ATTACHMENT 1

Amended and Restated Bylaws of
ACCESS SERVICES
A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME

The name of this agency is Access Services.

ARTICLE II. OFFICES OF THE CORPORATION

A. Principal Office.

The principal office for the transaction of the activities and affairs of the agency ("principal office") is located at 3449 Santa Anita Avenue 3rd Floor, El Monte, California 91731. The Board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the agency is qualified to conduct business.

ARTICLE III. PURPOSES AND LIMITATIONS

A. General Purposes.

This agency is organized as a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes and is a public entity within the meaning of Government Code §811.2 pursuant to Government Code §15975(b~~f~~).

This agency is organized exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of ~~1954~~1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this agency, and the agency shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of ~~1954~~1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of

~~1954~~1986 or the corresponding provision of any future United States internal revenue law.

B. Specific Purposes.

Within the context of the general purposes stated above, the specific public purposes of this agency are:

1. Improve the quality and effectiveness of transportation services to elderly and disabled persons in Los Angeles County through coordination of transportation services with social service agencies and other charitable organizations.

2. Provide transportation services to severely disabled individuals to meet their daily life needs.

ARTICLE IV. MEMBERS

A. Qualifications and Rights of Membership.

Membership is limited to those fixed route transit operators that have committed to participate in the Los Angeles County Coordinated Paratransit Plan by passing a resolution of participation and abiding by the provisions of the resolution. Membership shall also include each of the nine members of this agency's Board. All members shall be voting members.

1. Classes and Qualifications:

   This agency shall have three (3) classes of members, designated as follows:

   a. the Los Angeles County municipal fixed route transit operators ("Municipal Operators"),

   b. the Los Angeles County local fixed route transit operators ("Local Operators"), and

   c. the individual members of the Board of Directors of Access Services.

B. Member Representatives.

1. Member organizations shall designate one individual as its voting representative and one individual to serve as an official alternate to the voting representative. Only the officially designated voting member representative or the representative's alternate shall be permitted to vote.

Member agencies shall forward the designation of these two individuals in writing on agency letterhead to Access Services.

C. New Members.

The Board of Directors shall approve any potential new members to the Municipal Operators and Local Operators classes.

D. Termination and Suspension of Membership.

1. Causes of Termination:

A membership shall terminate on occurrence of any of the following events:

a. Termination of the operation of a fixed route transit system by the member, if applicable.

b. Resignation of the member.

c. Expiration of a director's term of office, if applicable.

d. Failure to comply with the terms of the member's participation resolution, including, without limitation:

1. Failure after written notice to timely provide to this agency current information and schedules for a member’s fixed route service in acceptable electronic format. This provision may be satisfied by a member providing such information to “Metro.net” or its equivalent for inclusion in the travel planner.”

2. Failure to notify this agency in advance as early as reasonably possible of an intended material reduction in paratransit service from the member’s current levels of paratransit service.”

2. Suspension of Membership:

A member of the Local Operator or Municipal Operators may be suspended, under this section of the bylaws based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation~~,~~ or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the agency.

An entity which is suspended shall not be a member during the period of suspension.

3. Procedure for Termination or Suspension:

If grounds appear to exist for termination or suspension of a member under Section D 1 or 2 of this article, the procedure set forth below shall be followed:

a. The Board shall give the member at least 15 days' prior notice of the proposed termination or suspension and the reasons for the proposed termination or suspension. Notice shall be provided in writing and by registered mail to the member's last address as shown on the corporate records.

b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination or suspension. A hearing shall be held by the Board or a committee or person authorized by the Board to determine whether the termination or suspension should take place.

c. The Board shall decide whether the member should be suspended or terminated or a committee or person authorized by the Board. The decision of the Board, committee or person shall be final.

E. Transfer of Memberships.

No membership or right arising from membership shall be transferred.

ARTICLE V. MEETINGS OF MEMBERS

A. Open Meetings.

All meetings of the members shall be conducted in accordance with the provisions of The Ralph M. Brown Act (California Government Code Section 54950 et seq.).

B. Place of Meetings.

Meetings of the members shall be held at any place within Los Angeles County, California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the agency.

