



# ASSOCIATION OF REGIONAL CENTER AGENCIES

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## *Bylaws*

### **ARTICLE I - NAME AND PURPOSE**

**SECTION 1.01.** The name of this organization shall be ASSOCIATION OF REGIONAL CENTER AGENCIES hereinafter referred to as ARCA.

**SECTION 1.02.** The mission of the Association of Regional Center Agencies is to represent the autonomous regional centers in supporting and advancing the intent and mandate of the Lanterman Developmental Disabilities Services Act. The Association shall function as a leader and advocate in promoting the continuing entitlement of individuals with developmental disabilities to all services that enable full community inclusion. The Association shall also participate in the development of public and legislative policy and serve as a focal point for communication, education, training and prevention services.

**SECTION 1.03.** ARCA shall serve as primary representative for the Regional Centers in the State of California negotiating the individual rights of each and every Regional Center.

**SECTION 1.04.** ARCA shall coordinate communication between Regional Centers so that information and innovations may be shared and those common systems developed that will advance effective programs.

### **ARTICLE II - OFFICES AND EMPLOYEES**

**SECTION 2.01.** The principal office of ARCA for the coordination of its business shall be located in the City of Sacramento, California. ARCA may, by resolution, change the principal office from one location to another within the State of California.

**SECTION 2.02.** ARCA shall employ staff as determined by the majority of the membership to support the activities of the Association.

**SECTION 2.03.** The Executive Director shall be the Chief Operating Officer, reporting to the President with operating direction provided by the Executive Committee. The Executive Director shall have the authority to make personnel decisions regarding ARCA staff, including changes to staff job descriptions and salaries. The Executive Director will be an ex-officio member of all committees except the Executive Committee. The Executive Director will, subject to the policies and direction of the Association, be the chief spokesperson for ARCA. The Executive Director will provide representation and leadership in working with the state government, constituency and service provider groups.

### **ARTICLE III - MEMBERSHIP, DUES, AND VOTING**

**SECTION 3.01.** ARCA shall consist of member Regional Centers for people with developmental disabilities in California under contract to the State Department of Developmental Services. Each member Regional Center of ARCA shall be represented by two delegates: a member of the Regional Center Governing Board who shall be a member of the Governing Board at the time of appointment and a Regional Center Director.

Both delegates from the Regional Centers shall constitute the ARCA Board of Directors. Both delegates from the Regional Center shall serve as liaisons between the Regional Center and ARCA and should be instructed by the Regional Center to represent its position and to act on its behalf. Each Regional Center shall have one vote on all matters considered by the ARCA Board of Directors.

**SECTION 3.02.** Each Regional Center Governing Board delegate should serve for a minimum of two years and may serve more than two years at the discretion of the Regional Center Governing Board. In advance of an absence by the Regional Center Governing Board delegate, an alternate may be designated by

the Regional Center. Such alternate shall have full voting rights in the absence of the Regional Center Governing Board delegate.

**SECTION 3.03.** The Governing Board Delegates shall be seated by ARCA upon written presentation by her/his respective Governing Board and upon recognition thereof by ARCA.

**SECTION 3.04.** The Governing Board delegates shall constitute the ARCA Board Members Group. The Board Members Group shall elect a chair and a vice-chair from among the Board Members Group. The chair shall be a member of the ARCA Executive Committee. The ARCA Board Members Group will advise ARCA on the development of policy and the conduct of ARCA.

**SECTION 3.05.** Each member Regional Center of ARCA shall also be represented by the Regional Center Director. In advance of an absence by the Regional Center Director delegate, an alternate from the Regional Center may be designated. Such alternate shall have the full voting rights in the absence of the Regional Center Director delegate.

**SECTION 3.06.** The Regional Center Directors shall constitute the ARCA Directors Group. This Directors Group shall elect a chair from among the Directors Group, who shall sit on the ARCA Executive Committee. The ARCA Directors Group will advise ARCA on the development of policy and the conduct of ARCA.

