



CARCD Communication: CARCD Ballot and Election Materials - Ballots Due March 2, 2026

From District Managers list <DISTRICT-MANAGERS@LISTSERV.CARCD.ORG>

on behalf of

elections@carcd.org <elections@CARCD.ORG>

Date Fri 12/12/2025 11:12 AM

To DISTRICT-MANAGERS@LISTSERV.CARCD.ORG <DISTRICT-MANAGERS@LISTSERV.CARCD.ORG>

This message is being sent to RCD District Managers/Executive Directors and RCD Directors.

We did not have a quorum of delegates from member RCDs at our Annual Membership Meeting in November. As a result, no vote could take place for officers, bylaws, or resolutions. Therefore, we are conducting the vote by email.

MAKE YOUR VOTE COUNT! Whereas votes at the annual meeting would have been cast by delegates, decisions must now be made by a **vote of the board of directors of member RCDs and submitted to CARCD as certified ballots** [using this Google form](#).

Please see important information about the process below:

Ballots are to be submitted via the [Google form](#) and are due by 5:00pm, March 2nd.

A PDF of the form is attached. Please review the form before your board meets to ensure that your district's vote will count.

RCD Members Eligible to Vote:

Only RCDs who are members in good standing are eligible to vote. Per the current bylaws, RCDs whose memberships lapse and subsequently pay dues owed are to be reinstated through an action of CARCD's board. The next board meeting is January 20th, and the agenda will include a vote to reinstate members who were dropped from the voting roles because their dues were not current.

To be reinstated on time to vote on the current ballot, RCDs must submit their overdue dues payments by **January 13th, 2026** (one week before the board meeting) so the pertinent information can be provided to the board prior to the meeting.

Officer Elections:

The slate of candidates is below. Candidates for President and Vice President were invited to submit candidate statements by December 8th. Statements are attached for all candidates who provided them.

President

Rick Gomez (Inland Empire RCD)

Molly Watkins (San Joaquin RCD)

Vice President

Peter Braudrick (Mendocino RCD)

John James (El Dorado RCD)

Secretary-Treasurer

Matthew Hurley (Sierra & Tranquility RCDs)

Bylaws:

Vote to approve or not approve the proposed amended bylaws.

Please note:

- Bylaws Committee members Laurie Tippin and Karen Sweet will hold **90-minute Office Hours on January 7 at 3:00pm and January 9 at 9:00 am via Zoom**. The Zoom link is <https://us02web.zoom.us/j/4086914636?omn=86131589159>
- Since there will be no opportunities at this time to further amend the recommended amended bylaws, the CARCD Bylaws Committee and Board of Directors recognize that this version may not be perfect but reminds members that future amendments may be made. Further, the Policy Committee is developing complementary Policies.

Resolutions:

Vote to approve or not approve each resolution. (Abstain option is also available.)

Inspectors of Elections (to be appointed by the board in the January board meeting) will count the votes, and the results will be announced as early in March as possible.

Attachments (Links for DM Listserv because of file size)

- 1) [Master PDF containing the following:](#)
 - a. Printout of the Ballot form for review (Page 1)
 - b. Candidate Statements for Presidential and Vice-Presidential candidates that were submitted (Page 8)
 - c. Proposed Amended Bylaws (Page 10)
 - d. Policy Committee's Summary Table of Resolutions and Committee Recommendations (Page 30)
 - e. Resolutions as submitted by Antelope Valley (Now Canyons to Desert) RCD (Page 33)
- 2) [Separate PDF with cover letter and Resolutions from North Santa Clara et al RCDs](#) (File was protected and could not be combined with the Master PDF.)

We have allowed nearly 80 days from the time of this message to ensure that all eligible RCDs are able to agendize the vote in an upcoming board meeting and to take the action needed to execute and submit your vote.

Make your RCD's voice be heard and please vote!

CARCD Elections



To unsubscribe from the DISTRICT-MANAGERS list, click the following link:
<http://listserv.carcd.org/scripts/wa-CARCD.exe?SUBED1=DISTRICT-MANAGERS&A=1>

CARCD BALLOT

* Indicates required question

1. Email *

California Association of Resource Conservation Districts Ballot for the Election of Officers for the Board of Directors, for the Adoption of Resolutions, and for Approval of the Amended Bylaws

The election ends on March 2, 2026, at 5:00 p.m.

MAKE YOUR VOTE COUNT! Per the Bylaws, your District's Board of Directors MUST take official action to approve this ballot and your RCD's Secretary must certify that your responses Board Actions.

Voting District Information

2. Name of Voting District *

3. Name of District Secretary

*

(By entering their name below, the District Secretary certifies that the responses represent board-approved Actions.)

4. The responses were approved by the RCD Board of Directors on the following date. *

Example: January 7, 2019

Election of Officers for Board of Directors

5. President — Choose One *

Mark only one oval.

- ☐ Rick Gomez, Inland Empire RCD
☐ Molly Watkins, San Joaquin County RCD

6. Vice President — Choose One *

Mark only one oval.

- ☐ Peter Braudrick, Mendocino County RCD
☐ John James, El Dorado County RCD

7. Secretary–Treasurer — Choose One *

Mark only one oval.

- ☐ Matt Hurley, Sierra RCD and Tranquillity RCD

Approval of Proposed Amended Bylaws

8. Does your RCD approve adoption of the Proposed Amended Bylaws transmitted on October 28, 2025? *

Mark only one oval.

- ☐ Yes
☐ No

Approval of Resolutions

9. Resolution #1: *
Moving Regions (Antelope Valley RCD Res. # 20250805)

Topic	Resolution #	Submitting RCD	Request	Rational	Policy Committee Recommendation
Moving Regions	20250805	Antelope Valley RCD	Request to move from SoCal Inland Region to the High Desert Region	"more common conservation issues with other RCDs in the High Desert Region, such as climate, plant materials, wildlife and soils." "over the last several years has worked with other RCDs in the High Desert Region on conservation projects"	APPROVE

Mark only one oval.

- ☐ APPROVE
- ☐ DO NOT APPROVE
- ☐ ABSTAIN

10. Resolution #2: *
Sustainable Funding for RCDs (Tehama County RCD + co-sponsors RCDTC #25-14)

Topic	Resolution #	Submitting RCD	Request	Rational	Policy Committee Recommendation
Sustainable Funding	RCDTC #25-14	Tehama County RCD Co-sponsored by: -San Mateo - Santa Cruz - Napa County - Gold Ridge -Trinity -Humboldt -Sonoma -Mendocino	Sustainable funding for RCDs	The CARCD should "prioritize, as a primary objective, advocating for sustainable funding, including full cost recovery from state and federal granting agencies that would permit RCDs to run smoothly, efficiently, and to the purposes for which RCDs"	APPROVE

Mark only one oval.

- ☐ APPROVE
- ☐ DO NOT APPROVE
- ☐ ABSTAIN

Following resolutions submitted by the following RCDs: North Santa Clara RCD; Riverside-Corona RCD; San Jacinto Basin RCD; Loma Prieta RCD.

11. Resolution #3: *
Reaffirm Duty to Comply with Bylaws (Res. # 2025-(1))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(1)	Direct the CARCD Board of Directors to Reaffirm Their Duty to Comply with the Duly Adopted and Effective Bylaws	"The CARCD Membership does hereby direct the CARCD Board of Directors to reaffirm their duty to comply with the duly adopted and effective bylaws at all times and immediately take action to do so."	DO NOT APPROVE AT THIS TIME; REFER TO POLICY COMMITTEE

Mark only one oval.

- ☐ APPROVE
☐ DO NOT APPROVE
☐ ABSTAIN

12. Resolution #4: *
Transparency and Minimum Standards for Conducting CARCD Business (Res. # 2025-(2))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(2)	Establish Minimum Standards for Conducting Association Business to Ensure Transparency and Accountability in Operation	"any RCD, regardless of membership, will be allowed to attend and provide comments at any meeting of the Association, including but not limited to meetings of the Board, Executive Committee, standing committees, special committees, and general membership."	DO NOT APPROVE AT THIS TIME; REFER TO POLICY COMMITTEE

Mark only one oval.

- ☐ APPROVE
☐ DO NOT APPROVE
☐ ABSTAIN

13. Resolution #5: *
Reconvene Policy Committee (Res. # 2025-(3))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(3)	Direct the CARCD Board of Directors to Reconvene the Policy Committee in Accordance with the Bylaws	"CARCD Membership does hereby direct the CARCD Board of Directors to adhere to the Adopted Bylaws with regards to appointing members to the Policy Committee"	DO NOT APPROVE (Policy Committee has been reconvened. There is no need for this resolution.)

Mark only one oval.

- ☐ APPROVE
☐ DO NOT APPROVE
☐ ABSTAIN

14. Resolution #5: *
Establish and Convene a Standing Finance Committee (Res. # 2025-(4))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(4)	Direct the CARCD Board of Directors to Establish and Convene a Standing Finance Committee	"direct to CARCD Board of Directors to take the following actions: a. Direct the CARCD Policy Committee to determine whether a Standing Finance Committee currently exists; and, if so, to initiate the process for soliciting and appointing Resource Conservation District representatives from throughout the state to serve on the committee; and to develop policies and procedures governing all CARCD financial matters; or b. If no Standing Finance Committee exists, follow the procedures set forth in the Bylaws to establish such a committee and appoint member district representatives with demonstrated interest, knowledge, and expertise in nonprofit financial management."	DO NOT APPROVE (Finance Committee has been reconvened. There is no need for this resolution.)

