SELF-ADVOCATES ADVISORY COMMITTEE MEETING NOTICE/AGENDA

Posted on www.scdd.ca.gov

DATE: Tuesday, January 15, 2013

TIME: 1:30 p.m. – 5 p.m.

LOCATION: **Doubletree Hotel**
2001 Point West Way
Sacramento, CA 95815
(916) 929-8855

Pursuant to Government code Sections 11123.1 and 11125(f), individuals with disabilities who require accessible alternative formats of the agenda and related meeting materials and/or auxiliary aids/services to participate in this meeting should contact Robin Maitino at (916) 322-8481 or email robin.maitino@scdd.ca.gov. Requests must be received by 5:00 pm, January 9, 2013.

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1. CALL TO ORDER	J. Allen	
2. ESTABLISHMENT OF QUORUM	J. Allen	
3. WELCOME/INTRODUCTIONS	J. Allen	
4. PUBLIC COMMENTS		

This item is for members of the public only to provide comments and/or present information to the Council on matters not on the agenda. Each person will be afforded up to three minutes to speak. Written requests, if any, will be considered first. The Council will provide a public comment period, not to exceed a total of seven minutes, for public comment prior to action on each agenda item.

5.	**APPROVAL OF DECEMBER MEETING MINUTES (handout will be provided)**	J. Allen	
6.	**OPERATING RULES VERSUS BYLAWS**	J. Allen/ R. Newton	3
7.	**REVIEW SCDD BYLAWS – ROLE OF SAAC**	ALL	6
8.	**FUTURE PLANS & SCHEDULE FOR SAAC**	ALL	
9.	**RECOMMEND VICE CHAIR**	ALL	
10.	**UPDATE ON CRPD**	J. Allen	
11.	**UPDATE ON ISSUES AT SONOMA DEVELOPMENTAL CENTER**	M. Polit	
12.	**REVIEW COUNCIL PACKET**	R. Newton	
13.	**ADJOURNMENT**	L. Shipp	

For additional information regarding this agenda, please contact Robin Maitino, 1507 21st Street, Suite 210, Sacramento, CA 95811, (916) 322-8481

Operating Rules
Self-Advocates Advisory Committee (SAAC)

Rule I – Committee Name

"Self-Advocates Advisory Committee (SAAC)"

Rule II – Mission (Purpose)

Key Words

- Promote independence
- Inclusion
- Increase council member involvement
- Be a voice for all Californian's with developmental disabilities
- Advocate with peers through policy making

Mission Statement

Be a voice for all Californians with disabilities by promoting State Council participation and peer advocacy that advances independence and inclusion.

What we do

- Speak up for people with disabilities.
- Learn about issues important to people with disabilities.
- Advise State Council and staff on issues that affect us.
- Share information about our rights.
- Assist people with disabilities to be on boards and committees.
- Participate in and lead regional and statewide advocacy groups/networks.

Rule III - Membership

The SAAC consists of adults with developmental disabilities who are members of the California State Council on Developmental Disabilities.

Rule IV - Officers and Elections

SAAC officers will be Chair and Vice-Chair.

The SAAC will nominate and vote for their officers. The nominated member receiving the most votes will hold the office for a term of one year. An officer is limited to serving only two (2) times in the same office.

If an officer cannot complete a term, another member will be elected by the SAAC. That member can run for any office and be elected 2 times.

Duties of the Chair:

1. Plan SAAC meetings with Vice-Chair and State Council staff.
2. With Vice-Chair and SCDD staff, prepare SAAC meeting agendas.
3. Know SAAC operating rules and lead meetings.
4. Represent the SAAC in the community.
5. Create subcommittees to work on specific projects or events.
6. Present SAAC reports at State Council meetings.
7. Follow-up on issues brought up at SAAC meetings.
8. Explain and demonstrate duties to the Vice-Chair.
9. Conduct new SAAC member orientation.
10. Contact SAAC members in-between meetings, when necessary.
11. Demonstrate leadership qualities.
12. Communicate regularly with State Council Chair. (SAAC Chair is also a member of the State Council Executive Committee).