**SECTION 3.07.** Only delegates of member Regional Centers may hold or be eligible for office in ARCA. The President of ARCA shall be a Governing Board delegate.

**SECTION 3.08.** Each member Regional Center shall pay annual dues contingent on the approved ARCA budget and shall pay such uniform special assessments as have been approved by a majority of the delegates present. The ARCA fiscal year shall be July 1 through June 30. Dues shall be paid no later than 30 days after receipt of the total cash advance based on the preliminary allocation. If needed, a Regional Center could negotiate an alternative payment schedule with the ARCA Executive Director. Special assessments shall be paid by the date set in the resolution or, if the resolution sets no date, by the date set by the Executive

Committee. Failure to pay dues or assessments by the deadline shall result in sanctions as set out in Section 3.09.

**SECTION 3.09.** Any member Regional Center that fails to pay its dues or any special assessment by the date established in accordance with Section 3.08 shall be subject to the following sanctions:

1. Effective the day after the date established in accordance with Section 3.08, the member Regional Center and its delegates shall cease to have a vote in any meeting of ARCA or any committee of ARCA.
2. If the dues or assessment remain unpaid thirty days after the date established in accordance with Section 3.08, the member Regional Center shall, in addition to the sanction previously imposed, lose the right to representation or participation in all meetings and functions of ARCA. In this event, the member Regional Center and its delegates shall cease to be included in any determination of a quorum. Any delegate from that Regional Center who is an officer of ARCA shall automatically cease to be an officer.
3. If the dues or assessment remain unpaid sixty days after the date established in accordance with Section 3.08 the member Regional Center shall, in addition to sanctions previously imposed, be denied access to information from ARCA, regardless of the original source of the information. The Executive Committee may from time to time waive this subsection with respect to particular information or classes of information, provided it charge a fee or fees to be established by the Executive Committee.
4. If the dues or assessment remain unpaid ninety days after the date established in accordance with Section 3.08, the member Regional Center shall, in addition to sanctions previously imposed, be denied the benefit of all other services provided by or through ARCA, including peer review and contract negotiating services, and shall be deemed to have resigned from ARCA.

**SECTION 3.10.** Each member Regional Center shall cast only one vote. All votes of ARCA shall be decided by majority vote except as provided for in

Section 8.01. Centers intending to take independent action as a result of a minority opinion shall have every right to do so. Centers taking such action to make their local position known shall communicate this intention to the ARCA President and Executive Director as early as possible, but no later than two working days prior to this action as a communication imperative and collegial courtesy. All actions or positions taken by the Association as a result of a non-unanimous vote shall be communicated as such.

**SECTION 3.11.** No member Regional Center shall give a proxy vote or votes to any other member Regional Center on any issue at any meeting.

**SECTION 3.12.** All member Regional Center delegates shall serve without compensation but may receive per diem in travel reimbursement as determined by the member Regional Center.

**SECTION 3.13.** No member Regional Center delegate shall solicit funds on behalf of ARCA from any source without the approval of the ARCA Executive Committee.

## **ARTICLE IV - MEETINGS**

**SECTION 4.01.** The annual meeting of ARCA shall be the last meeting of each fiscal year. The new officers shall assume their responsibilities effective with the first day of each new fiscal year.

**SECTION 4.02.** ARCA shall meet not less than four times a year. A schedule shall be submitted by the Executive Committee, however, meeting dates may be changed by the membership at any regularly scheduled ARCA meeting.

**SECTION 4.03.** The ARCA Executive Committee may provide for holding special meetings. Written notice of special meetings setting forth the time, date, place and purpose of the meeting shall be sent to each member at least ten days in advance of such meetings.

**SECTION 4.04.** A quorum at any meeting of ARCA duly called shall consist of two-thirds of all member Regional Center representatives.

**SECTION 4.05.** All meetings shall be conducted according to Robert's Rules of Order, current revised edition, except where in conflict with these Bylaws.