Mark only one oval.

- ☐ APPROVE
☐ DO NOT APPROVE
☐ ABSTAIN

15. Resolution #6: *
Reconsider Board Action on Dues Structure for FY 25–26 (Res. # 2025-(5))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(5)	Direct the CARCD Board of Directors to Rescind and Reconsider Board Action to Change the Dues Structure for FY 25-26	"CARCD Membership does hereby direct to CARCD Board of Directors to take the following actions: a. Immediately refer the issue of membership dues and the dues process to the Policy Committee for review and recommendation; and b. Require the Policy Committee to solicit and consider feedback from all RCDs—regardless of membership status—on the dues structure and process"	DO NOT APPROVE (We recommend that all RCDs, including those proposing this resolution, make recommendations to the Finance Committee, and subsequently to the Board of Directors. The resolution seems premature.)

Mark only one oval.

- ☐ APPROVE
☐ DO NOT APPROVE
☐ ABSTAIN

16. Resolution #7: ★
Establish New Election Procedures (Res.# 2025-(6))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(6)	Establish New Election Procedures	"CARCD Policy Committee is charged with developing draft election procedures and submitting them to member districts for review, followed by a final recommendation to the CARCD Board of Directors." See Submitted Resolution for further detail.	DO NOT APPROVE AT THIS TIME; REFER TO POLICY COMMITTEE (We recommend that this resolution be postponed until the membership votes on the new bylaws. At that time, if the districts submitting this resolution feel that further changes to election procedures are needed, their recommendation that the policy committee consider their proposals seems appropriate.)

Mark only one oval.

- ☐ APPROVE
- ☐ DO NOT APPROVE
- ☐ ABSTAIN

17. Resolution #8: ★
Adopt IRS-Recommended Policies for Charitable Organizations 2025-(7))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(7)	Adopt Policies Recommended by the IRS for Charitable Organizations	"CARCD Board of Directors be directed to adopt a conflict of interest policy, a whistleblower policy, and a records retention policy, as recommended by the IRS, prior to filing the 2026 Form 990."	APPROVE

Mark only one oval.

- ☐ APPROVE
- ☐ DO NOT APPROVE
- ☐ ABSTAIN

18. Resolution #9: *
Ensure Diverse Representation on Committees (Res. #2025-(8))

Resolution #	Request	Rational	Policy Committee Recommendation
2025-(8)	Direct the CARCD Board of Directors to Ensure Diverse Representation on CARCD Committees	"CARCD Membership hereby directs the Board President and the Board of Directors to appoint no more than one voting representative from the same RCD to any committee, regardless of whether the committee is standing, ad hoc, special, or otherwise constituted."	DO NOT APPROVE (It is hard enough already to get people to serve on the various standing and special committees of CARCD. This would just make it harder.)

Mark only one oval.

- ☐ APPROVE
- ☐ DO NOT APPROVE
- ☐ ABSTAIN

This content is neither created nor endorsed by Google.

Google Forms

Rick Gomez
Candidate for President of California Association of Resource Conservations Districts
December 2025

It has been my honor to serve as President of CARCD's board of directors for the last two years. During this time, we initiated numerous efforts to modernize and improve CARCD for the benefit of all member RCDs and all Californians. I'm very proud of what CARCD has accomplished under my presidency as well as how we are navigating a period of rapid change and uncertainty. I hope to continue this momentum, complete the high priority work that is underway, and provide continuity in these unpredictable times. For these reasons I ask for your vote for a second term as President.

My career and educational background offer me a unique perspective and skill set to understand and support the community led conservation that RCDs provide as local government agencies: I have a master's degree in public administration, a second master's degree in regenerative studies with a focus on climate change, and over 30 years of experience with local government in city planning and management and community development with specific experience in governmental contracts, intergovernmental relations, urban development, and the federal/state legislative processes. My passion for community service includes volunteering as a docent at the Ontario Museum of History and Art, serving as the President of the Rancho Cucamonga Rotary Club, and a deep involvement with my local RCD, the California Association of RCDs, and the National Association of RCDs.

Inland Empire RCD

I have been a dedicated member of the IERCD Board since 2015 and serve as President. I improved our organizational health by setting a strong, ethical board/ staff culture-- ensuring that the board understands and fulfills their role, helping refine board-staff connections and clarifying roles, working with staff to complete a staffing and salary analysis and restructure, and strategic planning to make sure we remain operational and efficient as new funding and programs come online.

Under my leadership as President, we increased our collaboration and partnerships for regional conservation and wildfire resilience, established direct support to agricultural producers, improved IERCD's capacity and relevance, and substantially increased the benefits to those we serve. In addition to helping set this course with staff, I have worked to set direction with our Board, encouraging everyone to identify and advance meaningful actions to address climate change and conservation on a significant scale. This included prioritizing participation in regional working groups like the SoCal Soil and Water Hub as well as entering innovative collaborations with water districts, cities, counties, and colleges focused on watershed health as a driver of the work we are all doing

With my encouragement, IERCD took advantage of much larger grants than we had historically. We secured a series of regionally scaled grants benefitting stakeholders in

forest management and fire resilience and two rounds of grants to agricultural producers that provide direct payments to operations impacted by climate related weather events. These efforts have enabled our RCD to engage more meaningfully with agricultural producers, scale our efforts to more ambitious levels, and bring in greater funding that directly benefits individual producers to help keep our region farming. Furthermore, these grants have increased IERCD's capacity, helping build our District while increasing benefit to those we serve.

In addition to my role as President, I participate on multiple committees: Administrative and Personnel; Budget and Finance; Diversity, Equity, Inclusion; Lands and Mitigation; and Public Education and Outreach. Staff appreciates that I take my volunteer responsibilities seriously. I do not miss meetings or calls, I read all materials, and I am always prepared.

California Association of RCDs

I have served on the Board of CARCD since 2022, as President for the last two years. As Board President, I've been committed to ensuring our organization continues to honor its 80+ years of tradition while positioning us for the future. With my board colleagues and members of committees that I have established, we've worked to ensure compliance with existing bylaws while developing new bylaws that reflect current needs and opportunities and how member RCDs' vision for CARCD has evolved. I ensured that we retained legal counsel to ensure that compliance with the laws and our bylaws, revived standing committees that had not functioned for years, and created a Financial Oversight Committee to ensure that the board is well informed to make the best decisions. When federal funding was frozen in early 2025, I formed and took part in ad hoc committees of board members to leverage their skills and expertise to support the Executive Director in navigating the crisis.

As Board President I must ensure that CARCD represents the shared values of the RCD network. This means we work hard to give RCDs the tools they need to get conservation work done on the ground - supporting forest health and wildfire resilience, saving water, supporting soil health, restoring wildlife habitat, and doing this for the benefit of all Californians.

National Association of Conservation Districts

I serve as the California state representative to NACD and am the newly elected Chair of the Pacific Region of NACD, after serving as Vice-Chair. As Chair, I help retain NACD's focus on the needs of the districts in this region, chair the Pacific Region gathering, serve as the liaison between NACD and CARCD, make sure NACD funding and programs are known to California's RCDs, lead bimonthly meetings of the Pacific Region district board members and leadership staffers, play a leadership role in developing and implementing the Pacific Region strategic plan which focuses heavily on climate-related coastal erosion and saltwater intrusion, and serve on the Outreach Committee.

MOLLY WATKINS FOR CARCD PRESIDENT

It's time for new leadership.

Dear CARCD Members,

As we stand at a pivotal moment for our organization, the need for **new leadership** has never been more apparent. It is time to embrace a future marked by **transparency, fiscal responsibility**, and a strong foundation in **agriculture**.

Why Vote for Molly Watkins?

- **Proven Leadership:** With a lifetime of experience in the agricultural sector and 23 years as an RCD director, I understand the challenges and opportunities we face. My practical expertise equips me to lead CARCD towards innovative solutions that benefit all members and the people they serve.
- **Commitment to Transparency:** I advocate for open communication and decision-making. Under my leadership, all actions and finances will be clear, ensuring that every member feels informed and empowered.
- **Fiscal Responsibility:** I am dedicated to responsible budgeting and resource allocation. Together, we can ensure that our funds are used efficiently and effectively to enhance our programs and services.

My Vision

- **Engage Members:** Create opportunities for all voices to be heard through regular feedback sessions and community meetings.
- **Strengthen Relationships:** Foster partnerships with local agricultural organizations, universities, and government agencies to enhance our impact and resources.
- **Focus on Sustainability:** Promote sustainable practices and technologies ensuring the future of agriculture in our communities.
- **Protect Division 9:** Guard and uphold our Division 9 authorities for RCDs to fulfill our directive.

Join Me!

I invite you to join me on this journey towards a more transparent, responsible, and effective CARCD. Together, we can cultivate lasting change that reflects our commitment to the future of agriculture, soil and water conservation and the communities we serve across California.

Let's make our voices heard.

VOTE FOR MOLLY WATKINS AS YOUR NEXT CARCD PRESIDENT!

Peter Braudrick
Candidate for Vice President of CARCD
December 2025

I am running for the position of Vice President of the CARCD board because I have a lifelong passion for conservation and believe that RCDs are incredibly important to improving and restoring the wild and working landscapes of California. My management and conservation experiences are integral to my effectiveness.

