

# **BYLAWS**

## **CALIFORNIA IN-HOME SUPPORTIVE SERVICES CONSUMER ALLIANCE (CICA)**

Amended March 21, 2014

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# BYLAWS

## CALIFORNIA IN-HOME SUPPORTIVE SERVICES CONSUMER ALLIANCE (CICA)

### *ARTICLE I – PRINCIPAL OFFICE*

The principal office of California In-Home Supportive Services Consumer Alliance (CICA) shall be located in the county of Santa Clara, California.

### *ARTICLE II – AVOIDANCE OF PARTISAN POLITICS*

CICA shall be non-partisan in character and shall not endorse or contribute to any candidate for public office.

### *ARTICLE III – MEMBERSHIP*

CICA shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

### *ARTICLE IV – MEMBERS AND DESIGNATORS*

**Section 1. Identity.** As used in these Bylaws, “Member” means an In-Home Supportive Services (IHSS) Advisory Committee or citizen Governing Board appointed by the county Board of Supervisors pursuant to Welfare & Institutions Code Section 12301.6 that pays dues and meets other requirements prescribed by the Board of Directors.

**Section 2. Designators.** The designators referred to in these Bylaws shall be the Advisory Committee or citizen Governing Board of the member.

**Section 2. Changes in Designators.** Any change in the number or identity of designators shall be reflected in an amendment to this Article, and shall require, in addition to Board approval, the vote of at least a majority of the total number of Designators, except that any Designator may resign at any time.

**Section 3. Powers.** Each Designator shall have only those powers stated in the Articles of Incorporation or in these Bylaws, and only so long as designator status is maintained.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Corporate Powers; Exercise by Board.** CICA shall have powers to the full extent allowed by law. All powers and activities of CICA shall be exercised and managed by the Board of Directors (Board).

**Section 2. Number and Qualification of Directors.** The number of directors shall be not less than 8 nor more than 52, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors.

**Section 3. Selection and Term of Office of Directors.** Each Designator shall be entitled to designate one individual (“Designated Director”) to serve on the CICA Board of Directors. A Designated Director shall serve without term, but at the pleasure of his or her respective Designator, and only so long as his or her Designator maintains that status. Designations and any removal or replacement of a Designated Director shall be made in a writing signed by the Designator. All such writings shall be filed by the Secretary with the proceedings of the Board of Directors. The effective date of any designation, removal, or replacement shall be as provided therein.

**Section 4. Resignation of Directors.** Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors, unless a later effective date is specified in the resignation.

**Section 5. Annual Board Meetings.** A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President, or any ten directors, and noticed in accordance with Section 8 of this Article.

**Section 6. Special Board Meetings.** Special meetings of the Board of Directors may be called by the President, or any ten directors, and noticed in accordance with Section 7 of this Article.

**Section 7. Notice.** Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least seven calendar days before the meeting if given by first-class mail or seventy-two hours before the meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

**Section 8. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

**Section 9. Quorum.** A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Sections, 3 (Selection and Term of Office of Directors), and 10 (Action Without a Meeting); Article VI, Section 1 (Board Committees); Article VIII, Sections 1 (Loans) and 2 (Self-Dealing Transactions); Article IX, Section 2 (Approval of Indemnity); and Article X, Section 4 (Amendments), of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 10. Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in any transaction so approved) shall individually or collectively consent to such action in writing. Written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

**Section 11. Telephone and Electronic Meetings.** Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) CICA verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director are actually made by a director and not by someone who is not entitled to participate as a director.

**Section 12. Standard of Care.**

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article IX below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. **Assets Held in Charitable Trust.** If this corporation shall hold any assets in charitable trust (because, for example, such assets were donated to this corporation for use in furthering charitable purposes), the conduct of the directors of this corporation in connection with such assets shall be governed by any applicable stricter requirements of the California Nonprofit Public Benefit Corporation Law.

**Section 13. Director Inspection Rights.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

**Section 14. Compensation of Directors.** Directors serve without compensation. Generally, directors will be reimbursed for expenses by their Advisory Committee or Governing Board. However, the Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.

## **ARTICLE VI – COMMITTEES**

**Section 1. Board Committees.** The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. The President shall appoint the Chair and members of the Board Committee and the appointments shall be confirmed by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;

- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

**Section 2. Executive Committee.** The Executive Committee shall have the powers of a Board Committee and shall be made up of the officers of CICA, *ex officio*. Other Board or Advisory Committee chairs or other directors may serve on the Executive Committee as determined by the president and confirmed by a majority vote of the directors then in office.

**Section 3. Advisory Committees.** The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

**Section 4. Meetings.**

A. **Of Board Committees and Executive Committee.** Meetings and actions of Board Committees, including the Executive Committee, shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. **Of Advisory Committees.** Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.



