



BYLAWS

**BYLAWS
OF
THE LOS ANGELES REGIONAL CONSORTIUM**

ARTICLE I
PURPOSE; NAME

1.1. Name. The name of this consortium is the "Los Angeles Regional Consortium" ("LARC").

1.2. Purpose. To facilitate program coordination and alignment with other workforce training, education, and employment services in the State of California, the California legislature has established the Strong Workforce Program (the "Program") pursuant to Sections 88820, et seq. of the California Education Code (the "Code"). The Program provides funding to regional consortia grouped by the Office of the Chancellor of the California Community Colleges and comprised of community college districts and local education agencies. The purpose of the Program is to promote economic competitiveness, including, without limitation, the expansion of the availability of high-quality, industry-valued career technical education and workforce development courses, programs, pathways, credentials, certificates, and degrees.

In furtherance of the Program, the regional consortia establish regional strategic priorities, administer state and federal funding, form industry partnerships and public private partnerships, and review curriculum and approve proposals for credit career education programs. LARC organizes and implements the Program for the community colleges operating in the County of Los Angeles. For the avoidance of doubt, nothing in these Bylaws shall be construed as a limitation on the rights of the Participants (as defined below) to pursue the purposes of the Program independently from LARC.

ARTICLE II
PARTICIPATION

2.1. Original Participants. LARC is comprised of the following community and city colleges (collectively, the "Participants"): (a) Cerritos College, (b) Citrus College, (c) Compton College, (d) East Los Angeles College, (e) El Camino College, (f) Glendale Community College, (g) Long Beach City College, (h) Los Angeles City College, (i) Los Angeles Harbor College, (j) Los Angeles Mission College, (k) Los Angeles Pierce College, (l) Los Angeles Southwest College, (m) Los Angeles Trade-Technical College, (n) Los Angeles Valley College, (o) Mt. San Antonio College, (p) Pasadena City College, (q) Rio Hondo College, (r) Santa Monica College, and (s) West Los Angeles College.

2.2. Additional Participants. Qualifying community college districts and local education agencies may become Participants of LARC upon the approval of the Office of the Chancellor of the California Community Colleges and a majority of the CEO Board (as defined below).

2.3. Withdrawals or Resignations. No Participant may voluntarily withdraw, dissociate, retire or resign from LARC, except with the unanimous approval of the Participants.

2.4. Involuntary Termination. A Participant may be involuntarily terminated from LARC for cause upon a vote of two-thirds (2/3) of all the remaining members of the CEO Board. Such removal from participation shall not operate to dissolve LARC. For purposes of these Bylaws, termination "for cause" shall be permitted only in the event that (a) a Participant loses its accreditation as a community college district or local education agency, as applicable, or (b) a Participant's action or inaction materially prevents LARC or any other Participant from pursuing the purposes of the Program.

2.5. Limitation on Liability. The debts, obligations and other liabilities of LARC, whether arising in contract, tort or otherwise: (i) are solely the debts, obligations and liabilities of LARC to which the debts, obligations or other liabilities relate; and (ii) do not become the debts, obligations or other liabilities of a Participant solely by reason of the Participant acting as a participant of LARC.

ARTICLE III CEO BOARD; MEETINGS

3.1. Powers. Subject to limitations set forth in these Bylaws, the activities and affairs of LARC shall be conducted, and all powers of LARC shall be exercised by or under the direction of the board of college presidents (the "CEO Board"). The CEO Board may delegate the management of the activities of LARC to any person or persons, a management company, or committees however composed, provided that the activities and affairs of LARC shall be managed, and all consortium powers shall be exercised under the ultimate direction of the CEO Board. Without prejudice to such general powers, but subject to the same limitations, the CEO Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To conduct, manage, and control the affairs and activities of LARC and to make such rules and regulations therefor not inconsistent with the law or these Bylaws;

(b) To accept on behalf of LARC any funds, grant, contribution, gift, bequest, or devise, but the CEO Board shall not be required to accept any such funds, grant, contribution, gift, bequest, or devise;

(c) To oversee the financial integrity of LARC, including, without limitation, the processes by which LARC's management assesses and manages risk, LARC's compliance with legal and regulatory requirements; advocacy on behalf of LARC, and protection of the LARC brand;

(d) To review and approve the LARC mission statement, the Employer Engagement Plan (as defined below), and all other LARC projects;