I was fortunate to grow up on the beautiful Monterey Peninsula and majored in environmental planning at a public university in California. I enjoyed a 33-year career with California State Parks in a variety of different positions in **twelve different urban and rural counties across the state**. Those years gave me tremendous insight and knowledge regarding conservation and natural resource management, taught me to be a good manager and collaborator, and gave me a **broad perspective on the diversity of California's natural and working lands** that helps me serve all RCDs today.

In 2007 I was appointed by the Director of the California Department of Forestry to serve on the newly formed advisory committee for the Jackson State Demonstration Forest, the largest of CAL FIRE's fourteen demonstration forests. Over 48,000 acres in size, Jackson is a living laboratory to test and study forest management techniques. We had 13 members, ranging from environmentalists to loggers. Because of my **respectful, empathy-based, collaborative approach**, I was seen as the person who brought the group together resulting in a **consensus-based management plan** that marked a pivot to the current era of sustainable management of the forest that also met community economic needs. Today, Jackson continues to demonstrate practices that balance economical timber production with the protection of public trust resources, with more forest growth each year than is harvested.

Soon after, I saw an ad in the newspaper to join the board of the Mendocino RCD. I went to their public meeting and was enthralled. I could not believe such an amazing organization was such a well-kept secret. I wanted to be part of it, bringing my perspectives and management experience to help them be even more effective. I joined as an Associate Director and became a voting director in 2010. We rotate the Chairmanship annually.

During my tenure, Mendocino RCD grew from 5 to 16 staff, and the budget grew from about \$200,000 to \$6-7 million annually. During this time, the board oversaw staffing transitions and new systems to accompany our growth. I played a **key role in developing financial stability, including cash flow and reserves**, as the organization took on larger projects, grants, and staffing. I also helped facilitate our partnership with Caltrans to acquire a 2,200-acre mitigation property that our RCD will own, along with a \$19M endowment for ongoing management in perpetuity.

Because of my enthusiasm, commitment, and collaborative nature, I was asked to serve as the RCD representative on the board of the North Coast Resource Conservation and Development Council (RC&D), which I have now served for 14 years. This RC&D is a 4-county non-profit serving 5 RCDs. In 2011, RC&Ds across the nation lost their federal funding, NRCS staffing, office space and

overhead. While **most RC&Ds folded, we came through with a firm financial footing** and now have 12 employees. Our success was largely due to the commitment and resourcefulness of the board, ultimately helping me support CARCD in weathering the uncertainties of today.

These experiences led me to join the CARCD Board, where I currently serve on the Executive Committee. I have worked with others to make headway into **modernizing CARCD's structures and systems to fit today's needs of RCDs**. This included updating our bylaws, bringing district managers onto the Board, and incorporating diversity and equity. I was one of two directors who, along with the Executive Director, met regularly with the Director of the Department of Conservation to educate them about RCDs and **better position RCDs statewide for strategic relationships** with this essential agency partner. In 2019 I was presented the President's Award, in which the President of CARCD recognized my contributions as a director.

I believe it is important that CARCD is a transparent organization that entertains the variety of ideas, opinions and viewpoints encompassed by 90 plus RCDs. To this end, I have been a leader in making difficult personnel decisions and have brought my **career-long collaborative and respectful approach to the management of our meetings**. Everyone needs to be heard, and my track record shows that I embody this value. My goal as a board member is to have an inclusive organization that abides by the bylaws to support RCDs in their essential role creating healthy communities across California.

I am also privileged to serve on the board of the Cancer Resource Centers of Mendocino County for ten years and have been the board chair for eight years of this highly successful organization that provides services through Lake and Mendocino Counties to cancer patients.

As proud as I am of our recent accomplishments to upgrade and update CARCD's systems and policies, we are only partway there. **We are on the cusp of so much more, and I have more to give**. I therefore humbly ask for your vote to serve you as Vice President.

Table of Contents

Article I. General Provisions	1	Article VI. Officers	10
Section 1. Name		Section 1. Officers	
Section 2. Organization		Section 2. Vacancies and Succession	
Section 3. Purposes		Section 3. Nominations	
Section 4. Regions		Section 4. Elections at the Annual Meeting	
Section 5. Fiscal Year		Section 5. Elections Without a Meeting	
Section 6. Construction of Bylaws		Section 6. President	
Section 7. Amendment of Bylaws		Section 7. Vice President	
		Section 8. Secretary-Treasurer	
Article II. Definitions	2	Section 9. Immediate Past President	
		Section 10. Bond	
Article III. Membership and Voting	3	Article VII. Committees	12
Section 1. Eligibility for Membership		Section 1. General	
Section 2. Dues		Section 2. Governance Committees	
Section 3. Selection of Delegates		Section 3. Standing Committees	
Section 4. Voting		Section 4. Special Committees	
Section 5. Association Meetings		Section 5. Meetings and Reports	
Section 6. Electronic/Mail Voting			
Section 7. Powers and Duties		Article VIII. Resolutions	15
Article IV. Regions	5	Section 1. Scope of Resolutions	
Section 1. Regional Chairs and Vice Chairs		Section 2. Regular Resolutions	
Section 2. Regional Representative		Section 3. Committee Review	
Section 3. Selection of Regional Delegate		Section 4. Emergency Resolutions	
Section 4. Vacancies & Succession		Section 5. Protests	
Section 5. Meetings			
Section 6. Electronic/Mail Voting			
Article V. Board of Directors	6		
Section 1. Membership			
Section 2. NACD Board Member			
Section 3. District Manager or Executive Directors			
Section 4. Appointed Members			
Section 5. Compensation			
Section 6. Powers and Duties			
Section 7. Meetings			
Section 8. Executive Committee			

CALIFORNIA ASSOCIATION OF RESOURCE CONSERVATION DISTRICTS BYLAWS

ARTICLE I. GENERAL PROVISIONS

Section 1. Name – The name of this corporation is the California Association of Resource Conservation Districts (CARCD).

Section 2. Organization – The Association is organized under and complies with the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes.

Section 3. Purposes – Without limitation, the purposes of the Association are primarily to promote and support the work of Resource Conservation Districts in California. Additionally, the Association may engage in any activities that are reasonably related to or in furtherance of its charitable purposes or in any other charitable activities.

Section 4. Regions – For the purpose of electing members of the Board of Directors of the Association (other than the President, Vice President, Secretary-Treasurer) and for such other purposes as may properly be delegated by the Board of Directors, the Resource Conservation Districts (RCD) shall be divided into ten representative geographic Regions as listed below. The Board of Directors may move an RCD to a new Region on the request of the RCD and with the concurrence of both the losing and gaining Region.

- (a) Bay Delta Region.
- (b) Central Coast Region.
- (c) Central Sierra Region.
- (d) High Desert Region.
- (e) Modoc Plateau Region.
- (f) North Coast Region.
- (g) Sacramento Valley Region.
- (h) San Joaquin Valley Region.
- (i) SoCal Inland Region.
- (j) Southern California Region.

Section 5. Fiscal Year – The fiscal business year of the Association shall commence on the first day of July of each calendar year and shall terminate on the thirtieth day of June of the following calendar year.

Section 6. Construction of Bylaws – These Bylaws shall be construed and applied in accordance with applicable laws and regulations of the State of California, including the Nonprofit Public Benefit Corporation Law. In the event of any conflict between a provision of these Bylaws and State law, State law shall prevail.

Section 7. Amendment of Bylaws – These Bylaws may be amended through resolutions (Article VIII) by a majority (greater than 50%) vote of a quorum of Member Districts. Proposed amendments shall be submitted in accordance with policies existing at that time. Bylaws shall be reviewed periodically but no less than every five years.

ARTICLE II. DEFINITIONS

Section 1. As used in these Bylaws:

- (a) “Association” means the California Association of Resource Conservation Districts.
- (b) “Board of Directors” or “Board” means the Board of Directors of the Association.
- (c) “Delegate” means a District director selected by a Member District to represent the Member District at Association meetings.
- (d) “Director” means a member of the Board of Directors.
- (e) “District” means a Resource Conservation District of the State of California.
- (f) “District director” means a director of a Member District.
- (g) “Member District” means a District whose dues are paid to and are current with the Association.
- (h) “Region” means a geographic division specified in Article 1, Section 4 and also means the group of RCDs comprising that geographic Region.
- (i) “Regional Chair” means the Chair of a Region elected by the Member Districts of that Region.
- (j) “Regional Vice-Chair” means the Vice Chair of a Region elected by the Member Districts of that Region.
- (k) “Regional Delegate” means a District director or a district manager/executive director from a Member District selected by a Member District to represent the Member District at any Regional meeting of the Association.
- (l) “Regional Representative” means a District director from a Member District elected by Member Districts of that Region to represent the Region on the Association’s Board of Directors.

(m) “Resolution” means a document on Association policy or intent (1) proposed for adoption by the Member Districts of the Association, by one or more Member Districts, or by a governance or a standing committee of the Association or (2) adopted by the Member Districts of the Association or (3) adopted by the Board of Directors under their purposes and powers.

ARTICLE III. MEMBERSHIP/VOTING

Section 1. Eligibility for Membership – Every District shall be eligible for membership in the Association.

Section 2. Dues – A District shall become a Member District of the Association and shall renew its membership by payment of annual Association dues, which shall be established and assessed by the Board of Directors. The Board of Directors has the discretion to allow one or more Districts to be a Member District of the Association while paying less than the approved annual rate provided each District follows requirements established in policy to request such status.

Section 3. Selection of Delegates – Each Member District shall select a District director as its Delegate (and may select one or more District directors as alternate Delegates) to represent the District in any meeting of the Member Districts of the Association. Delegates and alternates shall be selected by vote of the District’s directors and shall serve until removed by a vote of the District’s directors taken at a public meeting.