**SECTION 4.06.** All agendas of ARCA and the Executive Committee meetings shall have, as a regularly occurring item, Information Sharing. This agenda item shall include information, decisions or actions taken by or contemplated by one or more members that may impact or be of interest to other members.

## **ARTICLE V - OFFICERS**

**SECTION 5.01.** Officers of ARCA shall be a President, Vice-President, Secretary, Treasurer, and Parliamentarian.

**SECTION 5.02.** All officers shall be elected for one-year terms at the Annual Meeting by a majority vote of the ARCA members and may serve only two consecutive terms.

**SECTION 5.03.** Any mid-term vacancies in the ARCA offices shall be filled by a special election to be held as soon as practicable after the vacancy is identified, but in no event longer than three (3) months after the vacancy occurs. In the interim, vacant offices shall remain vacant with the exception of the Presidency whose responsibilities will be met by the Vice President until such special election. If any special election occurs such that the remaining term to be served is less than six months, this partial term will not be considered as a term for the purposes of Section 5.02.

Mid-term vacancies filled by special election shall occur through the same nomination processes as outlined in Section 6.09. The special election nominations shall follow the required process as soon as practicable but in no event no longer than three (3) months after the vacancy occurs.

**SECTION 5.04.** Any officer absent without excuse for more than two consecutive regular meetings shall be automatically unseated by ARCA action at the meeting which constitutes the second absence. ARCA may also unseat any officer for cause by a two-thirds vote of the voting members.

**SECTION 5.05.** The President shall govern ARCA with the day to day operation of ARCA delegated to the Executive Director. The President shall preside at all meetings of ARCA and the Executive Committee and shall perform

all duties incident to the office. The President shall appoint all committee chairs and report Executive Committee recommendations and actions to ARCA. At least fifteen days prior to each regular meeting, the President shall send an agenda, copies of minutes, committee reports, Treasurer's report, and any information deemed necessary to each member. At the Annual Meeting the President shall present, in written form, an Annual Report summarizing ARCA progress, defining the current status, and outlining major considerations for the coming year.

**SECTION 5.06.** The Vice-President should act in concert with the President to assess that amount of information which is necessary to carry out the organization's business. The Vice-President shall act in the absence of the President.

**SECTION 5.07.** The Secretary or her/his designee shall be responsible for the recording and the accuracy of the minutes of all regular and special meetings and shall maintain a written record of all proceedings. Upon assuming office, the Secretary shall receive the records. Upon leaving office, the Secretary shall transfer full records to the elected successor. Said records shall be open for review by any member of ARCA on written request. Original copies shall be maintained at the ARCA office.

**SECTION 5.08.** The Treasurer or her/his designee shall receive and disburse, within budget limitation, the funds of ARCA and shall maintain a complete and accurate checking account in the name of ARCA in a bank which is a member of the Federal Deposit Insurance Corporation. All expenditures in excess of \$5,000 or which are payable to an authorized signatory shall require the signatures of two authorized co-signers. The Treasurer shall be bonded in an amount to be determined by the Executive Committee. The Treasurer shall prepare quarterly financial reports to be forwarded to the President in time to be sent out with the agenda. At the close of each fiscal year, the Treasurer shall be responsible for sending annual dues notices to each contracting agency just prior to the beginning of the fiscal year. All financial records of ARCA shall be maintained at the ARCA office.

**SECTION 5.09.** The Parliamentarian shall rule on all parliamentary procedural challenges.

**SECTION 5.10.** The Immediate Past President shall serve as an ex-officio member of the Executive Committee. This position shall be filled by that person who is the most recent past president, ready, willing and able to serve in that capacity.

**SECTION 5.11.** A Sergeant at Arms may be appointed by the Presiding Officer as required to assure that all meetings are conducted in an environment conducive to calm deliberations.

## **ARTICLE VI - COMMITTEES**

**SECTION 6.01.** Standing Committees for ARCA which report to the ARCA Board shall be the Executive Committee, Community Education and Outreach Committee, Consumer Advisory Committee, Contract Negotiating Committee, Employment Committee, Housing Committee, Finance Committee, Legislative Committee, Nominating and Bylaws Committee, and Strategic Planning Committee.