(e) To adopt standards applicable to members of the CEO Board and monitor through evaluations the effectiveness of the governance practices under which the CEO Board operates;

(f) To determine the duties and responsibilities to be performed by, and annually evaluate the performance of, the Regional Chair, LARC management and the LARC advisory councils;

(g) To select and remove all officers, agents and employees of LARC, prescribe powers and duties for them as may not be inconsistent with the law or these Bylaws, and fix their compensation;

(h) To establish and oversee Workgroups and appoint voting members to the Workforce Council (as such terms are defined below);

(i) To ensure the quality of Project Monitors and internal monitoring functions. "Project Monitors" refer to the personnel hired by, and reporting to, the Regional Chair to provide fiscal and program performance evaluation on regional projects, assess project fit to regional objectives, and provide recommendations to the Regional Chair for project recognition, continuance or dissolution; and

(j) To monitor potential conflicts of interest of management and members of the CEO Board.

3.2. Number of Members. The authorized number of members of the CEO Board shall be nineteen (19); provided that such authorized number of members shall at all times be equal to the then-current number of Participants. In the event a Participant shall have withdrawn or been admitted or terminated in accordance with these Bylaws, the authorized number of members of the CEO Board shall be automatically increased or decreased, as applicable.

3.3. Qualification, Selection and Term of Office. Each member of the CEO Board is required to be the then-current college president (or equivalent officer) of a Participant. Each Participant shall appoint one (1) member of the CEO Board, such that at all times the CEO Board shall be comprised of the then-current college presidents (or equivalent officers) of all of the Participants.

3.4. Advisor to the CEO Board. The then-current Chancellor of the Los Angeles Community College District (the "Chancellor") shall serve as an ex officio advisor to the CEO Board and shall be entitled to attend all meetings of the CEO Board (except for closed sessions), *provided that* the Chancellor shall not be considered a member of the CEO Board with voting rights.

3.5. Alternate Members. Each Participant may appoint one (1) alternate member of the CEO Board, *provided that* such alternate member (if so appointed) shall be the Chief Instructional Officer of such Participant. Such alternate member may act as a member of the

CEO Board in place of and during the absence or disability of such regularly appointed member. All references in these Bylaws to any member of the CEO Board shall be deemed to refer to and include the applicable alternate member when so acting in place of a regularly appointed member.

3.6. Removal of CEO Board Members. Subject to Sections 3.3 and 3.5, each member or alternate member of the CEO Board may be removed and replaced at any time by the governing body of the Participant that appointed such member or alternate member of the CEO Board.

3.7. Place of Meeting. Subject to Section 3.13 below, meetings of the CEO Board shall be held at any place within or without the State of California which has been designated from time to time by the CEO Board.

3.8. Annual Meetings. Each year, the CEO Board shall hold one (1) meeting, at a time and place fixed by the CEO Board, for the purposes of appointment of officers, review and approval of the LARC budget and transaction of other business. The first meeting of the academic year is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the CEO Board may be held at such time and place as the CEO Board may fix from time to time by resolution.

3.9. Special Meetings. Special meetings of the CEO Board for any purpose or purposes may be called at any time by either Co-Chair or any two (2) members of the CEO Board.

3.10. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each member of the CEO Board by one of the following methods: (a) personal delivery of oral or written notice; (b) first-class mail, postage paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

Notices sent by first-class mail shall be deposited into a United States mailbox at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least forty-eight (48) hours before the time set for the meeting.

All such notices shall be given or sent to the address, phone number, facsimile number or e-mail address as shown on LARC's records for the applicable member of the CEO Board. Any oral notice given personally or by telephone may be communicated directly to the member of the CEO Board or to a person who would reasonably be expected to promptly communicate such notice to such member. Notices and other communications hereunder to the Participants shall be sufficient if delivered to an administrative officer of the governing body of each Participant. No notice of a regular meeting shall be required where the time and place of the meetings are fixed by CEO Board resolution (as permitted by Section 3.8 above).

3.11. Voting. Each member of the CEO Board, including, without limitation, each Co-Chair, shall have one (1) vote. Every act or decision done or made by a majority of the members of the CEO Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the CEO Board, unless a greater number is required by law or these Bylaws. Voting by proxy is not permitted at any meeting of the CEO Board. Subject to Section 3.5 of these Bylaws, attendance by proxy is not allowed at any meeting of the CEO Board.