C. Purposes of Meetings.

Meetings of members shall be held for the following purposes only:

1. ~~Review and advice for the Annual Plan Update,~~

~~2~~1. Revision of these bylaws which shall require a majority of the members of two of the three classes of members present at the meeting voting affirmatively, and

~~3~~2. Establishment of the nominating committees for the local and municipal board members elections.

~~4~~3. If called by the Access Board or Chairperson~~man~~ of the Board pursuant to Article V Sections D or E1, informing and/or obtaining the advice and/or consent of the members on matters the Board elects to refer to them for such purpose.

All other business activities shall be conducted by the Board of Directors.

D. Annual Meeting.

An annual meeting of members shall be held during the second quarter of each fiscal year~~ prior to the public release of the Annual Update to the Los Angeles County Coordinated Paratransit Plan~~, unless the Board establishes another time and so notifies members as provided in this article of these bylaws. At this meeting, ~~the paratransit plan shall be reviewed, ~~advice to the Board shall be provided and any other proper business may be transacted, subject to Articles IV and V of these bylaws.

E. Special Meetings.

A special meeting of the members may be called at any time by the Board, the C~~c~~hairperson~~man~~ of the Board, or by 5 percent or more of the total membership of all classes of members.

1. Calling Special Meetings By Members:

The members may call a special meeting by written request, specifying the general nature of the business proposed to be transacted to the C~~c~~hairperson~~man~~ of the Board or any other officer of the agency. The officer receiving the request shall cause notice to be given promptly to the members, in accordance with this article of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Article shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

2. Proper Business of Special Meeting:

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

F. Notice Requirements for Members' Meetings.

1. General Notice Requirements:

A written notice of all meetings shall be posted publicly and shall specify the place, date and hour of the meeting and the specific nature of the business to be transacted, and

2. Manner of Giving Notice:

Notice of any meeting of members shall be in writing and shall be given to each member at least 10 but no more than 90 days before the meeting date. Notice of a meeting of members or any report shall be given personally, by electronic transmission by the corporation as defined in §20 of the C~~c~~orporations Code or its successor, or by mail or other means of written communication, addressed to the member at the address of such members appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. If any notice or report addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members. Notice shall also be posted at the corporation’s primary office at least 72 hours in advance of the Annual Meeting and 24 hours in advance of special meetings.

Notice given by electronic transmission by the corporation under the provision shall be valid only if it complies with Section 20 of the Corporations Code. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation under the subdivision after either of the following:

(1) The corporation is unable to deliver two consecutive notices to the member by that means.

(2) The inability ~~to so~~to deliver the notices to the member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice

G. Quorum.

1. At least one third of the total members constitutes a quorum, provided that at least one member of each category is present.

2. Loss of Quorum:

Subject to this article of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business as long as any action taken (other than adjournment) is approved by a majority of the members required for a quorum.

H. Adjournment and Notice of Adjourned Meetings.

Any members' meeting, whether ~~or not~~ a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

I. Voting.

1. Manner of Casting Votes:

Members may vote in person or by proxy.

2. Voting:

Each member's representative shall be entitled to cast one vote on each matter submitted to a vote of the members.

3. Approval by Majority Vote of the Classes:

If a quorum is present, the affirmative vote of a majority of the members of two of the three classes of membership is required to approve any matter submitted to the members.

ARTICLE VI. DIRECTORS

A. Powers.

1. General Agency Powers:

   Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding action that require approval of the members, the agency's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. Specific Powers:

   Without prejudice to the general powers set forth in Section A.1 of this article of these bylaws, but subject to the same limitations, the directors shall have the power to:

   a. Appoint and remove, at the pleasure of the Board, all of the agency's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

   b. Change the principal office of the principal business office in California from one location to another.

   c. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

   d. Borrow money and incur indebtedness on behalf of the agency and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

   e. Merge the agency with another entity, determine the principal terms of the merger and any amendment to those terms.

   f. Dissolve the agency and determine the distribution of the assets of the corporation. The assets shall be distributed either to a public fixed route operator, Los Angeles County, or other agencies similar to this agency deemed appropriate by the Board of Directors.

B. Number and Qualifications of Directors.

The authorized number of directors shall be nine. The selecting authorities and qualifications for directors are:

1. One director shall be appointed by the County of Los Angeles Board of Supervisors.

2. One director shall be appointed by the City Selection Committee's Corridor Transportation Representatives representing the Los Angeles County Metropolitan Transportation Authority ("LACMTA").