**SECTION 6.02.** Operational Committees which report to the Directors Group shall be the Contract Administration Committee, Federal Revenues Committee, Forensic Committee, Information Systems Committee, Prevention Committee, and Mental Health Committee.

**SECTION 6.03.** ARCA shall form ad hoc committees as necessary to address areas of major concern. When the designated task is completed, the ad hoc committee will be disbanded.

**SECTION 6.04.** All standing committee chairs shall be appointed by the President for a one year term concurrent with the term for ARCA officers.

**SECTION 6.04(a).** All Operational Committee chairs shall be appointed by the ARCA Director Group chair.

**SECTION 6.05.** Apart from the provisions of Section 6.05 and 6.13, all committees shall consist of no less than three and no more than nine persons, with no more than one vote per regional center. Committee chairs may choose committee members from any Regional Center Governing Board, Regional Center

Staff, or others with appropriate expertise except for the Finance Committee chairperson who shall compose the finance committee of the ARCA Treasurer, three (3) Executive Directors, two (2) Board Members, one (1) Chief Counselor, the Chief of the Administrators Group plus two (2) other Administrators. The Finance Committee chairperson shall also be counted as one of the Board members or Executive Directors, as appropriate, in calculating the total members of the committee.

All members of committees shall be confirmed by ARCA. Formation of any committee shall not preclude the meeting of contracting agency representatives or the professional disciplines within the Regional Center system, provided that minutes of such meetings are distributed to all ARCA delegates. All Committee meetings or sessions shall be open to any ARCA delegate in good standing.

## **STANDING COMMITTEES --**

**SECTION 6.06. The Executive Committee** shall be composed of the elected officers, the chairs of the ARCA Directors Group and ARCA Board Members Group, the chairs of the ARCA Legislative, Finance and Contract Negotiating and Consumer Advisory Committees, and the Immediate Past President. With the exception of the Immediate Past President, who is an ex-officio member and has no vote, each member of the Executive Committee shall have one vote with the limitation that, if two members are from the same Regional Center, these members will, together, cast only one vote. All committee chairs shall act as advisors to the Executive Committee. The Executive Committee shall, in the interim between regular meetings, have the power and authority to act for ARCA in the management of its affairs. Actions taken by the Executive Committee on behalf of ARCA shall be reported to all members immediately. This committee is responsible for the administration of the ARCA office and the hiring and evaluation of the Executive Director. When evaluating the Executive Director, the Executive Committee shall solicit input from the members of ARCA and shall, at the conclusion of each evaluation, report the results of the evaluation to ARCA in executive session. It has the authority to set the salary of the Executive Director; it shall report such action to the Board of Directors at its next meeting. It has oversight of the Executive Director's administration of the ARCA office.

**SECTION 6.07. The Finance Committee** shall report to the ARCA Board of Directors. The Committee responsibilities are to review:

1. Regional Center fiscal status;
2. Ensuing fiscal year budget needs, projections and allocations for Regional Centers, including the Department and Regional Center estimates;
3. Changes to Regional Center budgeting process and system including, but not limited to, format and submission of information;
4. State proposals regarding operational changes to Regional Center internal accounting system, and EDP operations; and
5. Rate issues pertaining to the Regional Center System.

**SECTION 6.08.** The Contract Negotiating Committee shall report to the ARCA Board of Directors. The Contract Negotiating Committee shall be responsible for negotiating the regional center standard agreement contract language with the State Department of Developmental Services.

