ad hoc committees for the anticipated duration of the committee. The Board may add or remove committee members, or fill vacancies on committees, at its discretion. Each committee shall develop written reports of its proceedings and present same to the Board. In lieu of written report a sign language/verbal report may be presented for documentation in the minutes of regular meetings.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 8.01. Appointment. The Board shall select and employ a competent and experienced manager who shall be designated as Executive Director (“ED”) and who shall be its direct executive representative in the management of the Corporation. The ED shall, subject to the Control of the Board, have general supervision, direction and control of the Corporation’s business affairs, finances, and operations. The ED shall be an Advisor to the Board and will serve on all Board committees. The ED shall have the general powers and duties of management usually vested in the office of an Executive Director of a corporation and shall have such other powers and duties as may be prescribed by the Board, the Bylaws, and any job description.

ARTICLE IX: ADVISORY COUNCIL

Section 9.01. Advisory Council. A Deaf Services Advisory Council (“DSAC”) shall be established consisting of eight (8) to sixteen (16) members. There will be a maximum of four members from each of the geographical areas served by the Corporation.

Section 9.02. Purpose and Function. The purpose of DSAC will be to serve as a link between the members of our D/HOH community and the Corporation’s staff and Board. DSAC members should work together for the common good of its members and the Corporation.

DSAC may make recommendations to DHHSC by communicating with the Project Director in writing (electronically or in hard copy) regarding services provided to, or which may be provided to, the D/HOH community. During its meetings, the Board will review and consider the recommendations made by the DSAC.

Council meetings should be held a minimum of four times per year via videophone conferencing or in person, with accommodation also made for D/HOH and hearing participants. Meetings will be facilitated by the Project Director or other appropriate staff as assigned.

Section 9.03. Duties of Council Members. Council members are expected to:

- a. Attend at least fifty percent of council meetings in the fiscal year.
- b. Attend area committee meetings.
- c. Attend informal event planning meetings.
- d. Advise DHHSC staff about current trends and needs in the community for D/HOH individuals, primarily through monthly written reports to the Corporation’s Operations Director.
- e. Assist the Corporation in community education events and fundraising on voluntary

basis.

- f. Inform D/HOH individuals in the community about the Corporation's programs and services.
- g. Collaborate in a constructive manner with the Corporation's staff and Board.
- h. Update any changes in DSAC membership contact information immediately and send it to the Corporation's Project Director.
- i. Participate in at least four (4) Deaf Community events each fiscal year held by the Corporation.
- j. Develop the schedule of regular meetings for the year in coordination with the Corporation's staff who facilitate the meetings.

Section 9.04. Council Qualifications. Individuals who wish to serve on the DSAC must be: (1) Residents within the service area of the Corporation; (2) interested in the service goals of the Corporation; (3) be involved in the deaf community; (4) be available to attend meetings.

Section 9.05. Selection and Term of Office. A meeting will be held, in each of DHHSC's locations, every even-numbered year to elect DSAC members and have an open forum for current issues related to the service area. All members of the D/HOH who reside within the County of the service area are entitled to vote.

Council members will be elected to serve a three-year term. A Council member may serve no more than two consecutive terms, and then must remain off the Council for at least one year before seeking election for another term.

Persons interested in seeking election to the Council must submit a letter of interest to the Project Director and attend the election meeting to be voted into the DSAC by a majority vote. In the event of a vacancy, DSAC can appoint a person to fill that vacancy until the end of the term. If the person appointed is elected for a subsequent term, that person cannot seek another term until the person has remained off the Council for one full year.

Section 9.06. Removal from the Council. The Board retains full discretion to remove a member of the Council for any reason at any time.

ARTICLE X: RECORDS AND REPORTS

Section 10.01. Inspection of Corporate Records. Every Director shall have absolute right at any reasonable time to inspect all the books, records, and documents of every kind and to inspect the physical properties of the Corporation. A director's inspection may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 10.02. Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board and any committees of the Board shall be kept at the Corporation's principal office.

Section 10.03. Financial Audit. The Corporation will conduct financial audits as required by law. Audited financial statements shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate.

ARTICLE XI: INDEMNIFICATION

Section 11.01. Indemnification. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article of the Bylaws in defending any proceeding 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 amounts will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The 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, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, officer, or agent of the Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code § 5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors in office at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

This indemnification provided 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 11.02. Insurance. The Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, officer, or agent of the 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 the Corporation would have the power to indemnify the agent against such liability under any provision of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, officer, or agent of the corporation for any self-dealing transaction, as described in Corporations Code § 5233.

ARTICLE XII: CONFLICTS OF INTEREST

Section 12.01. Disqualifying Financial Interest. Any member of the Board must obtain Board approval pursuant to Section 11.2 or Section 11.3 and disqualify himself or herself from making, participating in the making of, or attempting to influence any decisions of the Board or a committee of the Board if it is reasonably foreseeable that the decision is one in which the Director has a material financial interest.

Section 12.02. Prior Board Approval. The Board may approve a proposed transaction in which a Director or Directors may have a material financial interest if after reasonable investigation and prior to consummating the transaction or any part thereof, with knowledge of the material facts concerning the transaction and the Director or Directors' interest in the transaction, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- a. The proposed transaction is for the Corporation's own benefit.
- b. The proposed transaction is fair and reasonable as to the Corporation; and
- c. The Corporation cannot obtain a more advantageous arrangement with reasonable efforts under the circumstances.

Section 12.03. Board Ratification. The Board may ratify a transaction entered into between the Corporation and a Director or Directors in which the Director or Directors had a material financial interest only if the Board complies with the conditions imposed by the relevant provisions of the California Corporations Code.

Section 12.04. Disqualifying Non-Financial Interest. Any member of the Board must likewise disqualify himself or herself when there exists a personal non-financial interest that will prevent the member from applying disinterested skill and undivided loyalty to the Corporation in making or participating in the making of decisions.

Section 12.05. Procedure of Disqualification. A Director required to disqualify himself or herself pursuant to Sections 11.1 or 11.4, and shall (1) immediately disclose the interest, (2) withdraw from any participation in the matter, (3) refrain from attempting to influence any other Director, and (4) refrain from voting. The Director may be counted in determining whether a quorum is present.

Section 12.06. Notice of Income from Vendors. Any Director who derives income from vendors, contractors or subcontractors of the Corporation must disclose that fact prior to the Board discussing or voting on any issue related to that vendor, contractor, or subcontractor. The Director must also recuse himself/herself from any discussion and decision related to that vendor, contractor, or subcontractor.

Section 12.07. No Invalidation of Action. No action or decision of the Board or committee of the Board shall be invalid, void, or voidable because of the participation by a Director or Directors in violation of this Article provided the showing is made and the Board approves as set forth in Section 11.2.

ARTICLE XIII: AMENDMENT OF BYLAWS

Section 13.01. Amendment. These Bylaws may be amended or repealed in their entirety and/or new Bylaws adopted by the majority vote of Directors then in office.

ARTICLE XIV: FISCAL YEAR

Section 14.01. Fiscal Year. The corporation's fiscal year shall begin each July 1 and end the following June 30.

Executed at DHHSC Headquarter

Date: September 3, 2024

Board President: 