3.12. Quorum. A majority of the actual number of members of the CEO Board then in office constitutes a quorum of the CEO Board for the transaction of business, except as provided in these Bylaws. Notwithstanding the foregoing, a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the CEO Board, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as required by law or these Bylaws.

3.13. Participation in Meetings by Conference Telephone or Video. Members of the CEO Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to LARC. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section 3.13 constitutes presence in person at that meeting as long as all members of the CEO Board participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to LARC, other than conference telephone and electronic video screen communication, pursuant to this Section 3.13 constitutes presence in person at that meeting if both of the following apply: (a) each member of the CEO Board participating in the meeting can communicate with all of the other members concurrently, and (b) each member of the CEO Board is provided the means of participating in all matters before the CEO Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by LARC.

3.14. Waiver of Notice. Notice of a meeting need not be given to any member of the CEO Board who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such member. All such waivers, consents, and approvals shall be filed with consortium records or made a part of the minutes of the meetings.

3.15. Adjournment. A majority of the members of the CEO Board present, whether or not a quorum is present, may adjourn any CEO Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent members of the CEO Board if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the members of the CEO Board who were not present at the time of the adjournment.

3.16. Action Without Meeting. Any action that may be taken at any meeting of the CEO Board may be taken without a meeting if a consent in writing, setting forth the action so taken,

is signed by members of the CEO Board having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all members of the CEO Board entitled to vote thereon were present and voted. Any action taken without a meeting shall be effective when the required number of votes approving such action have been received. Prompt notice of the action shall be given to all members of the CEO Board who have not consented to the action.

3.17. Devotion of Time. Each member of the CEO Board shall devote whatever time or effort as he or she deems appropriate for the furtherance of LARC's business.

3.18. Rights of Inspection. Every member of the CEO Board shall have the absolute right at any reasonable time to inspect and copy all of LARC's books, records, and documents of every kind.

3.19. No Compensation. Members and alternate members of the CEO Board shall not receive any compensation for serving as such, but shall be entitled to reimbursement for any reasonable expenses actually incurred in connection with serving as a member or alternate member, if the CEO Board shall determine that such expenses shall be reimbursed and there are unencumbered funds available for such purpose.

ARTICLE IV COMMITTEES

4.1. Committees. The CEO Board may appoint one (1) or more standing or ad hoc committees to serve at the pleasure of the CEO Board, each consisting of at least a majority of members of the CEO Board. Except as provided in Section 4.7 with respect to the Executive Committee, committees are charged with making recommendations to the CEO Board and do not have the power to act on behalf of the CEO Board. Until changed by the CEO Board, the standing committees of the CEO Board shall be those set forth in Section 4.3 below. The CEO Board may establish such other standing committees as the CEO Board deems appropriate. The establishment of additional standing committees or of any ad hoc committees shall be effected by a resolution of the CEO Board adopted by a majority of the members of the CEO Board then in office, and any such committee may be designated such name as the CEO Board shall specify.

The CEO Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The CEO Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. By resolution, the CEO Board may adopt, enlarge, diminish, change, or eliminate any or all the responsibilities and/or membership of any committee. Unless the CEO Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article III applicable to meetings and actions of the CEO Board. Minutes shall be kept of each meeting of each committee. A quorum of any committee shall consist of more than fifty percent (50%) of the then current authorized and appointed

membership of such committee. The procedures and manner of acting of the committees of the CEO Board shall be subject at all times to the direction of the CEO Board.

4.2. Limitations on Committees. No committee of the CEO Board shall have any of the authority of the CEO Board with respect to any of the following:

- (a) The filling of vacancies on the CEO Board or on any committee;
- (b) The fixing of compensation of the members of the CEO Board for serving on the CEO Board or on any committee;
- (c) The amendment, repeal, replacement or restatement of these Bylaws;
- (d) The amendment or repeal of any resolution of the CEO Board which by its express terms is not so amendable or repealable;
- (e) The establishment of other committees of the CEO Board or appointment of the members thereof;
- (f) The approval of any self-dealing transaction; or
- (g) The taking of any action on any matter that is not permitted to be delegated by the CEO Board under the Code or other applicable law.

4.3. Standing Committees. The CEO Board has established the following standing committees of the CEO Board:

- (a) Executive Committee; and
- (b) Advocacy Committee.