Duties of Vice-Chair

1. Plan SAAC meetings with Chair and State Council staff.
2. With Vice-Chair and State Council staff, prepare SAAC meeting agendas.
3. Lead SAAC meetings when Chair is not available.
4. Present SAAC reports at State Council meetings when Chair is not available.

5. Communicate with Chair before each meeting.
6. Assist Chair to follow up on issues brought up at SAAC meetings.
7. Demonstrate leadership qualities.

Requirements of Chair and Vice-chair

1. Attends SAAC meetings regularly.
2. Is a leader and mentor for members.
3. Has previous work and/or leadership experience.
4. Knows SAAC operating rules and meeting procedures.
5. Has volunteer experience in the community (Advocacy organizations or other neighborhood groups/community associations).

Rule V – Meetings

The SAAC will meet every two months. Meetings will be held the day before the regularly scheduled SCDD meeting. The SAAC may call special meetings to discuss important issues or presentations.

The SAAC annual meeting and officer elections will be held in May.

Rule VI - Voting

Each member has one (1) vote and has authority to vote on issues presented SAAC meetings.

A majority (51%) vote of the membership of the Self-Advocates Advisory Committee shall be necessary to take action on business.

Rule VII – Membership

New members will participate in a SAAC orientation.

Members are expected to attend all meetings and inform the Chair and State Council staff if they must miss a meeting (example: doctor's appointment, sickness, work commitment or transportation problems).

State Council on Developmental Disabilities

BY-LAWS

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CALIFORNIA STATE COUNCIL ON DEVELOPMENTAL DISABILITIES

BY-LAWS

(Revised – June 2010)

ARTICLE I. NAME & DEFINITIONS

The name of this organization shall be the State Council on Developmental Disabilities.

ARTICLE II. RESPONSIBILITIES

The responsibilities of the State Council on Developmental Disabilities shall be as set forth in 42 United States Code Section 51001 et. seq. and Sections 4433.5 and 4520 et. seq. of the California Welfare and Institutions Code.

ARTICLE III. PRINCIPAL OFFICE

The principal office of the Council shall be located in the County of Sacramento, California. The Council may change the principal office from one location to another within the county.

ARTICLE IV. AREA OF SERVICE

The area of service shall be the State of California.

ARTICLE V. MEMBERSHIP

Appointment to the Council requires each member to fully discharge his/her duties consistent with the responsibilities of representing persons with developmental disabilities. The membership of the Council shall consist of the categories of people in accordance with state and federal law.

SECTION 1. Appointments:
Pursuant to Division 4.5, Chapter 2, Article 1, Section 4521 (b)(1), (2), and (3) of the Welfare and Institutions Code, there shall be thirty-one (31) voting members on the Council appointed by the Governor, as follows:

(a) Twenty (20) members of the Council shall be persons with a developmental disability or parents, siblings, guardians or conservators of these persons. In these By-laws these persons are referred to as consumer members. Of the 20 members, thirteen (13) shall each be current members of the 13 Area Boards, one member from each board and representing consumers and families in their local catchment area; and, seven (7) shall be members at large that are comprised as follow: three (3) persons with developmental disabilities; one (1) person who is a parent, immediate relative, guardian, or conservator of a resident in a developmental center; one (1) person who is a parent, immediate relative, guardian, or conservator of a person with a developmental disability living in the community; one (1) person who is a parent, immediate relative, guardian, or conservator of a person with a developmental disability living in the community nominated by the Speaker of the Assembly; and, one (1) person with a developmental disabilities nominated by the Senate Committee on Rules.

(b) Eleven (11) members of the Council shall include: directors or members, as appropriate, of State departments or agencies or of local agencies as prescribed in

state and federal laws. These persons are referred to as agency representatives in these By-laws and shall include three (3) members appointed to represent the University Centers for Excellence (UCE) programs funded by the Administration on Developmental Disabilities as the three California UCEs.