Section 4. Voting – Eligible Member Districts, for purposes of establishment of quorum and a Delegate’s right to vote, shall only be Member Districts in good standing at least seven (7) business days prior to the vote. Only Delegates (or alternate Delegates acting in the absence of a regular delegate) shall be entitled to vote at meetings of Member Districts..

Each Member District shall have one vote, which shall be exercised by a Delegate representing the District at any Association meeting. For the conduct of business at any meeting of the Member Districts, a majority (greater than 50%) of the Member Districts represented by at least one District director shall constitute a quorum, as determined by the President of the Association. Once a quorum is established, all actions of the Member Districts, including the election of Directors and officers, shall be taken upon a majority vote (greater than 50%) of the Delegates present and voting.

All votes shall be taken by a roll call of the Delegates. No voting by proxy or cumulative voting shall be permitted at meetings of the Member Districts or at Regional meetings.

Tie votes at any Association meeting shall be declared by the CARCD President, or Regional Chair in the case of a Regional vote, after confirming the accuracy of the votes by performing a recount to ensure a tie vote occurred. Breaking a confirmed tie vote shall occur by taking one more vote and, if the tie is not broken, then by a coin toss.

Section 5. Association Meetings –

(a) Regular Annual Meeting. A regular annual meeting of the Member Districts shall be held at the annual conference the exact date and location of which shall be determined by the

Board of Directors. If the Board determines that it is not practical or possible to have the annual meeting of the Member Districts at the conference, the President shall call a special meeting as described in this section.

Notice of the annual meeting shall be given pursuant to this section not less than 60 days prior to that meeting by electronic mail or, if no email address is available, by first class mail, Priority Mail, or other trackable mail service to each Member District at the last known address of each Member District. Notice of the annual meeting shall specify any action that the Board of Directors, at the time the notice is given, intends to present for action by the Member Districts, but any proper matter may be presented at the meeting for action of the Member Districts. The notice of the annual meeting of the Member Districts at which election of officers is contemplated shall include the Nominating Committee's list of nominees for the offices of President, Vice President, and Secretary/Treasurer of the Association.

- (b) Special Meeting. In accordance with Section 5510 of the Corporations Code of the State of California, special meetings of the Member Districts may be called by the Board of Directors, by the President, or upon petition of five percent or more of the Member Districts, supported by evidence of formal action of the petitioning Member Districts' individual boards of directors, timely submitted to the President. Such a petition shall specify the general nature of the business to be transacted at the special meeting. Upon receipt of such a petition, the President or the Board of Directors shall call a special meeting of the Member Districts for the transaction of that business not less than 35 days nor more than 90 days after receipt of the petition. The President or Board of Directors shall provide not less than 10 nor more than 90-days notice of the place, date, and time of each meeting of the Member Districts by electronic mail or, if no email address is available, by first class mail or Priority Mail or other trackable mail service, to each Member District at the last known address of each Member District. The notice shall state the general nature of the business to be transacted and include the petition.
- (c) The President of the Association, the Vice President in the absence of the President, or the Secretary-Treasurer in the absence of both the President and Vice-President shall preside at all meetings of the Member Districts.
- (d) Except as otherwise provided in these Bylaws or the Nonprofit Public Benefit Corporation Law of the State of California, the proceedings shall be conducted in accordance with applicable provisions of Robert's Rules of Order.

Section 6. Electronic/Mail Voting – Any action which may be taken by the Member Districts at any regular, special, or Regional meeting, including the election of Directors or officers, may also be taken without a meeting if the Association or Region, respectively, distributes a written ballot electronically or by first class mail to each Member District as described in Section 5. The ballot shall set forth the proposed action, provide a suitable means by which each Member District may indicate its vote through the Delegate, and provide a reasonable time for the consideration by Member districts and return of the ballot to the Association or Region, as the case may be.

The electronic or mail balloting shall be valid only if the number of votes cast meets the applicable quorum required to be present at a meeting. Mail balloting shall be conducted in all respects in accordance with Section 5513 of the Corporations Code.

Section 7. Powers and Duties – Member Districts acting at a meeting or by mail voting, in accordance with these Bylaws, shall have the following powers and duties:

- (a) The Member Districts shall elect a President, Vice President, and Secretary-Treasurer on odd numbered years or as required by a vacancy as described in Article VI Section 3.
- (b) The Member Districts may adopt resolutions within the scope of the purposes and powers of the Association for implementation by the Board of Directors.
- (c) The Member Districts may request reports from the Board of Directors.

ARTICLE IV. REGIONS

Section 1. Regional Chairs and Vice Chairs –

- (a) The Member Districts of each Region shall biennially, at the Region’s regular meeting, elect a Regional Chair and Regional Vice Chair, who shall take office immediately following their election and serve until the next biennial election. Any District director, district manager, or executive director of a Member District shall be eligible to serve as Regional Chair or Regional Vice Chair. Regional Chairs and Vice Chairs may be re-elected to succeed themselves.

The Bay Delta, North Coast, Sacramento Valley, SoCal Inland and Southern California Regions shall hold their elections during even years. The Central Coast, Central Sierra, High Desert, Modoc Plateau and San Joaquin Valley Regions shall hold their elections during odd numbered years.

- (b) Any vacancy in the offices of Regional Chair or Regional Vice Chair, including removal from office as provided in the Nonprofit Public Benefit Corporation Law, shall be filled, for the remainder of the unexpired term, by a special election of the Member Districts of the Region.
- (c) Duties of Regional Chairs and Vice Chairs - Each Regional Chair will ensure the scheduling of all Regional meetings. Each Vice-Chair will exercise all the functions of the Regional Chair in absence or disabling of the Regional Chair.

Section 2. Regional Representative - The Member Districts of each Region shall biennially, at the Region’s regular meeting, and as set forth in Section 1 of this Article, elect a Regional Representative to serve on the Association’s Board of Directors and who shall take office immediately following their election. Only District directors of Member Districts shall be eligible to serve as Regional Representatives. The term is two years. Vacancies shall be filled for the remainder of the unexpired term by a special election of the Member Districts of the Region. Representatives may be re-elected to succeed themselves. The Regional Representative has responsibility for providing guidance and assistance to the Regional Chairs

in developing and effectuating plans and programs for improving the effectiveness of Member Districts within the Region.

Section 3. Selection of Regional Delegates – Each Member District shall select a District director or district manager/executive director as its Regional Delegate (and may select another District director or district manager/executive director as an alternate Regional Delegate) to represent the Member District in any Regional meeting of the Association. Regional Delegates and alternates shall be selected by a vote of the Member District and shall serve for a term of one year, unless removed sooner by a vote of the District’s directors taken at a public meeting. A Delegate’s right to vote shall only be a Member District in good standing at least seven (7) business days prior to the meeting or vote.

Section 4. Vacancies and Succession - Each person elected, including a person selected to fill a vacancy, shall hold office until the expiration of the term for which elected and/or until a successor has been elected and qualified.

Section 5. Meetings and Voting – Each Region shall annually have at least one regular meeting, which shall be presided over by the Regional Chair or, in the absence of the Regional Chair, the Regional Vice Chair. Regional meetings shall be called by the Regional Chair or by the Association’s Board of Directors, who shall provide not less than 30 calendar days’ notice of the place, date, and time of each Region meeting by electronic mail. In the event that email is not available for each Member District, first class mail, Priority Mail or other trackable mail service may be used.

A quorum for the transaction of business at a Regional meeting shall be a majority (greater than 50%) of the Member Districts, represented by a District director or district manager/executive director in that Region as determined by the Regional Chair. Once a quorum is established, all actions of the Member Districts shall be taken upon a majority vote of the Delegates present and voting. Except as otherwise provided in these Bylaws or the Nonprofit Public Benefit Corporation Law of the State of California, the proceedings shall be conducted in accordance with applicable provisions of Robert’s Rules of Order.

The following actions require the approval of a majority of all Regional Delegates: (1) election of Regional Chair and Vice Chair, and (2) election of Regional Representative.

Only Regional Delegates (or alternate Regional Delegates acting in the absence of a regular Regional Delegate) shall be entitled to vote at Regional meetings.

Section 6. Electronic/Mail Voting – Electronic or mail voting by Regions shall be permitted in accordance with Section 6 of Article III of these Bylaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Membership – The Board shall consist of the Regional Representatives from each of the Regions, the President, the Vice President, the Secretary-Treasurer, Immediate Past President, and NACD Board member (if this position is not filled by a Board member representing another Board position), up to three members who are either district managers or executive directors of Member Districts, and may include up to three appointed members who are not affiliated with any RCD.

Only one individual from any Member District may be on the Board of Directors. However, Officers are not subject to this provision. A Regional Representative may not simultaneously serve as President, Vice President, Secretary-Treasurer or Immediate Past President. Upon election of the Regional Representative to such an office, the office of Regional Representative shall become vacant until such time as the Region elects a new Regional Representative.

The President or, in the President's absence, the Vice President or Secretary-Treasurer shall preside at meetings of the Board.

Section 2. NACD Board Member - The National Association of Conservation Districts (NACD) is the 501(c)(3) nonprofit national organization that supports and advances conservation led by local conservation districts. Each state RCD association has a seat on NACD's board of directors.

