

**AMENDED AND RESTATED BYLAWS
OF
ANTHESIS SERVICES, A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

Article I: Name of the Organization

The name of this corporation shall be Anthesis Services, A California Nonprofit Public Benefit Corporation (the “Corporation” or “Association”).

Article II: Purpose

The purpose of this Corporation is (a) to operate a vocational rehabilitation agency; (b) to develop programs of service on behalf of intellectually and developmentally disabled people; and (c) to develop a better understanding of the problems of individuals with disabilities.

Article III: Membership and Dues

Section 1: Any adult person, family group, business, or community supporter having an interest in the Corporation, and willing to support the purpose and goals of the Corporation shall be eligible for membership.

Section 2: The membership shall consist of five categories:

A. Consumer Families. Consumer families shall pay a recommended annual dues as approved by the Board of Directors each year. Consumer families are defined as those having a family member who is currently enrolled as a program participant at the Corporation on a regular basis. Should a consumer family be unable to pay the recommended dues, they are permitted to pay whatever they can afford. Each consumer family unit will have one (1) vote exercised by a designated representative. However, other family members may attend any open meeting of the Association, serve on special committees, and assist with Association activities.

B. Community Supporters. Community supporters shall pay a recommended annual dues as approved by the Board of Directors each year. Each dues paying community supporter is entitled to one (1) vote.

C. Service Clubs. Service clubs shall pay a recommended annual dues as approved by the Board of Directors each year. Each dues paying organization shall be entitled to one (1) vote exercised by a designated representative. However, other club members may attend any open meeting of the Association, serve on special committees, and assist with Association activities.

D. Business Members. Business Members shall pay a recommended annual dues as approved by the Board of Directors each year. Each dues paying business shall be entitled to one (1) vote exercised by a designated representative. However, other members of the business may attend any open meeting of the Association, serve on special committees, and assist with Association activities.

E. Honorary Membership. Honorary members shall be exempt from paying dues and shall be entitled to one (1) vote. Honorary memberships are awarded at the discretion of the Board of Directors to individuals who have distinguished themselves in public service that has, in some manner, enhanced the mission and purpose of the Corporation and/or individuals with disabilities residing in the Pomona Valley/Inland Empire area.

Section 3: Payment of Dues. Initial membership dues are due and payable upon enrollment. Dues are not prorated. Renewal membership statements shall be mailed annually during the 4th quarter of each year and shall be considered delinquent if unpaid prior to the convening of the annual meeting. If dues are delinquent, the right to vote shall be forfeited, and membership shall lapse.

Section 4: Eligibility to Vote. Members in good standing are defined as those whose dues are paid or designated as an honorary member by the Board. Only members in good standing shall be eligible to vote at Association meetings. However, no person may have the right to vote as a member under more than one membership category at any given time. All votes must be cast in person and no proxies will be permitted.

Section 5: Staff members are defined as those persons who are current employees of the Corporation. Staff members shall be entitled to attend, without a vote, any open Association meeting for the duration of their employment. Due to the potential for direct or indirect conflicts of interest, staff members are not eligible to serve on the Board of Directors.

Section 6: Membership may not be transferred.

Section 7: Any Member whose actions are prejudicial to the interest of the Association or of the disabled may be expelled upon a two-thirds (2/3) majority vote by the Board of Directors but not until written notice of 10 days of intention to expel has been delivered to said Member and he/she is given an opportunity to be heard before the Board of Directors before final action is taken.

Section 8: Membership lists shall not be published or made available to any business enterprise or to any individual outside of Association membership except where, in the opinion of the Board of Directors, provision of such list in confidential status to some legitimate, responsible public or private agency will be in the best interest of the members and will constructively serve the purpose of the Association.

Section 9: No member shall make representation to any public official or body or speak or act publicly in the name of the Association without prior approval by the President of the Board.

Section 10: Meetings of the Membership

a. A minimum of one General Meeting of the members shall be held each year; such meeting shall be held during the fourth (4th) week of January each year.

b. Annual, Regular and Special Meetings may be called with ten (10) days' written notice. The notice for any special meeting must state the purpose of such meeting.

c. A quorum of any meeting of the members shall consist of ten (10) members in good standing, present in person. Matters which are not properly noticed may not be voted upon by the members in actual attendance, unless more than one-third (1/3) of the voting power of the membership is present.