(c) Prior to appointing the thirty-one (31) members, the Governor shall request and consider recommendations from organizations representing or providing services, or both, to persons with developmental disabilities and shall take into account socioeconomic, ethnic, and geographic considerations of the state. The Council may, at the request of the Governor, coordinate Council and public input to the extent feasible to the Governor regarding recommendations for membership.

SECTION 2. Term of Office:
The term of office on the State Council shall be in accordance with state law. The term of each consumer member shall be for three years. In no event shall any consumer member serve for more than a total of six years.

SECTION 3. Conflict of Interest:
Pursuant to California Welfare and Institution Code Section 4525 the Council's approved Conflict of Interest Policy, is incorporated by reference into these By-laws.

SECTION 4. Vacancies:
A vacancy on the Council exists if any of the following events occur before the expiration of the term:

(a) The death of the member.

(b) An adjudication pursuant to a legal proceeding declaring that the member is physically or mentally incapacitated due to disease, illness, accident, or other condition, and that there is reasonable cause to believe that the member will not be able to perform the duties of office for the remainder of his/her term.

(c) The member's resignation.

(d) The member's removal from office.

(e) The member's ceasing to be a legal resident of the state or the area the member was appointed to represent.

(f) The member's absence from the state without the permission required by law beyond the period allowed by law.

(g) The member's ceasing to discharge the duties of his/her office for the period of three consecutive meetings, except when prevented by sickness, or when absent from the state with the permission required by law. After three (3) consecutive unexcused absences, a member shall be considered as having ceased to discharge the duties of Council membership. An unexcused absence is an absence of a member when previous notice of absence has not been given to the Council Chair or Committee Chair and to the Executive Director by telephone, email, or mail.

(h) The member's conviction of a felony or any offense involving a violation of his/her official duties. A member shall be deemed to have been convicted under this section when trial court judgment is entered.

(i) The member's refusal or neglect to file his/her required oath or declaration of conflict of interest within the time prescribed.

(j) The decision of a competent tribunal declaring void the member's election or appointment.

(k) The making of a vacating order or declaration of vacancy.

(l) The member assumes a position or responsibility that violates the Council's conflict of interest policy.

The Governor shall be notified when a vacancy occurs and shall appoint a person to serve the unexpired term of the member being replaced.

SECTION 5. Resignations:
Members shall serve a designated term unless they resign, or are otherwise disqualified to serve, or until successors have been appointed. Any member may resign at any time by giving written notice to the Chairperson and to the Executive Director. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Compensation and Expenses:
Consumer members of the State Council shall receive honoraria pursuant to Government Code 11564.5, and Welfare and Institution Code Section 4550 not to exceed fifty (50) days in any fiscal year. All members shall be reimbursed for any authorized actual and necessary expenses incurred in connection with the performance of their duties as Council members, in accordance with state regulations in the State Administrative Manual.

ARTICLE VI. MEETINGS

SECTION 1. Parliamentary Authority:

(a) All meetings of the Council and its committees are public meetings governed by the Bagley-Keene Open Meeting Act (Government Code Section 11120, et. seq.).

(b) Robert's Rules of Order shall be utilized as the rules for all Council and committee meetings except in instances of conflict with these By-laws, or provisions of State or federal law or regulations. The Vice-Chairperson shall serve as Parliamentarian.

(c) The Council may adopt, from time-to-time, such policies and rules for the conduct of its meetings and affairs as may be required.

SECTION 2. Meetings:

(a) There shall be no less than six (6) and no more than twelve (12) meetings of the Council per year.

(b) Special meetings of the Council may be called by the Chairperson or, in case of absence or inability to act by the Chairperson, by the Vice-Chairperson. In case of a refusal to act by the Chairperson, a special meeting may be called by written request of nine (9) members of the Council. Only matters specified in the written notice of the meeting shall be considered at such a meeting.

(c) Regular or special meetings of the Council shall be held at a place, date, and time designated by the Council or selected by the Chairperson.