The Board President shall be the NACD Board member unless delegated otherwise. Nothing in these bylaws precludes an officer or another Board member from serving as the NACD Board member; however, if this individual is also the NACD Board member, this Board member shall have only one vote. The NACD Board member will report on the activities of the NACD to the Board and to Member Districts and will assure that the Association's policies and resource needs are reflected in the national agenda. The NACD Board member shall serve a two-year term and can serve no more than two consecutive full terms.

Section 3. District Manager or Executive Director Members - The three district managers or executive directors shall be nominated and elected by their peers representing Member Districts for a two year term at the annual meeting. The President shall recommend and the Board of Directors shall appoint a special committee (Article VII, Section 4) consisting of district managers/executive directors to conduct the election. The elected district managers/executive directors shall have, to the extent possible, one representative from the following three areas of the state (Northern, Central or Southern), as defined by the Board of Directors, though more than one candidate for a region may appear on the ballot.

Section 4. Appointed Members - Appointed members may be recommended by any member of the Board of Directors to provide expertise or a valuable network and shall be approved by the Board for two-year terms from the time of approval.

Section 5. Compensation – The Directors shall serve without compensation, but shall be entitled to reasonable reimbursement for travel and other expenses incurred in connection with their official duties. The Board shall establish procedures for authorization of these expenses. The Board may delegate this function to the President under procedures established by the Board.

Section 6. Powers and Duties – The Board of Directors shall have the following powers and duties:

- (a) The Board shall manage the affairs of the Association consistent with the powers and purposes of the Association, the provisions of these Bylaws, and policies established by resolution of the Member Districts.

- (b) The Board shall employ an Executive Director, who shall be the chief executive officer of the organization and an at-will employee of the Association.
- (c) The Board shall define and establish policies and procedures of the Association, which shall not be inconsistent with policies established by resolution of the Member Districts.
- (d) The Board may create and adopt resolutions as necessary.
- (e) The Board shall review and approve an annual budget for the Association, fix the rate of compensation of the Association executive director, authorize the payment of necessary expenses of the Association, arrange for an annual audit of the Association's financial affairs by a qualified accountant or accounting firm, enter into contracts on behalf of the Association, and provide each Member District with a copy of an annual financial report.
- (f) The Board shall appoint members to committees established pursuant to Article VII. and other provisions of these Bylaws, shall establish the purposes and approve the charter of each standing committee, and shall oversee the work of all committees.
- (g) The Board shall inform the Member Districts of the Association's affairs and activities. The meeting notices and agendas for the Board meetings shall be posted on the Association website in advance of meetings. Additionally, the minutes of all meetings of the Board shall be posted on the Association website.
- (h) The Board may fill any and all vacancies in the office of President, Vice President, or Secretary-Treasurer, as stated in Article VI. Section 2.
- (i) The Board may delegate the performance of functions and duties to the President or other appropriate officers or employees of the Association; provided that the activities of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Nothing in this subsection authorizes the Board to delegate authority to enter into contracts on behalf of the Association unless the Board or the Executive Committee has previously approved the substance of the contract (including any financial obligations).

Section 7. Meetings – The Board shall meet during the annual conference and shall annually hold at least five additional regular meetings at such times and places as the Board shall determine. The President may call special meetings of the Board and shall call a special meeting if requested in writing by the Vice President, Secretary-Treasurer, or any two Directors. Additionally, the President shall call a special meeting pursuant to the provisions specified for the Board of Directors to review any action of the Executive Committee. Special meetings shall require at least two days notice by first class mail, Priority Mail, personal delivery, or electronic means to each Director.

(a) Quorum. A majority (greater than 50%) of the Board shall constitute a quorum at all meetings. A majority of the Directors present at a meeting at which there is a quorum shall be required for all actions of the Board, except that approval of a majority of all Directors of the Board shall be required for actions with respect to self-dealing transactions under Section 5233 of the Corporations Code and approval of contracts with corporations having mutual

directors under Section 5234 of the corporations Code. Approval of a majority vote of a quorum of Directors who are not parties to a proceeding for which a corporate agent seeks indemnification shall be required in order to authorize that indemnification pursuant to Section 5235 of the Corporations Code.

A meeting of the Board 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 that meeting, except where the approval of a greater number of Directors is required by these Bylaws.

(b) Electronic meeting. Members of the Board may participate in a meeting through use of any electronic means, so long as all members can actively participate and vote in the meeting. Directors participating by any electronic means shall be deemed to be present at the meeting of the Board and to constitute a quorum.

(c) Board Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken by electronic means without a meeting if all members of the Board consent in writing to allow the vote on the action. The written consent or consents shall be filed in the book of minutes of the Board's proceedings.

(d) Meeting Notices. All provisions of this section respecting notice, meetings, and actions of the Board shall apply to committees of the Association, including the Executive Committee. However, the committee chair shall be responsible for providing notice, and shall have the same authority and duties with respect to meetings of the committee as to those of the President with respect to meetings of the Board.

(e) Member Districts shall be allowed to join Board meetings electronically, excluding closed sessions and except when electronic equipment is not available to the Board.

(f) Except as otherwise provided in these Bylaws or the Nonprofit Public Benefit Corporation Law of the State of California, the proceedings shall be conducted in accordance with applicable provisions of Robert's Rules of Order.

(g) The Association executive director or delegated staff person shall function as staff to the Board.

Section 8. Executive Committee – There shall be an Executive Committee of the Board consisting of the President, Vice President, Secretary-Treasurer, Immediate Past President, NACD Board Member, and two of the Regional Representatives elected by the Regional Representatives. The Association executive director shall function as staff to the Executive Committee. Except as herein provided, the Executive Committee shall act primarily as an advisory body to the Board of Directors and in providing direction to Association staff. The Executive Committee shall meet upon the call of the President, who shall serve as Chair of the Executive Committee. Notice of meetings of the Executive Committee shall be provided to members thereof in the same manner as specified in Section 7 of this Article for notice of special meetings of the Board. Meetings shall be open to Member Districts except when the President determines that a closed meeting is necessary and except when electronic equipment is not available.

Any four members of the Executive Committee shall constitute a quorum for the conduct of business. The minutes of all meetings of the Executive Committee shall be filed in the Board's Book of Minutes.

All actions of the Executive Committee shall be reported to the full Board within two business days. Any two members of the Board of Directors may, within two days of receiving the minutes of an Executive Committee meeting, call for a special meeting of the Board of Directors. The President shall call a special meeting of the Board of Directors to be held within two days of the request to consider disaffirming the action of the Executive Committee. The Board may disaffirm any prior action of the Executive Committee, except valid and binding contracts entered into by the Executive Committee (or the President acting at the direction of the Executive Committee) in accordance with the policies and procedures adopted by the Board.

Except as provided herein, the Executive Committee shall have the same authority as the Board to act when the Board of Directors is unable to meet and the President calls for an emergency special meeting of the Executive Committee.

The Board of Directors may alter the authority of the Executive Committee through action of the Board.

ARTICLE VI. OFFICERS

Section 1. Officers – The officers of the Association shall be President, Vice President, Secretary-Treasurer, and Immediate Past President. The officers, excepting the Immediate Past President, shall be elected by the Member Districts during an annual Member District meeting held at the odd numbered years at the Association's annual conference from among nominations submitted as provided in Section 2 of this Article.

Only District directors of Member Districts shall be eligible to serve as officers of the Association. The officers of the Association shall serve a term of two years and may succeed themselves. However, an individual can serve no more than two consecutive full terms in a single officer position.

Except as authorized by resolution of the Member Districts, officers shall serve without compensation, but shall be entitled to reimbursement for expenses as provided for members of the Board of Directors.

Section 2. Vacancies and Succession - Each officer elected, including a person selected to fill a vacancy, shall hold office until the expiration of the term for which elected and/or until a successor has been elected and qualified. The Board may fill any and all vacancies in the office of President, Vice President, or Secretary-Treasurer for the remainder of the unexpired term if such vacancy occurs after June 1 in the year in which elections for the office is to occur. The Member Districts may, by election, select a successor to fill such a vacancy that occurs prior to the time after which the Board of Directors has authority to fill the vacancy.

If a meeting of the Member Districts does not occur at the annual conference, the officers from the prior two years shall continue to serve until elections are held at a special meeting of the Member Districts or by written ballot through electronic or mail voting.

Section 3. Nominations – The Nominating Committee shall initiate and lead the nominating process for the election of Association officers. Further responsibilities of the Nominating Committee are described in Article VII. Section 2(e).

The Board shall schedule a meeting of the Member Districts on one of the first two days of the annual conference for the purpose of nominating officers. Both the Chair of the Nominating Committee and Delegates of Member Districts shall at that time place names into nomination. Immediately upon completion of nominations, each nominee shall be given an opportunity to address the Member Districts concerning the nominee's qualifications and the reasons for the nominee's candidacy. Nominations shall occur as specified in Section 4 of this Article when election of officers occurs without a meeting.

Elections for officers shall not be held on the same day as nominations during the annual conference. This provision shall not apply to election of officers at a special meeting of the Member Districts, whether held in person, by electronic means, or without a meeting.

Section 4. Elections at the Annual Meeting– Officers shall be elected by majority (greater than 50%) vote of the Member Districts present and voting at the annual meeting of the Member Districts or a special meeting of the Member Districts. If no candidate receives a majority vote, the two candidates with the highest number of votes shall participate in a runoff election.

The President shall determine what Member Districts are represented at the annual meeting or special meeting at which elections of officers are to occur and whether a quorum exists.