**SECTION 6.09.** The Nominating and Bylaws Committee shall report to the ARCA Board of Directors. The Committee shall submit a slate of officers to be voted on by the ARCA Board of Directors at the Annual Meeting. The committee shall work in concert with the President to achieve balanced representation. The names of these nominees shall be announced at the ARCA meeting preceding the Annual Meeting and shall be mailed promptly thereafter to the ARCA delegates. Additional nominations for any office may be made by submitting to the Chair of the Nominating and Bylaws Committee at least 30 days before the Annual Meeting a written statement representing that the nominee has consented to the nomination and listing five ARCA delegates who have agreed to support the nominee. The Chair of the Nominating and Bylaws Committee shall promptly mail to each ARCA delegate a copy of this statement. The Committee shall be responsible for revisions to the Bylaws on recommendation of ARCA.

**SECTION 6.10.** The Legislative Committee shall report to the ARCA Board of Directors. The Legislative Committee shall be responsible for annually developing a legislative policy to guide the Association in responding to legislation. The Committee will analyze pending legislation and recommend a position to ARCA. The Committee will develop strategy and propose amendments to specific legislative efforts. The other responsibilities of the Committee include:

1. Informing ARCA membership of legislation affecting Regional Centers or persons with developmental special needs;
2. Making recommendations to ARCA for action; and
3. Recommending needed legislation.

**SECTION 6.11.** The Strategic Planning Committee shall report to the ARCA Board of Directors. The Strategic Planning Committee shall be responsible for continually analyzing the direction of the regional center system and the internal and external influences that may affect the strength of that system. The Committee shall develop a plan for the system that will serve as a framework for planned growth of the system.

**SECTION 6.12.** The Community Education and Outreach Committee shall report to the ARCA Board of Directors. The Committee shall be responsible for developing and implementing a plan for greater visibility of the Regional Center system, and assisting Regional Centers, upon request, in individual public relations efforts.

**SECTION 6.13.** The Consumer Advisory Committee shall report to the ARCA Board of Directors. The committee shall be responsible for advising the Board on issues that are important to the consumers served by our association members. The committee will provide the ARCA Board with copies of their meeting minutes, and the committee chairperson will present any new information or action items at each ARCA Board meeting. The committee shall be composed of consumers representing each of the member regional centers. However, the committee chairperson must be a regional center Board member. The committee chairperson will also become a member of the ARCA Executive Committee. Additionally, one (1) committee member will be selected to act as an advisor to the ARCA CAC chairperson and be present at ARCA Board meetings. The advisor will serve a one (1) year term and will be selected by the ARCA CAC chairperson. The advisor will be responsible for running committee meetings in the absence of the chair.

**SECTION 6.14.** The Housing Committee shall report to the ARCA Board of Directors. The committee shall be responsible for advancing the development of quality, affordable housing options throughout the State of California; shall meet for the purpose of becoming better acquainted with alternative housing

options for consumers; shall explore ways in which to find and develop housing resources; shall seek and share funding opportunities for future housing projects; shall identify and share resources and information and provide technical assistance; shall recommend policies and legislation to ARCA supporting housing for persons with developmental disabilities; and shall work toward the State of California's maximizing its financial resources in the area of promoting solutions which meet the need for affordable housing.

**SECTION 6.15.** The Employment Committee shall report to the ARCA Board of Directors. The goal of the ARCA Employment Committee is to increase employment opportunities for persons with developmental disabilities. To achieve this goal the committee will provide policy direction and guidance to the state entities involved in the delivery of employment services in California and input on relevant legislative proposals. The committee will be kept informed of pertinent state and federal employment initiatives. DDS will be a critical participant on the committee and is a key partner in increasing employment opportunities for persons with developmental disabilities.

#### **OPERATIONAL COMMITTEES --**

**SECTION 6.16.** The Contract Administration Committee shall report to the Directors Group. The Directors Group shall refer to the ARCA Board of Directors with recommendations of all proposed actions which are not solely administrative in nature and thus involve some policy issue. The Contract Administration Committee shall be responsible for review and comment on regulations, operations manual and other similar documents that may affect the goals and objectives of ARCA and its members.

**SECTION 6.17.** The Information Systems Committee shall report to the Directors Group. The Directors Group shall refer to the ARCA Board of Directors with recommendations of all proposed actions which are not solely administrative in nature and thus involve some policy issue. The Information Systems Committee shall be responsible for review and comment on all aspects of electronic data processing.

