

SOUTH CENTRAL LOS ANGELES REGIONAL CENTER

BY LAWS Of  
The Vendor Advisory Committee

2008

650 WEST ADAMS, LOS ANGELES CA 90007

BY-LAWS

OF THE

**VENDOR ADVISORY COMMITTEE OF THE**

**BOARD OF DIRECTORS**

**OF SOUTH CENTRAL LOS ANGELES REGIONAL CENTER**

**FOR *PERSONS WITH DEVELOPMENTAL DISABILITIES*, INC.**

## ARTICLE I

### PURPOSE

The Vendor Advisory Committee (VAC) (hereinafter Committee) of South Central Los Angeles Regional Center was formed, as a result of legislation, for the purpose of providing advice, guidance, recommendations and technical assistance from vendors to the South Central Regional Center Board of Directors in order to assist the Regional Center in carrying out its mandated functions.

The legislation came about as a result of a belief within the vendor community that there were issues of concern to people with Developmental Disabilities that vendors could address due to their special relationship with people with Developmental Disabilities.

## ARTICLE II

### OFFICES

The principal office for the transaction of the business of the Vendor Advisory Committee of South Central Los Angeles Regional Center shall be in the County of Los Angeles, State of California. The committee may also have an office or offices within or without the

county of Los Angeles, State of California as the Committee may from time to time establish. The primary meeting place will be the administrative offices of South Central Los Angeles Regional Center.

### ARTICLE III

#### MEMBERSHIP

The Committee shall have no less than 11 and no more than 15 members. The Membership Committee will receive recommendations for new members to be approved by the Vendor Advisory Committee. Membership applications should be reviewed in July and August and approved in September. The Vendor Advisory Chairperson may make appropriate changes.

### ARTICLE IV

#### VENDOR COMMITTEES

##### **SECTION 1: POWERS**

Except as otherwise provided, the members shall act as an advisory board to the South Central Los Angeles Regional Center Board of Directors. The members shall elect one member to represent the Committee on the Board of Directors of SCLARC as required by

Sections 4622 and 4626 of W&I Code. Other subcommittees will be appointed as necessary by the Executive Committee.

## **SECTION 2: NUMBER, QUALIFICATION AND ELECTION**

The authorized number of members shall not be less than eleven (11) and not more than fifteen (15) unless changed by the Bylaws. All of the members shall be persons representing various categories of providers from which the Regional Center purchases services.

Members shall be providers vendored by South Central Los Angeles Regional Center. All members shall be the owner of or an individual designated by an owner of a vendored SCLARC business or a non-SCLARC business that provides, in that instance, serves 50 or more SCLARC consumers.

## **SECTION 3: TERM AND ELECTION**

Unless earlier removed by action of the Committee or by resignation, each member shall hold office for a term of two (2) years and until the members' successor is appointed. The Committee shall be classified, so that the terms of office of one-half (1/2) of the authorized number of members shall expire each year and one-half (1/2) of the

authorized members shall be recommended by and approved annually by the Board of Directors. Members may not serve more than two (2) consecutive two-year terms.

#### **SECTION 4: RESIGNATION OR REMOVAL OF MEMBERS**

Any member may resign effective upon giving written notice to the Chairperson, the Secretary, or the Committee, unless the notice specifies a later time for the effectiveness of such resignation. No member may resign if the Committee would be left without a duly elected member in charge of its affairs. A member may be removed at any time by a three-quarters (3/4) vote of the other members then in office at a duly held meeting *at* the Committee with cause. Absence of three (3) meetings annually will constitute resignation from the Committee unless prior approval has been voted on by the Committee. Pre-approved absence by the Chairperson will be acceptable.

#### **SECTION 5: VACANCY**

In the event of any vacancy of the Committee, the VAC will recommend new members and the Board of Directors of South

Central Los Angeles Regional Center for Persons with Developmental Disabilities, Inc. shall approve a replacement.

## ARTICLE V

### MEETINGS OF THE COMMITTEE

#### **SECTION 1 PLACE OF MEETING**

All meetings of the Vendor Advisory Committee shall be for the purpose of organizing the Committee, electing Officers, planning training sessions and transacting of such other business as may come before the meeting. There shall be notice of the annual organization meeting.

#### **SECTION 2 ORGANIZATIONAL MEETING**

In July of each year, the Committee shall meet for the purpose of organizing the Committee, electing Officers and transacting of such other business as may come before the meeting. There shall be notice of the annual organization meeting to all vendors, giving (60) days notice via US mail, email, fax, telephone or personally delivered.

#### **SECTION 3: REGULAR MEETINGS**

Regular meetings of the Committee shall be held on the second Wednesday of each month, at 10:00 a.m., at such time and place as the Committee may fix by resolution from time to time; provided, however, should said day fall upon a legal holiday then said meeting shall be held at the same time and place on the next following Wednesday which is not a legal holiday. No notice of any regular meeting of the committee need be given.

#### **SECTIONS 4: SPECIAL MEETINGS**

Special meetings of the Committee for any purpose may be called at any time by the Chairperson or by any three (3) members.

#### **SECTION 5: NOTICE OF SPECIAL MEETINGS**

Notice of the time and place of special meetings shall be delivered personally or by telephone to each member or sent by first class mail, email or fax, charges prepaid, addressed to each member at that member's address as it is shown on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally by telephone, , fax,



or email it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. The notice must specify the purpose, place, date and time of the meeting.

## **SECTION 6: VALIDATION OF MEETING**

The transactions of the Committee at any meetings, however, called or noticed or whenever held, shall be as valid as though transacted at a meeting duly held after call and notice of a quorum be present and if, either before or after the meeting, each member not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Committee records and made a part of the minutes of the meeting.