3. One director shall be appointed by the Mayor of the City of Los Angeles.

4. One director shall be elected under the authority of the governing boards of the municipal fixed route operators and shall be a governing board member or staff person of any municipal operator that is a member of the corporation.

5. One director shall be elected by the governing boards of the local fixed route operators and shall be a governing board member or staff person of any local operator that is a member of the corporation.

6. One director with a disability within the meaning of the Americans with Disabilities Act shall be appointed by the Los Angeles County Commission on Disabilities through an open public process. "Open public process" shall be defined as follows. The process: a) is one undertaken in the public view and a reasonable effort is made to publicize the opening; b) is open to all qualified candidates; c) and is structured so that the qualifications of the respective candidates are weighed by the appointing agency before it makes its appointment.

7. One director with a disability within the meaning of the Americans with Disabilities Act shall be appointed by the Los Angeles County Independent Living Centers through an open public process. "Open public process" shall be defined as follows. The process: a) is one undertaken in the public view and a reasonable effort is made to publicize the opening; b) is open to all qualified candidates; c) and is structured so that the qualifications of the respective candidates are weighed by the appointing agency before it makes its appointment

8. One director shall be appointed by the Board of Directors of the LACMTA and shall be a governing board member or staff person of that organization familiar with transit finance or operations.

9. One director shall be appointed first by the local fixed route operators and then by the municipal fixed route operators and such appointment shall thereafter successively alternate between them. The first appointment of such a director by the local fixed route operators shall be for the period commencing with the appointment and ending June 30, 2005 and shall not require a nominating committee or the timing set forth in Article VI, Section D of these Bylaws. Thereafter the appointment of a

director under this provision shall be for the term and in accordance with the procedures set forth in Article VI Section D of Bylaws.

10. Directors may only be removed by the action of the selecting authority.

C. Restriction on Interested Persons as Directors.

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered ~~into~~ by the agency.

D. Appointment, Election and Term of Office.

1. Within thirty (30) days prior to the expiration of a director's term of office, the County of Los Angeles, the Los Angeles County City Selection Committee (excluding the City of Los Angeles), the City of Los Angeles, the Los Angeles County Commission on Disabilities, LACMTA and the Los Angeles County Independent Living Center shall notify ASI of their respective appointments to the Board. These directors shall be appointed by the appropriate process in each of these entities.

2. Except as otherwise provided in Section B of this Article VI, the Directors for the Municipal Operators and Local Operators shall be elected through a written ballot, and nominating committees shall be selected at the annual meeting. The nominating committees shall prepare a list of all qualified nominees, which shall be distributed to the governing boards of the member representatives in March of each year for election of directors before July 1st of each year.

All directors shall serve two-year terms beginning on July 1st and terminating on June 30th.

The directors shall serve alternate terms as follows:

Terms beginning and ending in even-numbered years:

County of Los Angeles
City Selection Committee's Corridor Transportation
Representative City of Los Angeles
Los Angeles County Commission on Disabilities.

Terms beginning and ending in odd-numbered years:

LACMTA
Municipal Operators
Local Operators
Los Angeles County Independent Living Center
Alternating seat between Local and Municipal Operators

There shall be no limit on the numbers of terms of office of directors.

E. Vacancies on Board.

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgement of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) removal of a director; (d) the expiration of a director(s) term; or~~and~~ (e) an increase in the authorized number of directors.

Vacancies on the Board of Directors shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that in the event the selecting authority fails to make a timely appointment, its representative to the Board shall continue to serve on an interim basis until such time as the selecting authority acts. However, in the event the representative is unwilling or unable to continue to serve on an interim basis, a majority of the directors then in office, (even though less than a quorum), or a sole remaining director may fill the Board vacancy until such time as the appropriate selecting authority makes an appointment.

F. Resignations.

Except as provided below, any director may resign by giving written notice to the chairperson of the Board or to the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

G. No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

H. Open Meetings.

All meetings of the Board shall be conducted in accordance with the provisions of The Ralph M. Brown Act (California Government Code Section 54950 et seq.).