## **ARTICLE VII – OFFICERS**

**Section 1. Officers.** The officers of this corporation shall be a President, Executive Vice President, no more than five Regional Vice Presidents from each region (Northern, Southern, Valley Mountain, and Central Region), a Secretary, and a Treasurer. The regions shall consist of the following counties:

- (a) Northern Region (20 counties): Alpine, Butte, Colusa, Del Norte, El Dorado, Glenn, Humboldt, Lake, Lassen, Modoc, Nevada, Placer, Plumas, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, and Yuba;
- (b) Southern Region (10 counties): Imperial, Kern, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara, and Ventura;
- (c) Valley Mountain Region (14 counties): Amador, Calaveras, Fresno, Inyo, Kings, Madera, Mariposa, Merced, Mono, San Benito, San Joaquin, Stanislaus, Tulare, and Tuolumne, and
- (d) Central Region (14 counties): Alameda, Contra Costa, Marin, Mendocino, Monterey, Napa, Sacramento, San Francisco, San Mateo, Santa Clara, Santa Cruz, Solano, Sonoma and Yolo.

The Board of Directors may re-categorize a county from one region to another.

CICA may also have, at the discretion of the directors, other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person.

**Section 2. Election.** The President, Executive Vice President, Secretary and Treasurer shall be elected biennially by the Board of Directors for two year terms beginning July 1st<sup>1</sup> of even-numbered years. Each Regional Vice President shall be elected biennially for two year terms beginning July 1st of odd-numbered years.

**Section 3. Removal.** Except for the Regional Vice Presidents, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors. The Regional Vice Presidents may be removed, with or without cause, by the directors representing the corresponding region.

**Section 4. Resignation.** An officer may resign at any time by giving written notice to the Board of Directors. A resignation shall take effect on receipt of the notice or at a later time specified by that notice. Unless the notice specifies otherwise, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

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<sup>1</sup> 3-21-14 amendment changed terms from January 1<sup>st</sup> to July 1<sup>st</sup>.

**Section 5. Vacancies.** A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

**Section 6. President.** The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall be a member of all Board Committees, shall have the general powers and duties of management usually vested in the office of President and shall have other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 7. Executive Vice President.** The Executive Vice President shall, at the direction of the President, assist the President in carrying out his or her duties and shall have other duties as may be prescribed by the Board or these Bylaws. If there is a vacancy in the office of President or a temporary absence or unavailability of the President, the Executive Vice President shall have the powers of the President.

**Section 8. Regional Vice Presidents.** The Board of Directors shall determine which of the four Regional Vice Presidents shall, in the absence of the President or Executive vice President, carry out the duties of the President. The four Regional Vice Presidents shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 9. Secretary.** The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 10. Treasurer.** The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## ***ARTICLE VIII – CERTAIN TRANSACTIONS***

**Section 1. Loans.** This corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or property to, or guarantee the obligation of, any director or officer of this corporation or any parent, affiliate, or subsidiary, if:

(a) the Board determines that the loan or guaranty may reasonably be expected to benefit this corporation; and

(b) before the transaction occurs, it has been approved by a majority of the directors then in office (without the vote of such director).

## **Section 2. Self-Dealing Transactions.**

A. **Transactions with Directors or Their Companies.** A transaction between this corporation and one or more of its directors, or between this corporation and any organization in which one or more of its directors has a material financial interest, must be approved or ratified by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to this corporation at the time; in either case without counting the vote, if any, of the interested directors thereon. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

B. **Transactions with Organizations Sharing Directors.** A transaction between this corporation and any organization of which one or more of its directors are directors may be void or voidable because of the presence of such director(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such directors' other directorships and without counting the vote of the common directors thereon; or (ii) the transaction was just and reasonable as to this corporation at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsection A of this Section.

C. **Interested or Common Directors in Quorum.** Interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this Section.

## **ARTICLE IX – INDEMNIFICATION**

**Section 1. Right of Indemnity.** This corporation shall indemnify its agents to the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

**Section 2. Approval of Indemnity.** On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits of an action or proceeding, the Board shall promptly authorize indemnification in accordance with Section 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby.

**Section 3. Advancing Expenses.** The Board may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and

- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking shall be secured, and whether interest shall accrue on the obligation created thereby.

**Section 4. Insurance.** The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## *ARTICLE X – MISCELLANEOUS*

**Section 1. Fiscal Year.** The fiscal year of this corporation shall begin each year on July 1 and end on June 30.

**Section 2. Contracts, Notes, and Checks.** All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

### **Section 3. Annual Reports to Directors.**

A. **Financial Report.** Unless this corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors of this corporation containing the following information:

- (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year; and
- (ii) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

B. **Report of Certain Transactions.** Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors of this corporation containing the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more

than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

- (ii.) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

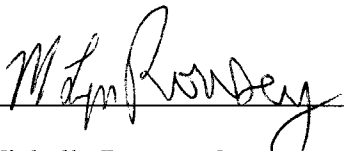
**Section 4. Amendments.** Amendments to these Bylaws shall require the vote of two-thirds of the directors present at any meeting or unanimous written consent. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the directors at least one week before such meeting. Any bylaw amendment materially and adversely affecting the rights of Designators hereunder shall not be effective without the written consent of at least a majority of the Designators.

**Section 5. Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.

### ***CERTIFICATE OF SECRETARY***

I, the undersigned, certify that I am presently the duly elected and acting Secretary of the California In-Home Supportive Services Consumer Alliance (CICA), a California nonprofit mutual benefit corporation, and that the above Bylaws, are the Bylaws of this corporation as amended by the Board of Directors at a duly called and noticed meeting on March 21, 2014.

DATED: March 25, 2014

  
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Michelle Rousey, Secretary