SECTION 3. Quorum:

(a) A quorum for the Council shall be a simple majority of the Governor appointed members.

(b) A quorum for each Council committee and sub-committee shall be a simple majority of the appointed members of that committee.

SECTION 4. Voting Rights of Members:

(a) Each member shall be entitled to one vote, to be exercised in person. Proxy voting shall not be permitted.

(b) Except as otherwise specifically provided in State law or these By-laws, all matters submitted for determination shall be decided by a majority vote.

SECTION 5. Chairperson Pro Tem:

If neither the Chairperson nor Vice-Chairperson is present to preside at a Council meeting, a chairperson pro tem shall be elected by the majority vote of the Council members present.

ARTICLE VII. OFFICERS

SECTION 1. Officers:

The officers of the Council shall be a chairperson and a vice - chairperson elected from among the consumer members. These officers shall perform the duties described in these By-laws.

SECTION 2. Election of Member Officers:

Election of officers shall occur once every two years. The election shall be held during the last meeting of the appropriate calendar year. Only consumer members shall be eligible to hold office.

SECTION 3. Voting Procedure:

Council officers shall be elected by a majority vote. Recommendations for officers shall be in the form of nominations from the Nominating Committee. However, nominations may also be received from the floor prior to the election, but subsequent to the report of the Nominating Committee.

SECTION 4. Term of Office:
The Chairperson and Vice-Chairperson shall be elected for a term of two years. Individuals may be elected to these positions for no more than two consecutive terms. Their term of office shall begin the first day of the new calendar year.

SECTION 5. Vacancies:
If the Chairperson resigns or is permanently unable to serve during the term of office pursuant to Article V Section 4, the Vice-Chairperson shall become the Chairperson for the remainder of such term. Nominations and elections to fill the newly-vacated Vice-Chairperson position shall occur at the next noticed meeting of the Council. If the Vice-Chairperson resigns or is permanently unable to serve during the term of office, nominations and elections to fill the newly-vacated position shall occur at the next noticed meeting of the Council. The Chairperson shall appoint a Vice-Chairperson to serve until an election is conducted. The person so elected shall serve for the remainder of that term.

SECTION 6. Duties of the Officers:

(a) Chairperson - The responsibilities of the Chairperson are: to preside at all meetings of the Council; to appoint chairpersons and members to all Council committees, except the Nominating Committees, to appoint Council representatives in relation to other agencies and consumer groups; and to represent the Council as needed. The Chairperson shall have full voting rights on all Council actions.

(b) Vice-Chair - The responsibilities of the Vice-Chairperson are to perform all the duties of the Chairperson if the Chairperson is absent or if the Chairperson requests the Vice-Chairperson to do so. When acting in the capacity of the Chairperson, the Vice-Chairperson has the same authority as the Chairperson. The Vice-Chairperson also~~,~~ serves as Chair of the Executive Committee and as Parliamentarian.

SECTION 7. Removal from Office:
Action to remove a member officer shall be in accordance with the following procedure:

(a) Written notification must be submitted by registered mail to the Executive Director from Council member(s) describing the specific cause for which removal is sought.

(b) The Executive Director shall notify the member officer charged by registered mail within two (2) working days of receiving the charges. Any member so notified shall have ten (10) days to respond to the group or individual responsible for notification. Following this ten (10) day period, the responsible parties shall notify the Executive Director within ten (10) days as to whether or not they wish to request removal of the officer. If the responsible parties are satisfied by the officer's response that no sufficient cause exists, the matter will be closed with written notice to the Executive Director and to the officer.

(c) If the group or individual requesting removal is not satisfied by the response of the officer or if the officer fails to respond in ten (10) days, the Executive Director shall

put the issue on the agenda at the beginning of the next Council meeting and inform the Council members as to the purpose of the agenda item.

(d) Written charges shall be distributed and reviewed at the specified meeting of the Council.

(e) A majority vote shall be required to remove a chairperson or vice-chairperson from office. If removal of the Chairperson is under consideration, the vice-chairperson shall preside.