I. Regular Directors' Meetings.

The Board shall designate, by resolution, a regular time for holding meetings. Meeting may be held at any place that has been designated in the notice of the meetings, or, if not so designated, at the principal office of the corporation.

The Board shall require that the meeting agenda be posted at least 72 hours before a regular meeting in a location that is freely accessible to members of the public.

J. Special Meetings.

A special meeting may be called at any time by the chairperson of the Board or by a majority of the Board members.

K. Manner of Giving Notice.

Notice of the time and place of special meetings shall be given to each director by one of the following methods: by first-class mail, postage prepaid, facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the director's address or facsimile number as shown on the records of the agency. Notice shall be delivered 24 hours in advance of the meetings. The notice shall state the time of the meeting, the place and purpose of the meeting. The notice shall be publicly posted at a location that is freely accessible to members of the public.

L. Quorum.

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, and (b) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

M. Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

N. Compensation and Reimbursement.

Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

O. Meetings by ~~Telephone or Other Telecommunications Equipment~~Teleconference or Remote Participation.

~~Any board meeting may be held by conference telephone, video screen communications, or other communications equipment. Participating in a meeting under this Section shall constitute prescience in person at the meeting if all of the following apply:~~Board meetings may be conducted by teleconference or remote participation to the extent permitted by Government Code section 54953 and other applicable provisions of the Ralph M. Brown Act. Any such meeting shall be noticed, posted, and conducted in accordance with all applicable statutory requirements.

~~1. Each director participating in the meeting can communicate concurrently with all other members.~~

~~2. Each director is provided 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 agency.~~

~~3. The Board has adopted and implemented a means of verifying both of the following:~~

~~a. A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the Board meeting.~~

~~b. All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.~~

~~4. The meeting is noticed, posted and conducted in accordance with the requirements of Government Code §54953(b) or its successor.~~

ARTICLE VII. OFFICERS OF THE AGENCY

A. Officers of the Agency.

The officers of the agency shall be a Chairperson, Vice Chairperson, Chief Executive Officer~~Executive Director~~, Secretary and Treasurer. The agency may also have, at the Board's discretion, such other officers as may be appointed in accordance with this article of these bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Chairperson.

B. Election of Officers.

The officers of the agency, except those appointed under Article VII, Section C of these bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers.

The Board may appoint and may authorize the Chief Executive Officer~~Executive Director~~ to appoint any other officers that the corporation may require, including, without limitation, a Deputy Chief Executive Officer~~Chief Operating Officer~~. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

D. Removal of Officers.

Without prejudice to any rights or an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

E. Resignation of Officers.

Any officer may resign at any time by giving written notice to the agency. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the agency under any contract to which the officer is a party.

F. Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of the Officers.

1. Chairperson of the Board:

The chairperson shall preside at meetings of the Board and at meetings of the members and shall exercise such other powers and duties as the Board of Directors shall assign from time to time. In the absence of a Chief Executive Officer~~Executive Director~~ or Deputy Chief Executive Officer~~Chief Operating Officer~~, the chairperson shall become the chief executive officer of the corporation and, subject to such supervisory powers as the Board may give to the chairperson of the Board, if any, and subject to the control of the Board, shall direct, supervise and control the agency's activities, affairs and officers until such time as a Chief Executive Officer~~Executive Director~~ is elected.

2. Vice Chairperson of the Board:

If the chairperson is absent or unable to perform the duties of the chair, the vice chairperson shall perform all of the duties of the chairperson. When so acting, the vice chairperson shall have the powers of and be subject to all the restrictions applied on the chairperson. The vice chairperson shall have such other powers and perform such other duties as the Board may prescribe.

3. Chief Executive Officer~~Executive Director~~:

The ~~Executive Director shall be the~~ Chief Executive Officer of the agency ~~and~~, subject to such limits as the Board may place on the supervisory powers of the Chief Executive Officer~~Executive Director~~, if any, and subject to the control of the Board, shall direct, supervise and control the agency's day-to-day activities, affairs and non-board appointed officers.

4. Deputy Chief Executive Officer~~Chief Operating Officer~~:

In the absence or disability of the Chief Executive Officer~~Executive Director~~, the Deputy Chief Executive Officer~~Chief Operating Officer~~, if any, shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chief Executive Officer~~Executive Director~~. The Deputy Chief Executive Officer~~Chief Operating Officer~~ shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, the Bylaws or the Chief Executive Officer~~Executive Director~~.