Article IV: Board of Directors

Section 1: Meetings of the Board of Directors

a. The Board of Directors, each of whom must be a member in good standing of the Association, shall have a regular meeting at least every other month unless any such meeting is omitted by majority vote of the Board.

b. Special meetings of the Board may be called by the President or by the Secretary upon the written request of three (3) Board Members. Notice of a Special Meeting shall be given at least 48 hours before such meeting.

c. The Board of Directors shall consist of a minimum of eleven (11) directors to a maximum of twenty-one (21) directors. A quorum shall consist of a majority of directors then holding such office. 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, unless the Articles of Incorporation, these Bylaws or the Nonprofit Corporation Law specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

d. Subject to the limitations stated in the Articles of Incorporation, these Bylaws and California Nonprofit Corporation Law, and subject to the duties of directors as prescribed by the Nonprofit Corporation Law, the Board of Directors shall be responsible for the conduct of the business of the Association and shall exercise all powers inherent in the Association except those expressly reserved to membership.

e. If a Director misses three (3) consecutive Regular Meetings, the Director may be removed from the Board by Board action at the next meeting unless that Director can demonstrate extenuating circumstances and a desire to continue service which satisfies the full Board of Directors. Any Director who misses three (3) regular meetings in any twelve (12) month period may also be removed by action of the Board of Directors.

f. All vacancies of the Board and its Officers occurring between annual meetings may be filled by the Board, at its discretion.

Section 2: Term of Office for Board Directors

- a. Directors shall be elected at the Annual Association General Meeting in January each year and shall serve for a term of three (3) years following their election or until the qualification of their successors.
- b. Directors are eligible to serve for two (2) consecutive terms but not for a third term until at least one (1) year has intervened, with the following exception: Completion of a term of a former Director shall not prevent nomination to two (2) subsequent, full consecutive terms.
- c. In the event that a Director is needed to fill the office of President, Vice President and/or Immediate Past President due to lack of another candidate and is willing to hold such office, the (1) year intervention between terms can be suspended until the completion of their appointment as an officer. The Director must take their intervention year upon completing the officer duty. Approval of this exception can be made by the Board.

Section 3: Conflict of Interest for Board Directors

- a. Any duality of interest or possible conflict of interest on the part of any governing Board Director shall be disclosed to the other Members of the Board of Directors and made a matter of record either through an annual procedure or when the interest becomes a matter of Board action.
- b. Any governing Board Director having duality of interest or possible conflict of interest on any matter shall not vote or use their personal influence on the matter and should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.
- c. The foregoing requirement should not be construed as preventing the governing Board Director from briefly stating his/her position in the matter nor from answering pertinent questions of other Board Members, since his/her knowledge may be of great assistance.

Section 4: Standards of Care

A Board Director shall perform the duties of a Board Director, including duties as a member of any committee, in good faith, in the manner the Board Director believes to be in the best interest of the Association, and with such care, including reasonable inquiry, as a prudent person in a like situation would use under similar circumstances. The Board Director is entitled to rely on the information, reports or statements prepared by officers or employees of the Corporation or other independent experts on matters within such expert's area of competence or upon Board committees which a Board Director believes to merit confidence where a reasonable inquiry would cause such reliance to be warranted.

Section 5: Inspection Rights

Every director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Article V: Officers

Section 1: Term

The Officers of the Association shall include the President, Vice President, Secretary, Treasurer and Immediate Past President. The Officers of the Association shall be elected by the Board of Directors from among the directors during the Annual Association General Meeting in January each year and shall serve at the pleasure of the Board of Directors for a term of one (1) year following their election or until qualification of their successor(s). Other officers, as determined by the Board of Directors, may be elected by the Board to handle such duties as the Board may determine. Such other officers, who shall also serve at the pleasure of the Board of Directors, need not be chosen from among the directors. Officers may serve two (2) consecutive one (1) year terms in each elected office. Exceptions to this may be approved by the Board of Directors.

Section 2: Duties

- a. The President shall preside at all Meetings of the Association and of the Board of Directors. The President shall appoint the Chairpersons of all Committees with the approval of the Board and, with the exception of the Board Development Committee, directly or indirectly supervise their work. The President may appoint Special Committees as required. The President shall act as the Executive Officer of the Association and, in general, perform the duties usually associated with the Office of the President. The President shall present an Annual Report to the Membership immediately following the close of the fiscal year.
- b. The Vice President shall succeed to the presidency in the case of vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall undertake such other responsibilities as the President may assign subject to action taken by the Board.
- c. The Secretary shall handle the correspondence of the Board and maintain a record of proceedings at all meetings of the Membership and the Board of Directors.
- d. The Treasurer, who shall be the Chief Financial Officer, shall review and oversee all revenues of the Association.
- e. The Immediate Past President, shall act in an advisory capacity to ensure a smooth transition for the new officers each year.

f. One person may hold two or more offices; provided, however, that neither the Treasurer nor Secretary shall serve concurrently as President.

Section 3: Elections

a. The Board Development Committee shall prepare a slate of candidates for election of Board Officers and Directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations at the Board Meeting prior to the Annual Association Meeting.

b. Board Officers shall be elected at the Annual Association General Meeting in January each year and shall take office immediately following their election.

c. Nominations shall be permitted from the floor. All nominees, whether nominated by the Committee or from the floor, shall be Association Members in good standing who have given consent to their nomination.

d. All Officer vacancies in the elective positions shall be filled for the unexpired term by the Board of Directors from among the remaining Directors.