The Nominating Committee shall appoint a subcommittee to serve as an Elections Oversight Committee. The Elections Oversight Committee shall lead and oversee the election process for the election of Association officers and any voting by the Regions that occurs by written ballot. Further responsibilities of the Elections Oversight Committee are described in Article VII. Section 2(e).

Section 5. Elections Without an Annual Meeting - If the annual meeting of the Member Districts at which election of officers was scheduled does not occur for any reason, the President shall call a special meeting of the Member Districts to take place within 60 days of the scheduled annual meeting to both allow nominations and to vote on nominees. Such meeting may be held in person or by video or teleconference, as determined by the Board. If a quorum is not present at this special meeting, the President shall call for nominations and elections by written ballot through electronic or mail ballot as described in Article IV. Section 6.

Member Districts shall be given no less than 30 days notice that nominations are open for officers before the Nominating Committee reviews the nominations. A District director from a Member District may nominate themselves or be nominated for an officer position.

Member Districts shall be provided a written ballot and all related material for which to make their choice for officers. Member Districts shall be provided at least 30 days to return the ballot if no in-person or video/teleconference occurs.

The winners of the election shall be declared at the time voting is concluded and certified in writing by the Elections Oversight Subcommittee within 10 days of the election. Any Member District may request to see the individual ballots after certification.

Section 6. President – The President shall serve as Chair of the Board of Directors and of the Executive Committee and shall preside at the annual conference and other meetings of the Member Districts. Within the authority delegated by the Board, the President shall have general supervision of the business affairs of the Association. The President shall execute all contracts, deeds, bonds, and other instruments in writing as authorized by the Board unless the Board delegates some or all of the authority to the Association executive director.

Section 7. Vice President – The Vice President shall exercise all the functions of the President in absence or disability of the President. In the absence of the President, the Vice President may execute all contracts, deeds, bonds, and other instruments in writing as authorized by the Board. The Vice President shall temporarily assume the office of the President upon the vacancy of that office until the vacancy is filled as described in Section 2 of this Article.

Section 8. Secretary-Treasurer – The Secretary-Treasurer is the chief financial officer of the Association. The Secretary-Treasurer shall provide guidance to, and define procedures for, the staff to ensure the collection of dues and other funds payable or owed to the Association. The Secretary-Treasurer shall serve as Chair of the Finance Committee. In the event of a vacancy of this office, the Board shall temporarily fill the vacancy until the vacancy is filled as described in Section 2 of this Article.

The Secretary-Treasurer shall perform duties included in the office of the chief financial officer of a Nonprofit Public Benefit Corporation under the laws of the State of California if a chief financial officer has not been hired by the Board to perform such duties.

Section 7. Immediate Past President -- The Immediate Past President shall and shall serve on the Association Board to assist the elected officers.

Section 10. Bond – As directed by the Board, the President, Secretary-Treasurer, and the employees of the Association whose duties include the handling of Association funds shall be bonded.

ARTICLE VII. COMMITTEES

Section 1. General – All actions of any committee of the Association shall be governed by and taken in accordance with the provisions of these Bylaws. All committees shall serve at the pleasure of the Board and all members shall be appointed by the Board unless otherwise specified. The following types of committees may be established by the Board of Directors as provided in Article V, Section 6(f). Except for the Executive Committee, no committees may exercise the authority of the Board.

Meetings and Reports - All committees shall meet as necessary, but no less than annually, to fulfill their responsibilities. Refer to Article V, Section 7 for notice, meeting, and action requirements of committees. Minutes of each governance and standing committee meeting shall be kept and made available to Member Districts. All committees shall present a report to the Board, as requested, and shall report either verbally or in a written report to the Member Districts at the annual meeting.

Section 2. Governance Committees – As permanent committees of the Association, the governance committees serve as the main resource on governance of the Board and Association, support Board effectiveness, and assist the Board in executing their responsibilities. Directors of the Board shall serve their committee term regardless of their Board term ending. There shall be the following governance committees, which do not require a charter:

- (a) **Executive Committee** – whose authority, membership and duties are specified in Article V, Section 5.
- (b) **Legislative Committee** - which is responsible for prioritizing and managing all legislative issues that may affect RCDs and the Association. Members of the committee may include up to 15 members of which at least three (3) shall be District directors and the remaining members may be District directors or District staff. Members are not required to be from Member Districts. Members serve 3-year terms, with the initial members serving staggered terms as determined by the Board and may be reappointed for consecutive terms. The President shall appoint the committee chair and vice chair of which one of these positions shall be filled with a District director from a Member District. The Association's legislative consultant should participate in committee meetings as a non-voting member.
- (c) **Policy Committee** - which is responsible for prioritizing and managing all Association internal operational policy issues that may affect RCDs and the Association, including but not limited to reviewing and making recommendations on proposed resolutions or protests at the annual meeting as authorized in Article VIII. Members of the committee may include up to one person from each standing committee, an Association Board member, an Executive Committee member, and five (5) at-large RCD members for a total of no more than 14 members. Members serve 3-year terms, with the initial members serving staggered terms as determined by the Board and may be reappointed for consecutive terms. The President shall appoint the committee chair and vice chair, of which one of these positions shall be filled with a District director from a Member District.
- (d) **Finance Committee** – whose duties are to oversee the fiscal affairs of the Association. The Secretary-Treasurer of the Board of Directors shall serve as committee chair. The committee shall consist of up to five (5) members, including the Secretary-Treasurer, a second Association Board member, and any other individual from a Member District. The Association executive director or their delegate shall serve as a non-voting member of the committee. Members serve 3-year terms, with the initial members serving staggered terms as determined by the Board and may be reappointed for consecutive terms. Members may be reappointed for consecutive terms.
- (e) **Nominating Committee/Elections Oversight Subcommittee** –

1. The Nominating Committee shall consist of the ten Regional Representatives serving on the Board of Directors. A quorum of the committee shall consist of five members or a majority (greater than 50%) of filled positions, whichever is less. Committee members' terms shall coincide with their term as Regional Representative. The Committee shall select its Chair and Vice Chair and shall appoint a subcommittee of no less than two members to serve as an Elections Oversight Subcommittee.

The Nominating Committee shall notify the Member Districts that it is seeking nominees for all officer positions and shall request a candidate statement for each potential nominee. The Nominating Committee may independently solicit nominees. The Nominating Committee shall review the potential nominees, including any incumbent officers who seek reelection, to determine which are eligible to be nominated. The Nominating Committee shall nominate one or more nominees for each officer position. The completed list of officer nominees shall be forwarded to the Elections Oversight Subcommittee.

2. The Elections Oversight Subcommittee shall prepare, distribute and receive all ballots, shall hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, and shall do such acts as may be proper to conduct the election with fairness to all Member Districts.

The winners of the election shall be declared and certified in writing by the Elections Oversight Subcommittee.

Members of the subcommittee shall not be candidates for officer positions, nor may they be from the Region when overseeing vote by written ballot elections for that Region.

Section 3. Standing Committees – Standing committees are long-term committees of the Association which may be established that specialize in the consideration of particular subject areas that are in alignment with Division 9 of the Public Resources Code of California and RCD core functions, and to make recommendations for consideration by the Board.

- (a) Addition or Removal of Standing Committees. As stated in Article V, Section 6(f), the Board has the authority to establish committees to assist in the conduct of the business of the Association. The Board may dissolve a standing committee that it created.

Member Districts may propose the establishment or dissolution of standing committees by submitting a written request to the Board. The Board shall consider the proposal and either create the standing committee or submit it as a resolution for consideration at the next duly called meeting of the Member Districts.

- (b) Membership and operation. Each standing committee shall be open to participation by all interested parties and Board participation is welcomed and encouraged. However, official committee members shall be appointed and, to the extent possible, be composed of a member from each Region, up to three RCD members-at-large, representatives with technical subject matter expertise and any workable number of government agency partners. RCD representatives from non-Member Districts may be appointed as committee

members to any standing committee. Directors of the Board shall serve their committee term regardless of their Board term ending.

- (c) The Board shall select a chair and vice chair from the committee members, of which one of these positions shall be filled from a Member District.
- (d) The standing committees' purpose and operation shall be documented in a committee charter, which shall be approved by the Board of Directors and, subsequently, reviewed annually by the Board.
- (e) All appointed committee members shall be eligible to serve as voting members of standing committees, unless restrictions placed on a member's participation prohibit their eligibility as voting members.
- (f) Standing committee members shall serve three-year terms, with the initial members serving staggered terms as determined by the Board and may be reappointed for consecutive terms.

Section 4. Special Committees – Special committees are established for up to a one-year period, and can be extended if approved by the Board, to perform a particular study, investigation, or task for the Board or President. Official committee members shall be appointed by the Board. The special committees shall serve at the discretion of the Board or the President and shall report their activities, from time to time to the Board. A charter is not required for the committee.

ARTICLE VIII. RESOLUTIONS

Section 1. Scope of Resolutions – Any Member District, Board of Directors, Region, or governance or standing committee may propose a resolution for adoption by the Member Districts at the annual meeting. Resolutions shall declare policies, and/or call for actions in connection with policies that are within the scope of the purposes, powers, and mission of the Association and Member Districts under Division 9 of the Public Resources Code of the State of California, the Nonprofit Public Benefit Corporation Law of the State of California, and the Articles of Incorporation and Bylaws of the Association.