ARTICLE VIII. EXECUTIVE DIRECTOR

SECTION 1. Appointment:

(a) The Executive Director of the Council shall be appointed by and serve at the will of the Council in a position exempt from all civil service requirements pursuant to the California Constitution, Article 7, section 4(b) and Welfare and Institutions Code Section 4551(a)(2). The appointment of the Executive Director shall occur during a regular or special meeting of the Council.

(b) A performance review of the Council Executive Director shall be coordinated by the Executive Committee and conducted annually by the full Council.

SECTION 2. Responsibilities and Duties:

(a) The Council Executive Director shall be the chief administrative officer of the Council and shall have all the authority and responsibility assigned to the director of a state agency including budget, personnel, and contractual transactions. These include authority for entering into and execution of agreements on behalf of the Council in order to implement the policies of the Council.

(b) The Council Executive Director shall be under the direction and control of the Council and shall do and perform such other duties as may be assigned by the Council.

(c) The Council Executive Director shall serve as clerk to the Council.

SECTION 3. Removal:

(a) Action to remove the Executive Director of the Council shall be conducted in accordance with applicable Open Meeting Laws governing personnel matters pursuant to Government Code Section 11120, et. seq.

(b) The Executive Committee of the Council may recommend removal of the Executive Director during a regular or special meeting. This recommendation shall be taken to the Council during a regular or special meeting for discussion and action.

(c) A majority vote, during a regular or special Council meeting, shall be required to remove the Executive Director from his or her exempt appointment.

ARTICLE IX. COMMITTEES

SECTION 1. Authority:

(a) Subject to the provision of these By-laws, all committees, with the exception of the Executive Committee, shall be advisory and shall not have the power to bind the Council except when specifically authorized by the Council to do so. Recommendations made by advisory committees shall be presented to the Council for adoption in the form of a motion.

(b) Subject to provision of these By-laws, a vacancy in the membership of a committee, except the Nominating Committee, may be filled by the Council Chairperson.

(c) A committee may meet upon call of the chairperson of the committee or the Council Chairperson.

(d) Unless otherwise specified in these By-laws, the Chairperson and the Executive Director of the Council shall serve ex officio, without vote, on all committees, except the Nominating Committee.

(e) A committee member may be removed from the committee by the Council Chair after three (3) consecutive unexcused absences. An unexcused absence is an absence of a member when previous notice of absence has not been given to the Committee Chair or Executive Director or appropriate Deputy Director by telephone, e-mail or mail.

SECTION 2. Standing Committees:

(a) There shall be four (4) standing committees of the State Council:
   (1) Executive Committee
   (2) Administrative Committee
   (3) Legislative and Public Policy Committee
   (4) Program Development Committee

(b) The chairperson and members of each of the standing committees shall be appointed by the Council chairperson. In the event of a vacancy for any reason in membership or the chair, a successor may be appointed by the Council Chairperson. In appointing standing committee chairpersons, the Council Chairperson may request volunteers from the Council's consumer members. All committee chairperson appointments shall be announced to the Council at the next available Council meeting.

(c) The membership of all standing committees, except the Executive Committee, shall be open to non-members of the Council. The expenses of non-Council members may be reimbursed on the same basis as a Council member with the exception of the honorarium.

(d) All members of the Council shall be expected to serve on at least one standing committee of the Council.

(e) The charge of each of these committees shall be as follows:

(1) Executive Committee
The Executive Committee shall serve as the coordinating body to the Council. The Committee shall:

[a] Consist of the Council Chairperson, Vice-Chairperson chairperson of the Administrative Committee, chairperson of the Legislative and Public Policy Committee, chairperson of the Program Development Committee, chairperson of the Strategic Planning Subcommittee and four (4) other Council members, at least two (2) of whom shall be consumer members.

[b] Be chaired by the Council Vice-Chairperson.

[c] Act on behalf of the Council between meetings, but shall not modify any action taken by the Council unless authorized by the Council to do so. The full Council at the next regular or special meeting shall receive a report of all Executive Committee actions taken between Council meetings and ratify as necessary.