The standing committees serve at the pleasure of the CEO Board, and the functions, powers, and authority of such standing committees may be revised periodically as deemed necessary by the CEO Board.

4.4. Ad Hoc Committees. The CEO Board may establish one or more ad hoc committees to the CEO Board. The members of any ad hoc committee may consist of members and non-members of the CEO Board, *provided that* the chair of each ad hoc committee shall be a member of the CEO Board. The chair of each ad hoc committee shall be appointed by a Co-Chair of the CEO Board at the beginning of each fiscal year. Ad hoc committees may not exercise the authority of the CEO Board to make decisions on behalf of LARC, but shall be limited to making recommendations to the CEO Board or the CEO Board's authorized representatives and to implementing CEO Board decisions and policies. Ad hoc committees shall be subject to the supervision and control of the CEO Board. Notice of, and procedures for, meetings of ad hoc committees shall be as prescribed by the chair of each such ad hoc committee, and meetings of

any ad hoc committee may be called by a Co-Chair of the CEO Board or the chair of the ad hoc committee.

4.5. Committee Reports. Each committee shall present to the CEO Board such reports as are requested by the CEO Board, as required by these Bylaws, the CEO Board resolution designating the committee, or the committee charter, or as deemed advisable by the Committee.

4.6. Subcommittees. Unless otherwise provided in these Bylaws, the CEO Board may create one (1) or more subcommittees, each subcommittee to consist of two (2) or more members of the applicable parent committee. The CEO Board may delegate to a subcommittee any or all of the powers, authority and responsibilities of the applicable parent committee.

4.7. Executive Committee. The Executive Committee may exercise all powers, and have such authority and responsibilities of the CEO Board when the CEO Board is not in session. The Executive Committee shall be composed of the Co-Chairs, the chairs of each of the standing committees of the CEO Board, and other members of the CEO Board appointed to the Executive Committee by the CEO Board. The Co-Chairs shall be the co-chairs of the Executive Committee. The Executive Committee shall advise and aid the officers of LARC in all matters concerning the interests and promotion of the purposes of LARC.

The Executive Committee is delegated the authority to consent to and approve consortium actions in the ordinary course of business, to consider and approve ministerial and other matters as necessary or desirable for the benefit of LARC, and to exercise certain other powers of the CEO Board hereunder and under the Code, except for the power to amend these Bylaws and except as may be otherwise restricted or prohibited under the Code or the Executive Committee's charter. Any such Executive Committee approval will be reported to the full CEO Board at the next following CEO Board meeting, as appropriate.

The Executive Committee shall review, or cause to be reviewed, these Bylaws not less than every other year, or as deemed necessary by the CEO Board.

The delegated authority of the Executive Committee and its responsibilities are set forth in full in its charter. The Executive Committee charter, and any amendments thereto, shall be subject to CEO Board approval.

4.8. Advocacy Committee. The Advocacy Committee exists to address issues of public policy and systemic barriers as they relate to economic mobility, equity, and education. The Advocacy Committee is chaired ex officio by the then-current Chancellor. The Chancellor shall be the chair of the Advocacy Committee.

ARTICLE V ADVISORY COUNCILS

5.1. Advisory Councils. The CEO Board may designate one or more board-appointed committees, subcommittees, advisory councils, task forces and other bodies that shall have such

name or names as may be determined from time to time by the CEO Board. Except as set forth in this Article V, such board-appointed committees, subcommittees, advisory councils, and other bodies may consist of one (1) or more, or no, members of the CEO Board and/or one (1) or more, or no, individuals who are not members of the CEO Board as determined by the CEO Board.

Advisory Councils shall be advisory only and shall have no power or authority to act on behalf of the CEO Board or LARC, but shall provide such advice and assistance to the CEO Board, and have such other purposes, powers, authority and responsibilities as may be designated by the CEO Board by resolution or in a charter of the advisory council adopted by the CEO Board. The CEO Board may, from time to time, establish, eliminate or modify the purposes, powers, authority and responsibilities of any advisory council; change the size of any advisory council, and add, remove or replace the chair or member of any advisory council.

5.2. Workgroups. Workgroups shall be the creators of regional projects. Four (4) Workgroups have been established to focus on four (4) priority areas for LARC:

- (a) Student Employment/Job Creation;
- (b) Work-based Learning;
- (c) Workforce Training; and
- (d) Career Pathways.