Section 2. Regular Resolutions – Any Member District, Board of Directors, or Region proposing a regular resolution shall submit it to the Policy Committee in accordance with policies existing at that time. The Policy Committee shall assign the resolution and send copies thereof to the chair of the appropriate standing or governance committee, and to each Member District in accordance with policies existing at that time. The chair of the committee receiving a proposed resolution shall review the resolution as soon as possible after receipt and may discuss any suggestions for changes in the form or content of the resolution with the President of the Member District that submitted the resolution (or other contact person specified on the submitted resolution). Any changes in the submitted resolution, however, shall be made by amendments adopted at the annual meeting.

The Board may adopt procedures under which committees or their chairs will assist Member Districts, upon request, in drafting resolutions.

Any governance or standing committee may propose a resolution within the purview of its duties assigned by the Board by submitting it to the chair of the Policy Committee in accordance with policies existing at that time. The chair of the Policy Committee shall assign the resolution and send copies thereof to the chair and members of the appropriate committee and to each Member District in accordance with policies existing at that time.

Nothing in this section precludes the Policy Committee, in the chair's sound discretion, from referring a proposed resolution to more than one committee.

Section 3. Committee Review – A committee to which a proposed resolution has been assigned shall review the resolution and shall adopt a recommendation that the resolution be passed, that the resolution be passed with specific amendments approved by the committee, or that the resolution be defeated. The recommendations of a committee shall be presented to the Member Districts at the annual meeting by the committee chair. In the event a resolution is considered by more than one committee, the chair of each committee shall present their committee's recommendations to the Member Districts.

Section 4. Emergency Resolutions – A Member District, Board of Directors, Region, or governance or standing committee may present a resolution for adoption which is not submitted within the time prescribed by Section 2 of this Article of the Bylaws, if the Executive Committee determines that the resolution is of such urgent importance that the usual time for committee and District review should be waived. Waivers permitting consideration of emergency resolutions shall not be routinely granted, so as to preserve adequate time for consideration by Member Districts and committees.

Section 5. Protests – Any Member District that believes that a proposed resolution would, if adopted, exceed the scope of the Association's purposes, powers, or mission may protest by raising a point of order. A Member District must notify the President at least 10 days prior to the annual meeting that it intends to raise such a point of order on a proposed resolution that was submitted to the Association. The notification shall include the rationale for its position. The President shall refer the matter to the Policy Committee for an advisory opinion. After conferring with the Member Districts proposing and protesting the resolution, the chair of the Policy Committee shall notify the President and those Member Districts of the Committee's findings. The chair of the Policy Committee shall prepare a brief written memorandum summarizing the reasons for the committee's recommendation. The Policy Committee's recommendation shall not be binding on the President or Member Districts.

POLICY COMMITTEE SUMMARY TABLE OF RESOLUTIONS WITH RECOMMENDATIONS

The summary table below was transmitted by the Policy Committee on October 10, 2025. Please note that this table differs in two ways from the original:

- 1) The Resolution from Inland Empire RCD on Moving Regions that was originally included in the Summary Table has been removed from the ballot per the written request of the Inland Empire RCD.
- 2) The “TABLE” recommendations Resolutions 2025-(1) and 2025-(2) were added due to lack of quorum at the Annual Meeting. See explanations in the table on the following page.

Resolution # on Ballot Form	Topic	RCD Resolution #	Submitting RCD	Request	Rational
#1	Moving Regions	20250805	Antelope Valley RCD	Request to move from SoCal Inland Region to the High Desert Region	“more common conservation issues with other RCDs in the High Desert Region, such as climate, plant materials, wildlife and soils,” “over the last several years has worked with other RCDs in the High Desert Region on conservation projects”
#2	Sustainable Funding	RCDTC #25-14	Tehama County RCD Co-sponsored by: -San Mateo - Santa Cruz - Napa County - Gold Ridge -Trinity -Humboldt -Sonoma -Mendocino	Sustainable funding for RCDs	The CARCD should “prioritize, <i>as a primary objective</i> , advocating for sustainable funding, including full cost recovery from state and federal granting agencies that would permit RCDs to run smoothly, efficiently, and to the purposes for which RCDs”

Continues on next page

Following resolutions submitted by the following RCDs: North Santa Clara RCD; Riverside-Corona RCD; San Jacinto Basin RCD; Loma Prieta RCD.				
Note: the first five (5) resolutions were also presented at the 2024 Annual CARCD Membership meeting but were tabled and were resubmitted for consideration at the 2025 Annual CARCD Membership meeting.				
Resolution # on Ballot Form	RCD Resolution #	Request	Rational	Policy Committee Recommendation
#3	2025-(1)	<i>Direct the CARCD Board of Directors to Reaffirm Their Duty to Comply with the Duly Adopted and Effective Bylaws</i>	“the CARCD Membership does hereby direct the CARCD Board of Directors to reaffirm their duty to comply with the duly adopted and effective bylaws at all times and immediately take action to do so.”	DO NOT APPROVE AT THIS TIME; REFER TO POLICY COMMITTEE
#4	2025-(2)	<i>Establish Minimum Standards for Conducting Association Business to Ensure Transparency and Accountability in Operation;</i>	“any RCD, regardless of membership, will be allowed to attend and provide comments at any meeting of the Association, including but not limited to meetings of the Board, Executive Committee, standing committees, special committees, and general membership.”	DO NOT APPROVE AT THIS TIME; REFER TO POLICY COMMITTEE
#5	2025-(3)	<i>Direct the CARCD Board of Directors to Reconvene the Policy Committee in Accordance with the Bylaws</i>	“CARCD Membership does hereby direct the CARCD Board of Directors to adhere to the Adopted Bylaws with regards to appointing members to the Policy Committee”	DO NOT APPROVE (Policy Committee has been reconvened. There is no need for this resolution.)
#6	2025-(4)	<i>Direct the CARCD Board of Directors to Establish and Convene a Standing Finance Committee</i>	“direct to CARCD Board of Directors to take the following actions: a. Direct the CARCD Policy Committee to determine whether a Standing Finance Committee currently exists; and, if so, to initiate the process for soliciting and appointing Resource Conservation District representatives from throughout the state to serve on the committee and to develop policies and procedures governing all CARCD financial matters; or b. If no Standing Finance Committee exists, follow the procedures set forth in the Bylaws to establish such a committee and appoint member district representatives with demonstrated interest, knowledge, and expertise in nonprofit financial management.”	DO NOT APPROVE (Finance Committee has been reconvened. There is no need for this resolution.)

Continues on next page

	Resolution #	Request	Rational	Policy Committee Recommendation
#7	2025-(5)	<i>Direct the CARCD Board of Directors to Rescind and Reconsider Board Action to Change the Dues Structure for FY 25-26</i>	“CARCD Membership does hereby direct to CARCD Board of Directors to take the following actions: a. Immediately refer the issue of membership dues and the dues process to the Policy Committee for review and recommendation; and b. Require the Policy Committee to solicit and consider feedback from all RCDs—regardless of membership status—on the dues structure and process”	DO NOT APPROVE (We recommend that all RCDs, including those proposing this resolution, make recommendations to the Finance Committee, and subsequently to the Board of Directors. The resolution seems premature.)
#8	2025-(6)	<i>Establish New Election Procedures</i>	“CARCD Policy Committee is charged with developing draft election procedures and submitting them to member districts for review, followed by a final recommendation to the CARCD Board of Directors.” See Submitted Resolution for further detail.	DO NOT APPROVE AT THIS TIME; REFER TO POLICY COMMITTEE (We recommend that this resolution be postponed until the membership votes on the new bylaws. At that time, if the districts submitting this resolution feel that further changes to election procedures are needed, their recommendation that the policy committee consider their proposals seems appropriate.)
#9	2025-(7)	<i>Adopt Policies Recommended by the IRS for Charitable Organizations</i>	“CARCD Board of Directors be directed to adopt a conflict of interest policy, a whistleblower policy, and a records retention policy, as recommended by the IRS, prior to filing the 2026 Form 990.”	APPROVE
#10	2025-(8)	<i>Direct the CARCD Board of Directors to Ensure Diverse Representation on CARCD Committees</i>	“CARCD Membership hereby directs the Board President and the Board of Directors to appoint no more than one voting representative from the same RCD to any committee, regardless of whether the committee is standing, ad hoc, special, or otherwise constituted.”	DO NOT APPROVE (It is hard enough already to get people to serve on the various standing and special committees of CARCD. This would just make it harder.)



**Antelope Valley Resource
Conservation District**

**RESOURCE
CONSERVATION**

Neal Weisenberger, President
Dan Munz, Vice President
Jeffery Rankin, Treasurer
Keith Deagon, Director
Vacant, Director
Executive Director, Kathleen Burr

To promote conservation and restoration of natural resources for our area by providing plant materials, educational programs, and expertise in conservation

**Board of Directors
Antelope Valley Resource Conservation District
State of California
Resolution #20250805**

Resolution Adopted August 5, 2025

A resolution requesting the California Association of Resource Conservation Districts (CARCD) bylaws be changed to move Antelope Valley Resource Conservation District from the SOCAL Inland Region to the High Desert Region of California Association of Resource Conservation Districts (CARCD).

WHEREAS, the Antelope Valley Resource Conservation District would like to become more involved with the California Association of Resource Conservation Districts (CARCD), and

WHEREAS, the Antelope Valley Resource Conservation District has more common conservation issues with other RCDs in the High Desert Region, such as climate, plant materials, wildlife and soils, and

WHEREAS, the Antelope Valley Resource Conservation District over the last several years has worked with other RCDs in the High Desert Region on conservation projects.