[d] Make recommendations to the Council regarding approval of Community Program Development Grants (CPDG) projects to be funded, and allocations.

[e] Appoint members of CPDG Grant Review team.

[f] Provide direction to the Executive Director regarding the administration of Council resources.

[g] Make recommendations to the Council regarding amendments to the By-laws, changes in committee structure or responsibilities.

[h] Make recommendations to the Council regarding Council member training.

[i] Make recommendations to the Council regarding the presentation of awards on behalf of the Council.

[j] Provide direction to the Executive Director regarding Council meeting schedules and agendas.

[k] Make recommendations to the Council regarding matters assigned by the Council or the Council Chairperson.

[l] Make recommendations to the Council regarding the appointment, evaluation, or removal of the Executive Director.

[m] Monitor and evaluate State Plan implementation and submit findings to the Council.

[n] Review and make recommendations to the Council regarding area boards' requests to initiate litigation per Welfare and Institution Code Section 4548(g)(4) and (6).

[o] Coordinate the Council's litigation activities, as needed, and make recommendations to the full Council.

[p] Take action on all requests for Conflict of Interest Policy exceptions and make all determinations whether a conflict of interest exists.

[q] Make appointments to and receive recommendations from the Strategic Planning Sub-Committee.

[r] Present a slate of nominees to be elected to the Nominating Committee. Election to the Nominating Committee shall occur annually at the September Council meeting.

1. Strategic Planning Sub-Committee

The Subcommittee shall:

(a) Advise the Executive Committee on the collection and reporting of information on needs, including unmet needs, priorities and emerging issues

(b) Make recommendations to the Executive Committee regarding policy priorities for the Strategic Plan and State Plan on Developmental Disabilities

(c) Assist the Council in the implementation and reporting of the goals and objectives of the Council's Strategic Plan and State Plan.

(d) Coordinate planning implementation with the other Committees of the Council.

(2) Administrative Committee

The Administrative Committee shall assist with monitoring the administrative and budgetary activities of the Council. The Committee shall:

[a] Be composed of at least three (3) Council Members

[b] Make recommendations to the Council regarding allocation of discretionary fiscal resources and other budgetary issues.

[c] Make recommendations to the Council regarding budgeting for anticipated fiscal resources among Council operations and specific service priorities for inclusion in the State Plan and the Governor's budget.

[d] Make recommendations to the Council regarding monitoring and evaluating administrative contracts and agreements.

[e] Make recommendations to Council regarding all contracts and agreements.

[f] Monitor and evaluate administrative contracts and agreements; and take actions authorized in all Council contracts and agreements.

[g] Make recommendations to the Council regarding administrative matters and policies.

(3) Legislative and Public Policy Committee

The Legislative and Public Policy Committee shall implement State Plan objectives as assigned by the Council. The Committee shall:

[a] Be composed of at least seven (7) members.

[b] Review and comment on significant proposed legislation and/or proposed regulations.

[c] Recommend legislation consistent with Council's responsibilities and objectives.

[d] Recommend initiatives and policies consistent with Council responsibilities and objectives.

[e] Provide testimony and recommendations to the Legislature with regard to fiscal or policy matters pertaining to people with developmental disabilities.

[f] Respond to other responsibilities as assigned by the Council or Council Chairperson.

(4) Program Development Committee
The Program Development Committee shall advise the Council in the development of services and projects designed to improve the quality of life for individuals with developmental disabilities and their families

The Committee shall:

[a] Be composed of at least seven (7) members.

[b] Make recommendations to the Council regarding the Community Program Development Grant (CPDG) application process and suggested priorities/criteria for proposals.

[c] Develop methods to market and implement successful CPDG projects throughout the State.

[d] Carry out other responsibilities as assigned by the Council or the Council Chairperson.

SECTION 3. Nominating Committee:
The Nominating Committee shall provide advice to the Council relative to the annual election of Council officers. The Committee shall:

(a) Be composed of at least three (3) and not more than five (5) Council members.