Workgroups shall include members of the Los Angeles Workforce Council, deans, faculty, career service staff, project and campus leads, employers, and the K14 Technical Assistance Provider (K14 TAP). Workgroups shall be chaired by a voting member of the Workforce Council and supported by LARC program managers. Regional projects shall be generated from the Workgroups and shall move to the Innovation Council for presentation to the Workforce Council.

Workgroups shall designate a chair to preside over meetings and act as a liaison to the Innovation Council. The Workgroup chair shall be elected by majority vote of the Workgroup members. Regular meetings of the Workgroup may be held at such times and places as determined by its chair.

5.3. Innovation Council. The Innovation Council shall serve as the liaison between Workgroups and the Workforce Council. The primary function of the Innovation Council shall be to present regional projects created by the Workgroups to the Workforce Council for recommendation. The Innovation Council shall be comprised of Workgroup chairs and the Regional Chair. The Innovation Council shall designate a chair to preside over meetings and act as a liaison to the Workforce Council. Regular meetings of the Innovation Council may be held at such times and places as determined by its chair.

5.4. Workforce Council. The Workforce Council shall have primary responsibility for the review and recommendation of programs in accordance with the Code, Title 5 of the California Code of Regulations, and the current edition of the Program and Course Approval

Handbook (the "PCAH"), published by the Office of the Chancellor of the California Community Colleges. In addition, it is the responsibility of the Workforce Council to vote to recommend regional projects to the CEO Board for funding and implementation. The Workforce Council may also provide input regarding programmatic budget, resource allocation, strategic planning, policy, advocacy and regional plans and coordination of strategic efforts. In addition, the Workforce Council will collaborate, advise, and coordinate efforts with the Regional Chair.

The Regional Chair shall act as the Chair of the Workforce Council. The Workforce Council shall meet a minimum of nine (9) times during each academic year. An annual calendar with meeting dates and program recommendation deadlines will be developed and approved by the Workforce Council no later than their June meeting. For purposes of program recommendation, business meeting minutes will be made available to Workforce Council members in accordance with requirements in the most recent published version of the PCAH.

The Workforce Council shall be comprised of nineteen (19) voting members including one (1) voting member from each Participant. There may be one (1) alternate voting member for a college who may vote in the absence of the voting member. A simple majority of the Workforce Council members present at a meeting passes the recommendations.

ARTICLE VI FISCAL AGENT; REGIONAL CHAIR; OFFICERS

6.1. Fiscal Agent. Pasadena City College has been designated by the Office of the Chancellor of the California Community Colleges to act as fiscal agent for LARC (the "Fiscal Agent") pursuant to Sections 88823 and 88825 of the Code, and to facilitate career technical education and workforce and economic development collaboration and coordination efforts to drive towards the expansion of work-based learning for students, the increase of student employment outcomes and improve the responsiveness of colleges to the training needs of employers. The Fiscal Agent is authorized to dispense, monitor and audit sub-grants once budget decisions have been made by the CEO Board in accordance with the Program.

In the event there is a surplus of regional Program funding on an approved project, the Fiscal Agent shall have first right of refusal for reallocating the surplus funds within such approved project, provided that the funding can be expended within the performance period of the applicable regional project. Such reallocations within the same regional project do not require approval by the CEO Board. In the event that the Fiscal Agent cannot reallocate the funds within the project to be expended within the performance period, surplus funds may be allocated to other regional Program projects within the same funding period with prior approval from the CEO Board.

6.2. Regional Chair; Management Policies.

6.2.1. Regional Chair. The Fiscal Agent shall appoint a “Regional Chair,” who shall be an employee of the Fiscal Agent, and shall report to the Fiscal Agent and oversee all administrative and fiscal matters related to LARC operations, including, without limitation, the following:

- (i) approval of project budgets and project contractors;
- (ii) assistance in strategic planning, including, without limitation, the development of the Employer Engagement Plan. The “Employer Engagement Plan” shall mean LARC’s regional approach to support increased employability for students and effectively respond to employer needs;
- (iii) advise the Fiscal Agent and CEO Board on key program management issues of LARC;
- (iv) support to the CEO Board, including, without limitation, convening and managing CEO Board meetings and other meetings as required;
- (v) review of the Program regional plans and submission of all required documentation to the Office of the Chancellor of the California Community Colleges;
- (vi) development of the annual LARC workplan and budget in collaboration with the CEO Board and Workforce Council;
- (vii) prepare and distribute a formal quarterly report to each member of the CEO Board electronically, which will include a financial report, staffing report, progress on regional projects report, and progress on regional plans report. The Regional Chair will provide a verbal summary report of any material changes/updates to the most recent quarterly report to the members of the CEO Board on a quarterly basis;
- (viii) advise and support the Workforce Council, and facilitate regional activities, including, without limitation, marketing, data utilization, and professional development efforts;
- (ix) create partnerships with workforce development boards, educational institutions, and business and civic organizations, and facilitate and assist colleges with leveraging the external resources required to implement Program initiatives.