## **SECTION 7: QUORUM OF THE COMMITTEE**

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 of the Committee.

**SECTION 8: ACTION BY WRITTEN CONSENT OR CONFERENCE  
TELEPHONE**

(a) Written consent. Any action required or permitted to be taken by the Committee under any provision of law, or the Bylaws may be taken without a meeting if all members shall individually or collectively consent in writing, via email or facsimile 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) Conference Telephone. Members of the Committee may participate in a meeting through use of conference telephone or similar communications equipment, 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: COMMITTEES GENERALLY**

Except as otherwise provided by these Bylaws, the (VAC) Committee may, by resolution or resolutions passed by a majority of the members thereof, appoint executive, standing or social sub-committees for any purpose and, if such sub-committees are comprised solely of members, delegate to such committees any of the powers and authority of the Committee except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law and such sub-committees shall recommend action via the full VAC membership to the Board of Directors of SCLARC for adoption.

The Chairperson of the (VAC) shall appoint the Chairpersons of the sub-Committees. Unless otherwise provided in these Bylaws, 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 sub-committee meetings. No act of a sub-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 report the same to the Board from time to time as the Board may require. Any sub-committee composed of one or more persons, who are not members, may act solely in an advisory capacity to the sub-committee.

## **SECTION 2: EXECUTIVE COMMITTEE**

The Committee may designate an Executive Committee from time to time, composed solely of elected officers. All Executive Committee actions shall be ratified by the Committee at their next regularly scheduled meeting. Between meetings of the Committee, the Executive Committee shall have and exercise the authority of the Committee in the management of the Committee subject to such limitations, imposed by South Central Los Angeles Regional Centers' Board of Directors' Articles of Incorporation, these Bylaws and applicable law.

The Executive Committee shall consist of four (4) duly appointed members of the Committee, as well as the immediate past chairperson of the Committee, if still on the Committee. In the event

that the immediate past chairperson is not on the committee, then the parliamentarian shall serve as a voting member of the Committee.

### **SECTION 3: THE NOMINATING COMMITTEE**

The Nominating Committee shall consist of those members selected by the VAC who shall recommend to the Committee a full slate of candidates for election as Officers of the Committee. Such a slate shall be presented to the Committee no later than sixty (60) days prior to the July organizational meeting of the members. At the July organizational meeting the Committee shall vote on the slate as presented. The vote is non-binding until the Board of Directors has ratified the actual vote. The slate shall also be presented to the *Board*.

### **SECTION 4: BYLAWS COMMITTEE**

The Bylaws Committee shall consist of those members appointed by the VAC. The Committee shall meet from time to time for the purpose of reviewing the Bylaws and recommending to the Committee amendments to the Bylaws.

## **SECTION 5: PROGRAM OR CLIENT SERVICE COMMITTEE**

The Program or Client Service Committee shall ensure program policy, legislative and other areas affecting clients or consumer's rights and services.

## **SECTION 6: LEGISLATIVE COMMITTEE:**

The Legislative Committee shall review, advise and make recommendations on whether the Committee shall support, oppose or take no position on pending state and federal legislation.

## **SECTION 7: QUORUM**

A majority of the members of a sub-committee shall constitute a quorum and any transaction of a sub-committee shall require a majority vote of the quorum present at any meeting. Each member of a committee, including the person presiding at the meeting shall be entitled to one (1) vote.

## **SECTION 8: REMOVAL OF MEMBERS**

The Committee may remove at any time, with or without cause, a member or members of a sub-committee. This action shall require the vote of a majority of the committee then in office.

## ARTICLE VII

### OFFICERS

#### **SECTION 1: OFFICERS**

The officers of the Committee shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and a Parliamentarian. The Parliamentarian is a non-voting member of the Executive Committee unless specified otherwise in Section 2 of Article VI.

#### **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 meeting 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 for such office has been selected.

### **SECTION 3: CHAIRPERSON**

The Chairperson shall have general supervision of the business the Committee, shall preside at all meetings of the Committee and all standing committees, and shall have such other powers and duties usually vested in a Chairperson. The Chairperson shall be the representative of the South Central Los Angeles Regional Center Board of Directors.

### **SECTION 4: VICE CHAIRPERSON**

In the absence or disability of the Chairperson, the Vice Chairperson, shall perform all the duties of the Chairperson and when so acting shall have all of the powers of and be subject to all the restrictions upon the chairperson. The Vice Chairperson shall have such other powers and duties as may be specified by the Committee.



## **SECTION 5: SECRETARY**

The Secretary shall keep or cause to be kept a book of minutes of the meetings of the Committee at the principal office or at such other place as the Committee may order, with the time and place of the holding, whether regular or special, and if special how authorized the notice thereof given, the names of those present at Committee meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the Committee by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Committee or these Bylaws.

## **SECTION 6: TREASURER**

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts whatever small amounts of money is to be processed by the Committee.

## **SECTION 7: PARLIAMENTARIAN**

The Parliamentarian shall provide advice and guidance to the VAC regarding the conduct of its meetings. All meetings shall follow Roberts Rules of Order unless otherwise indicated in the Bylaws.

## ARTICLE VIII

### GENERAL PROVISIONS

#### **SECTION 1: COMPENSATION OF MEMBERS**

The members of the VAC shall serve without compensation.

#### **SECTION 2: MAINTENANCE AND INSPECTION OF COMMITTEE RECORDS**

The Bylaws, records and minutes of the VAC and of any committee(s) of the VAC shall be kept at such place or places designated by the Committee or in the absence of such designation, at the principal executive office of the South Central Los Angeles Regional Center for Persons with Developmental Disabilities, Inc. Such 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 Bylaws of the Committee may be altered, amended or repealed and new Bylaws 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.