Article VI : Committees

Section 1: Standing Committees

The following Standing Committees shall be appointed:

a. **Executive Committee.** The officers listed in Article V, Section 1, shall constitute the Executive Committee which may act for the Board of Directors between Board Meetings. In addition, the immediate past president shall be an active, voting member of the Executive Committee unless the past president is no longer an official member of the Board of Directors in which case the position of past president shall be vacant. A full written account of the actions by the Executive Committee shall be presented at the next meeting of the Board for its approval. The Executive Committee shall also act as the Personnel Committee of the Board of Directors. The Executive Committee shall also review and evaluate programmatic issues. The executive committee, subject to any limitations imposed by the Nonprofit Corporation Law, or imposed by the Articles, by these Bylaws or the Board of Directors shall have and may exercise all of the powers of the Board of Directors which are delegated to the executive committee from time to time by the Board of Directors; provided, however, that the executive committee shall have no authority with respect to:

1. The filling of vacancies on the Board of Directors or on any committee;
2. The fixing of compensation of the directors for serving on the Board of Directors or on any committee;
3. The amendment or repeal of the Bylaws or the adoption of new Bylaws;

4. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
5. The appointment of committees of the Board of Directors or the members thereof;
6. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
7. The approval of any self-dealing transaction within the meaning of Section 5233 of the Nonprofit Corporation Law (except as otherwise permitted by subdivision d thereof).

b. **Finance Committee.** The Finance Committee shall oversee preparation and presentation of the annual budget; monitor and track financial performance of the organization; report financial position to the Board of Directors at each regularly scheduled Board Meeting; and address other issues related to the financial solvency of the organization.

c. **Audit Committee.** For any tax year in which the Corporation has gross revenues of \$2,000,000 or more, excluding grant and contract income from any governmental entity for which the entity requires an accounting, the Corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) the Audit Committee may not include any members of the staff, including the president or chief executive officer, treasurer or chief financial officer; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (d) members of the Audit Committee shall not receive compensation greater than the compensation paid to directors for their board service; and (e) members of the Audit Committee shall not have a material financial interest in any entity doing business with the Corporation.

The Audit Committee shall: (a) recommend to the Board of Directors the retention and termination of the Corporation's independent public accountant to serve as auditor; (b) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the Corporation are in order; (c) review and determine whether to accept the audit; and (d) shall approve performance of any non-audit services by the auditing firm. The Audit Committee may also negotiate the compensation of the auditor on behalf of the Board of Directors.

d. **Board Development Committee.** The Board Development Committee shall be appointed by the President with the consent of the Board. The Chairman of such Committee shall be a Member of the Board of Directors. Two (2) other Members of the Nominating Committee shall be Members of the Board of Directors, two (2) Members shall be Members of the Association who are not Board Directors including but not limited to parents, relatives or guardians of members of the Corporation who are not Board Directors. The Board Development Committee shall obtain nominees for membership in the Association, membership on the Board, and for various Board offices. Additionally the Board Development Committee shall work to retain current Board members and to strategize and research training opportunities and education for

the Board.

e. **Other Committees.** Other committees, as determined by the Board of Directors, may be appointed by the Board President for such purposes as the Board may determine. Only committees comprised solely of Board members can have the authority to take Board-level action. Committees with non-Board members should only be making recommendations for Board action.

Section 3: Term of Office

The term of office for all Committee Members shall expire in January at the Annual Association General Meeting, each year.

Article VII: Records and Reports

Section 1: Records

The Association shall maintain accurate minutes of the proceedings of its Members, Board and Committees of the Board. The Association shall also keep a record of its Members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 2: Annual Report

An Annual Report shall be furnished to all Board Directors and Members no later than one hundred twenty (120) days after the close of the Association's Fiscal year.

Section 3: Inspection

Copies of Articles of Incorporation and Bylaws shall be kept at the Corporation's office for inspection by members during normal business hours.

Article VIII: Fiscal Year

Section 1.

The Fiscal Year shall begin on January 1 and shall end on December 31.

Section 2.

An annual audit of the Corporation's financial records shall be conducted by an independent auditor.

Article IX: Indemnification of Directors and Officers

Section 1:

A. For the purposes of this Section 1, "agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 1D or Section 1E(2).

B. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

C. In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors that the agent has met the standards of conduct prescribed by law, such body shall meet and shall reach a determination on the issue within a reasonable period of time after request for such body to meet is received by the Corporation from the agent.

D. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 1B or Section 1C above, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

E. Except as provided in Section 1D above, any indemnification under this Section 1 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 1B or Section 1C, above, by:

(1) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(2) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other

person is opposed by the Corporation.

F. No indemnification or advance shall be made under this Section 1, except as provided in Section 1D or Section 1E(2) above, in any circumstance where it appears that:

(1) It would be inconsistent with a provision of the Articles, the Bylaws or an agreement in effect at the time of the occurrence of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 2: Advancing Expenses

The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 1 of this Article IX prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 1 of this Article IX.

Section 3: Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

Article X: Amendments

These By-Laws may be amended upon a two-thirds (2/3) majority vote of the Association Membership in attendance following a three (3) week written notice of any proposed amendment(s) and notice of a meeting at which a vote will be taken on said amendment(s).