The CEO Board delegates to the Regional Chair all such authority as is necessary and appropriate to manage the business and affairs of LARC in accordance with the strategic plan and objectives adopted and approved by the CEO Board and subject to oversight by the CEO Board. The performance of the Regional Chair is evaluated annually by the CEO Board. The CEO

Board reserves to itself full authority to revoke or modify any such delegation at any time and from time to time.

6.2.2. Management Policies. The Regional Chair, or his or her designee, shall have the authority to promulgate subordinate written directives, policies and regulations of LARC ("Management Policies") consistent with these Bylaws, or any other action, resolution, or policy of the CEO Board. The CEO Board delegates to the Regional Chair, or his or her designee, the authority to develop processes and procedures to enforce Management Policies and secure compliance with said policies and to take any remedial or corrective action in connection therewith deemed appropriate and consistent with these Bylaws, or any other action, resolution, or policy of the CEO Board.

6.3. Officers.

6.3.1. Co-Chairs. The CEO Board shall elect two (2) Co-Chairs of LARC from among its members to each serve for a term of two (2) years. No Co-Chair may serve more than six (6) consecutive years. Co-Chairs shall be elected by majority vote of the CEO Board. One (1) Co-Chair shall be the college president (or equivalent officer) of a Participant included in the Los Angeles Community College District, and one (1) Co-Chair shall be a college president (or equivalent officer) of a Participant that is not included in the Los Angeles Community College District. Co-Chairs shall be appointed for staggered terms, and shall continue to serve until their successors have been appointed. When present, the Co-Chairs shall preside at meetings of the Council and at meetings of the Executive Committee. The Co-Chairs may not hold any other office than Co-Chair.

6.3.2. Other Officers. The CEO Board shall have the power to appoint such other officers and employees as it may deem necessary and to retain independent counsel, consultants and accountants.

6.3.3. Agents. The CEO Board shall have the power, by resolution, to the extent permitted by the Code or any other applicable law, to delegate any of its functions to one or more of the members of the CEO Board or officers or agents of LARC and to cause any of said members, officers or agents to take any actions and execute any documents or instruments for an in the name and on behalf of the CEO Board or LARC.

6.3.4. Nominations. Nominations for officer positions will be solicited by the Regional Chair prior to the end of the terms of the then-current officers. Members of the CEO Board may self-nominate. It will be the responsibility of the Regional Chair to prepare a slate of officer candidates for voting at the annual meeting.

6.3.5. Procedures for Elections; Qualifications. Officers of LARC shall be elected biannually from the members of the CEO Board at the annual meeting. The Regional Chair shall prepare and distribute ballots for the officer election at the annual meeting. The Regional Chair shall count the ballots and present the results of the officer election at the annual meeting. In

the event only one (1) candidate is seeking election of an officer position, the Regional Chair shall declare the position uncontested and announce the candidate as the new officer.

6.3.6. Resignations. Any officer may resign at any time by giving at least thirty (30) days prior written notice to LARC, but without prejudice to the rights, if any, of LARC under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice by the CEO Board or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.3.7. Vacancies. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual or biennial basis.

6.3.8. Compensation. The salaries of LARC's officers shall be fixed from time to time by the CEO Board or by such committee to which the CEO Board has delegated such authority. No officer shall be prohibited from receiving compensation because the officer is also a member of the CEO Board. The salaries of all officers shall be just and reasonable and given in return for services actually rendered for LARC.

ARTICLE VII DISSOLUTION

7.1. Dissolution. LARC may be dissolved effective at the end of any fiscal year by the unanimous affirmative vote of the CEO Board; provided, however, that LARC shall continue to exist for the purpose of disposing of all claims, distribution of assets, and all other functions necessary to conclude the affairs of LARC.