(b) Be elected by the Council at the September Council meeting from a slate of nominations presented by the Executive Committee.

(c) Serve for one year. Be elected at least forty-five (45) days prior to the annual election.

SECTION 4. Committees, Sub-Committees and Ad-Hoc Committees and Task Forces:

(a) Committees, Sub-committees, Ad-Hoc committees and Task Forces may be established by the Council to carry out specified State Plan objectives and purposes of the Council.

(b) The term of office and, qualifications of these groups' chairpersons and members shall be established by the Council. The membership of Sub-Committees and Ad-Hoc committees shall be open to non-members of the Council and shall be appointed by the Chairperson of the Council. The expenses of non-Council members may be reimbursed on the same basis as a Council member with the exception of the honorarium.

ARTICLE X. COUNCIL GENERAL PROVISIONS

SECTION 1. Certification and Inspection:
The original or a copy of the By-laws, as amended or otherwise altered to date, certified by the Council shall be recorded and kept in a book that shall be kept in a location in the principal office of the Council, and such book shall be open to public inspection at all times during office hours.

SECTION 2. Records, Reports and Inspection:

(a) The Council shall maintain or contract through an interagency agreement for adequate and correct accounts, books and records of all its business and properties.

(b) Such records shall be kept at its principal place of business or available through any interagency agreement. All books and records shall be open to inspection by the Council and the general public, except those records or data regarding an employee, if such disclosure would constitute an unwarranted invasion of personal privacy, or records of the Council relating to its participation in a judicial proceeding.

(c) An annual financial report and budgets shall be available for inspection at the Council's principal place of business.

ARTICLE XI. AMENDMENTS OF BY-LAWS

Subject to the limitations of federal and state law, these By-laws shall be reviewed annually. The Executive Committee shall be responsible for the annual review of the By-laws, submitting recommendations for adoption of new By-laws and amendments or repeal of existing By-laws to the Council. These By-laws may be amended, repealed or adopted by a majority vote during any regular or special meeting of the Council so long as a draft of the proposed action was submitted in writing to the Council at least ten (10) days prior to the meeting.

ARTICLE XII. INDEMNIFICATION

SECTION 1. Definitions:
For the purposes of this Article XII, "agent" means any person who is or was a director or member as appropriate, officer, employee, or other agent of the Council. Proceeding means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and expenses include without limitation attorney's fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article XII.

SECTION 2. Indemnification in Actions by Third Parties:
The Council shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Council to procure a judgment in its favor, by reason of the fact that such person is or was an agent of the Council, against expenses, judgments, fines, settlements, and other amounts actually and reasonably

incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Council and, in the case of a criminal proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Council or that the person had reasonable cause to believe that the person's conduct was unlawful.

SECTION 3. Indemnification in Actions by or in the Right of the Council:
The Council shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Council, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Council, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Council, and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Council in the performance of such person's duty to the Council, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

SECTION 4. Indemnification Against Expenses:
To the extent that an agent of the Council has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article XII 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.

SECTION 5. Required Determinations:
Except as provided in Section 4 of this Article XII any indemnification under this Article XII shall be made by the Council 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 2 or 3 of this Article XII, by:

(a) A majority vote of a quorum consisting of directors or members as appropriate, who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Council 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 Council.

SECTION 6. Advance of Expenses:
Expenses incurred in defending any proceeding may be advanced by the Council 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 this Article XII.

SECTION 7. Other Indemnification:
No provision made by the Council to indemnify its or its subsidiary's directors or members as appropriate, or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution directors or members as appropriate, or an agreement, or otherwise, shall be valid unless consistent with this Article XII. Nothing contained in this Article XII shall affect any right to indemnification to which persons other than such directors or members as appropriate, and officers may be entitled by contract or otherwise.

SECTION 8. Forms of Indemnification Not Permitted:
No indemnification or advance shall be made under this Article XII, except as provided in Section 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these By-laws, or an agreement in effect at the time of the accrual 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

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.