**SECTION 6.18.** The Prevention Committee shall report to the Directors Group. The Directors Group shall refer to the ARCA Board of Directors with recommendations of all proposed actions which are not solely administrative in nature and thus involve some policy issue. The Prevention Committee shall be

responsible for monitoring all systems to assure that the level of prevention services is appropriate; reviewing relevant legislation and regulation; identifying prevention components and other state agencies and departments and developing plans for coordinating efforts with all regional centers; and participating in development and implementation of the State Plan.

**SECTION 6.19.** The Federal Revenues Committee shall report to the Directors Group. The Federal Revenues Committee communicates with the Department of Developmental Services the contractually required manual related to Federal Revenue programs including Medicaid Waiver, Targeted Case Management, and Nursing Home reform.

**SECTION 6.20.** The Forensic Committee shall report to the Directors Group. The Directors Group shall refer to the ARCA Board of Directors recommendations of all proposed actions which are not solely administrative in nature and thus involve some policy issue. The Forensic Committee shall advocate for policy and practices to improve services with forensically involved individuals with developmental disabilities.

**SECTION 6.21.** The Mental Health Committee shall report to the Directors Group. The Mental Health Committee shall be responsible for advancing a coordinated and collaborative system that provides services for persons with mental illness and developmental disabilities. The Mental Health Committee shall work in collaboration with County Mental Health Agencies, the Department of Mental Health, and the Department of Developmental Services. At the discretion of the chair of the Mental Health Committee, representatives from those agencies and departments may be members of the Mental Health Committee.

## **ARTICLE VII - CONFLICTS**

**SECTION 7.01.** Any potential conflict of interest shall be reviewed by the Executive Committee who shall report its finding to ARCA for consideration and recommendation.

**SECTION 7.02.** Any member of ARCA may bring any issue or dispute to the Executive Committee for resolution. It is the intent that a forum be maintained to alleviate and dispel any operational or systemic concerns that would, if not resolved, impair the collective mission of ARCA. Members engaging in this dispute resolution process would not, as autonomous entities, be bound by the

outcome of the process. However, the goal of this process will be to offer members a fair and equitable opportunity to be heard.

## **ARTICLE VIII - AMENDMENTS**

**SECTION 8.01.** These Bylaws may be amended or altered by a two-thirds vote of ARCA provided that written notice of any proposed changes shall have been submitted to the President in writing for distribution to all ARCA members in advance of a regularly scheduled meeting of ARCA.

**SECTION 8.02.** The Bylaws, including all or any amendments, shall be filed by the Secretary with each Regional Center Contracting Agency and the appropriate people in the California State Department of Developmental Services.

As Amended by Association of Regional Center Agencies 12-12-81  
As Amended by Association of Regional Center Agencies 12-10-83  
As Amended by Association of Regional Center Agencies 12-12-87  
As Amended by Association of Regional Center Agencies 4-8-89  
As Amended by Association of Regional Center Agencies 2-3-90  
As Amended by Association of Regional Center Agencies 5-27-93  
As Amended by Association of Regional Center Agencies 9-10-94  
As Amended by Association of Regional Center Agencies 1-21-95  
As Amended by Association of Regional Center Agencies 8-12-95  
As Amended by Association of Regional Center Agencies 10-19-96  
As Amended by Association of Regional Center Agencies 3-17-01  
As Amended by Association of Regional Center Agencies 1-19-02  
As Amended by Association of Regional Center Agencies 6-15-02  
As Amended by Association of Regional Center Agencies 6-16-06  
As Amended by Association of Regional Center Agencies 10-20-06  
As Amended by Association of Regional Center Agencies 1-18-08  
As Amended by Association of Regional Center Agencies 10-17-08  
As Amended by Association of Regional Center Agencies 3-20-09  
As Amended by Association of Regional Center Agencies 8-21-09  
As Amended by Association of Regional Center Agencies 1-21-11