7.2. Disposition of Property and Funds. Upon the dissolution of LARC as set forth in Section 7.1 hereof, after payment of all expenses and liabilities of LARC, all property of LARC both real and personal shall be distributed, transferred or otherwise disposed of in the manner and as may be designated by the California Community Colleges Chancellor's Office.

ARTICLE VIII INDEMNIFICATION

8.1. Indemnification. To the full extent permitted by law, the CEO Board may authorize indemnification by LARC of any person who is or was a member or alternate member of the CEO Board, or an officer, employee or other agent of LARC (each, an "Agent"), and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was and Agent, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such Agent acted in good faith in a manner such Agent reasonably believed to be in the best interests of LARC and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such Agent was

unlawful and, in the case of an action by or in the right of LARC, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

8.2. Insurance. LARC may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent's status as an Agent.

8.3. Advance of Expenses. Expenses incurred by an Agent in defending any proceeding may be advanced by LARC before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VIII.

ARTICLE IX IMMUNITIES

All of the privileges and immunities from liabilities, exemptions from laws, ordinances and rules, all pension, relief, disability, workers' compensation, and other benefits which apply to the activity of officers, agents or employees of Participants when performing their respective functions within the territorial limits of their respective public agencies, shall apply to them to the same degree and extent while engaged as members of the CEO Board or otherwise as an officer, agent or other representative of LARC or while engaged in the performance of any of their functions or duties extraterritorially under the provisions of these Bylaws.

ARTICLE X FISCAL YEAR

Each fiscal year of LARC shall end on June 30.

ARTICLE XI AMENDMENTS

These Bylaws shall not be amended, modified, or altered except by a written instrument duly executed by at least seventy-five percent (75%) of the CEO Board, provided that notice containing the general effect and intent of the proposed amendments has been given to all members of the CEO Board at least ten (10) days prior to such meeting. The Regional Chair shall be responsible for drafting proposed amendments to these Bylaws. Notice of approved amendments to these Bylaws shall be posted on the LARC website within seventy-two (72) hours of approval by the CEO Board and shall take immediate effect upon such approval.

ARTICLE XII EMERGENCY ACTION

In the event of an Emergency, the business of the CEO Board shall continue to be governed and directed, and the management of the business and affairs of LARC shall continue

to be overseen, by those members of the CEO Board in office at the time an Emergency arises and who are available to act during the Emergency. Notwithstanding anything to the contrary set forth in these Bylaws, if fewer than three (3) such members of the CEO Board are available to act, additional members of the CEO Board, in whatever number necessary to constitute a CEO Board of three (3) members, shall be selected automatically from the first available officers or senior-most employees of LARC. Additional members of the CEO Board, beyond the minimum number of three (3) members, but not more than three (3) additional members of the CEO Board, may be elected from any officers or senior employees of LARC.

During an Emergency, the CEO Board shall be governed by the following procedures and shall have the following powers and authority in addition to all other powers and authority which it would otherwise have:

(a) meetings of the CEO Board may be called by any member of the CEO Board,

(b) in all cases, three (3) members of the CEO Board shall constitute a quorum, which may act by majority vote;

(c) any members of the CEO Board may be removed by a majority vote of the then-governing CEO Board in the event such member(s) become unavailable or unreachable for a period of one hundred twenty (120) hours;

(d) the CEO Board may establish any additional procedures and may amend any of the provisions of this Article XV concerning the interim governance and directing, and oversight of the management and affairs of, LARC in an Emergency if it considers it to be in the best interests of LARC, except that it may not change in any manner which excludes from participation any person who was a member of the CEO Board in office at the time an Emergency arises; and

(e) to the extent that it considers it practical to do so, the CEO Board shall govern and direct, and oversee the management and affairs of, LARC during an Emergency in a manner which is consistent with these Bylaws. It is recognized, however, that it may not always be practical to act in this manner in an Emergency. Accordingly, this Article XII is intended to empower the CEO Board with the maximum authority possible under all applicable laws, to conduct the interim governance and directing, and oversight of the management and affairs of, LARC in an Emergency in what the CEO Board considers to be in the best interests of LARC.

For purposes of these Bylaws, an "Emergency" shall mean fire, flood, earthquake, elements of nature or acts of God; riots, acts of terrorism, civil disorders, rebellions or revolutions; government shut-down orders related to a pandemic; or any other similar cause beyond the reasonable control of LARC.

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