5. Secretary:

a. Book of Minutes:

The secretary shall keep, or cause to be kept, at the corporation's principal office or other such place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members I meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

b. Membership Records:

The secretary shall keep or cause to be kept, at the agency's principal office or at a place determined by resolution of the Board, a record of the agency's members, showing each member's name, address, and class of membership.

c. Notices, Seal and Other Duties:

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

6. Treasurer:

a. Books of Account:

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the agency's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables:

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the chairperson of the Board and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the agency, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

c. Disbursement of Funds:

The following signatures shall be required on corporate checks:

(i) The Board of Directors may from time to time open an account or accounts with banks or other financial institutions and shall designate which officers or other designees shall have the authority to execute checks and other items for an on behalf of the agency.

(ii) The Treasurer shall disburse or cause to disburse the funds of the agency with such banks or the financial institutions as designated by the Board of Directors. The Treasurer shall periodically review or cause to be reviewed the disbursements of funds to ensure that all disbursements are undertaken in a manner consistent with procedures established by or under the authority of the Board of Directors.

ARTICLE VIII. INDEMNIFICATION

A. Right of Indemnity.

To the fullest extent permitted by law, this agency shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used in the Section, and including an action by or in the right of the agency by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section ~~3~~5238(a) of the California Corporations Code.

B. Request for Indemnity.

On written request of the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is ~~sough~~sought prevent the formation of a quorum of directors who are not parties to the proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person shall authorize indemnification.

C. Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this article, Sections A and B in defending any proceeding covered by those Sections shall be advanced by the agency before final disposition of the proceeding, on receipt by the agency of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the agency for those expenses.

The agency shall purchase officers and directors and general liability insurance to mitigate the incurrence of the aforementioned expenses by the corporation as directed by the Board of Directors.

ARTICLE IX. INSURANCE

The agency shall have the right to purchase and maintain insurance to the full extent permitted on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's directors, employee's or agent's status as such.

ARTICLE X. RECORDS AND REPORTING

A. The agency shall keep:

1. Adequate and correct books and records of account;

2. Written minutes of the proceedings of its members, Board, and committees of the Board and advisory committees to the Board; and

3. A record of each member's name, address, and class of membership.

B. Open Records.

~~All records of the corporation are subject to the provision of the California Open Records Law requirements specified in California Code 6250 et. seq.~~The records of the agency are subject to the California Public Records Act, Government Code section 7920.000 et seq., and other applicable laws governing public access to records.

ARTICLE XI. ANNUAL REPORT

The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the agency's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

A. The assets and liabilities, including the trust funds, of the agency as of the end of the fiscal year.

B. The principal changes in assets and liabilities, including trust funds.

C. The revenue or receipts of the agency, both unrestricted and restricted to particular purposes.

D. The expenses or disbursements of the agency for both general and restricted purposes.

E. An annual statement for the following types of transactions and indemnifications:

1. Any transaction (a) in which the agency, its parent, or its subsidiary was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than $50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, and "interested person" is either of the following:

a. Any director or officer of the agency, its parent, or subsidiary (but a mere common directorship shall not be considered such an interest); or

b. Any holder of more than 10 percent of the voting power of the agency, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the agency under Article VIII of these bylaws, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

ARTICLE XII. AMENDMENTS TO THE BYLAWS

The Board may recommend changes in the bylaws to the members.

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members; however, any amendment that would materially and adversely affect the rights of a class of members as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Access Services, a California nonprofit public benefit corporation, and that the above Amended and Restated Bylaws, consisting of 21 pages, were amended and restated in their entirety and adopted by the members at the Annual Meeting of Members held on November 20, 2026; became effective upon that approval; supersede and replace all prior bylaws of Access Services and all amendments thereto; and have not been amended or modified since that date.~~that the above bylaws, as amended in its entirety, consisting of pages, are the amended bylaws of this corporation as adopted by the members at the Annual Meeting of Members, held on March 11, 2010, and that they have not been amended or modified since that date~~.

Executed on ____~~April 27, 2015~~____________ at Los Angeles, California.

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Secretary of the Board