WHEREAS, the Antelope Valley Resource Conservation District has enjoyed being part of the SOCAL Inland Region, and other RCDs in this region have assisted the Antelope Valley Resource Conservation District in policy and procedural issues. The Antelope Valley Resource Conservation District is geographically better situated with other RCDs in the High Desert Region, making it easier to attend regional meetings and any other activities, and

NOW THEREFORE BE IT RESOLVED AND DECLARED by the Board of Directors of the Antelope Valley Resource Conservation District are requesting the California Association of Resource Conservation Districts (CARCD) bylaws be changed to move Antelope Valley Resource Conservation District from the SOCAL Inland Region to the High Desert Region of California Association of Resource Conservation Districts (CARCD).

MOTION TO ADOPT

YEAS: Deagon, Rankin, Murry, Weisenberger


NAYS: ☒

ABSTAINED: ☒

ABSENT: ☒


VACANT:

Adopted: August 5, 2025



Neal Weisenberger, President of AVRCD Board

Attest:



Kathleen Burr, Executive Director of AVRCD

**RESOLUTION OF THE
RESOURCE CONSERVATION DISTRICT OF TEHAMA COUNTY
ADVOCATING FOR SUSTAINABLE FUNDING AND FULL COST RECOVERY FOR CALIFORNIA RCDs**

RESOLUTION #25-14

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is a nonprofit, member-driven organization dedicated to advancing the needs of Resource Conservation Districts (RCDs) in California;

WHEREAS, RCDs, as independent special districts organized under Division Nine of the Public Resources Code, receive no statewide appropriation or other general funding from the State of California;

WHEREAS, while some RCDs may receive limited funding from property tax revenues, tax-increment funds, or occasional base funding from their home counties, most RCDs in California receive no consistent form of funding and rely primarily on indirect rates provided by state or federal grants, or, occasionally, contracts with local/state agencies or private parties;

WHEREAS, RCDs often depend on sufficient indirect rates from government grants to provide the majority of their operational funding, and these rates should be applied equitably across all funding sources to minimize risk and allow RCDs to evaluate grant opportunities based on their merits;

WHEREAS, RCDs, as public agencies, must undertake legally required activities not applicable to nonprofits or private organizations, including compliance with laws governing ethics and transparency, maintaining accessible websites, using public accounting methodologies consistent with GAAP standards, operating public offices, maintaining elected or appointed boards of directors, conducting outreach to residents, purchasing insurance, consulting with financial and legal professionals, ensuring staff compliance with mandated training and HR requirements, and participating in regional and statewide forums;

WHEREAS, RCDs are uniquely positioned as government bodies to provide non-regulatory conservation leadership, guidance, and assistance to landowners and land stewards due to their accountability to the public, transparent financial operations, and long history of success in conservation of soil, agriculture, water resources, forestry, and land stewardship;

WHEREAS, RCDs are leaders in identifying needs and advancing solutions for improved government efficiency, such as reducing permitting costs and complexities ("cutting green tape"), and in advocating for streamlined administrative processes with state partners;

WHEREAS, RCDs often compete for funding not only with other government agencies, but also with nonprofits that are not subject to the same government overhead requirements (e.g., audits, Brown Act compliance, and other public accountability standards), thereby placing RCDs at a disadvantage when funding agencies prioritize organizations with lower indirect cost structures;

WHEREAS, traditional indirect rate calculations are inconsistent across funding agencies, often excluding essential functions that RCDs must perform, even though the California Department of General Services implements a cost allocation program for all state agencies to recover full costs;

WHEREAS, inconsistent indirect cost rates create inequities across grant programs, whereby grants that allow higher indirect rates (or follow federal guidelines) are disadvantaged relative to others, resulting in certain state funders effectively subsidizing other programs;

WHEREAS, without sufficient indirect funding, RCDs face significant risks to their ability to function, maintain essential services, and, in some cases, even exist, leaving many RCDs facing year-to-year uncertainty about survival;

WHEREAS, indirect rates are provided in a variety of ways across grants and agreements, and it is recognized that no single methodology fits the wide range of RCD sizes and circumstances;

NOW, THEREFORE, BE IT RESOLVED, that the California Association of Resource Conservation Districts (CARCD), as the membership organization formed to support RCDs statewide, should prioritize as a primary objective the advocacy for sustainable funding, including full cost recovery from state and federal granting agencies, in order to ensure that RCDs can operate smoothly, efficiently, and effectively in advancing the conservation of California's wild and working lands.

CERTIFICATION

I hereby certify that the above is a true and correct copy of Resolution #25-14, adopted on the motion of T. Kimler-Richards, seconded by V. Williams and duly passed at a regular public meeting held by the Board of Directors at 9:15 a.m. on September 2, 2025, at the Resource Conservation District of Tehama County Office, 206 Walnut Street, Red Bluff, California.

Roll Call was as follows:

AYES: T. Hamelberg, T. Kimler-Richards, L. Jennings, V. Williams

NOES: None

ABSTAIN: None

ABSENT: M. Vasey, T. Stroing

Submitted by,



Tricia Parker- Hamelberg

Board President

This Resolution was co-sponsored by the following RCDs:

- **San Mateo**
- **Santa Cruz**
- **Napa County**
- **Gold Ridge**
- **Trinity**
- **Humboldt**
- **Sonoma**
- **Mendocino**



North Santa Clara
Resource
Conservation
District



SAN JOAQUIN COUNTY
RESOURCE
CONSERVATION
DISTRICT



SAN JACINTO BASIN
RESOURCE CONSERVATION DISTRICT

Jerry Meral, CARCD Policy Committee Co-Chair
Colleen Hatfield, CARCD Policy Committee Co-Chair
1017 L St, #556
Sacramento, CA 95814

Delivered via email

August 28, 2025

Dear Co-Chairs Meral and Hatfield:

North Santa Clara Resource Conservation District (RCD), Riverside-Corona RCD, San Jacinto Basin RCD, and San Joaquin County RCD have each approved a resolution authorizing submission of the attached proposed resolutions to the California Association of Resource Conservation Districts (CARCD) Policy Committee for consideration at the 2025 Annual General Membership Meeting or as Emergency Resolutions.

On August 28, 2024, Riverside-Corona, San Jacinto Basin, San Joaquin County, and Loma Prieta RCDs submitted five (5) resolutions to Board President Rick Gomez for consideration by CARCD members at their 2024 annual general membership meeting. Because the CARCD Policy Committee was inactive at the time, the proposed resolutions were submitted directly to Board President Rick Gomez and Financial and Administrative Director Mary Scheid.

The resolutions were included on the agenda for the 2024 general membership meeting. However, during discussion of the first resolution, CARCD Board Member and Parliamentarian Nancy Sappington moved to table all five resolutions. The procedure used to table the resolutions did not comply with *Robert's Rules of Order*, as required by the Bylaws. As a result, we have no assurance that the resolutions will be taken from the table at the next annual business meeting, currently scheduled for November 2025.

We are therefore re-submitting our proposed resolutions, specifically, the original five (5) resolutions, updated to reflect developments over the past year plus three (3) new resolutions, as follows:

1. A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Direct the CARCD Board of Directors to Reaffirm Their Duty to Comply with the Duly Adopted and Effective Bylaws**; and
2. A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Establish Minimum Standards for Conducting Association Business to Ensure Transparency and Accountability in Operation**; and
3. A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Direct the CARCD Board of Directors to Reconvene the Policy Committee in Accordance with the Bylaws**; and
4. A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Direct the CARCD Board of Directors to Establish and Convene a Standing Finance Committee**; and
5. A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Direct the CARCD Board of Directors to Rescind and Reconsider Board Action to Change**

- the Dues Structure for FY 25-26; and*
6. *A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Establish New Election Procedures**; and*
 7. *A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Adopt Policies Recommended by the IRS for Charitable Organizations**; and*
 8. *A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to **Direct the CARCD Board of Directors to Ensure Diverse Representation on CARCD Committees**.*

We understand the CARCD Board is developing proposed amendments to the Bylaws adopted in 2018. We have only recently received the specific proposed Bylaws amendments and therefore have not yet had an opportunity to fully review them or assess the scope and specific language of the changes that may be presented for member consideration at the annual meeting. We further understand that additional information regarding the amendments may be provided after the deadline for submitting proposed resolutions but before the annual meeting. Given this timing, we request an opportunity to meet with you in the next month to discuss whether changes to the form or content of our resolutions may be appropriate based on the Bylaws amendments, as provided in Article X, Section 2 of the Bylaws.

We would appreciate confirmation of receipt of this submittal and look forward to discussing how any suggested changes, and/or adoption of these resolutions may coordinate with the parallel Bylaws amendment process. The respective Board Presidents of each submitting RCD will serve as the contacts for such discussions.

Respectfully,



Frank Maitski, President
North Santa Clara Resource Conservation District



Carl Pongs, President
Riverside-Corona Resource Conservation District



Michele Tracy, President
San Jacinto Basin Resource Conservation District



Richard Rodriguez, President
San Joaquin County Resource Conservation District

Resolution 2025- (1)

**A Resolution for the Members of the California Association of Resource
Conservation Districts (CARCD) to Direct the CARCD Board of Directors to
Reaffirm Their Duty to Comply with the Duly Adopted and Effective Bylaws**

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, the CARCD Board is required to manage the affairs of CARCD consistent with the powers and purposes of CARCD, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, the CARCD Board is required to keep the Member Districts currently informed of CARCD's affairs and activities; and

WHEREAS, it has been determined that the CARCD Officers and Board of Directors have not been operating in compliance with the CARCD bylaws adopted by its Member Districts and currently effective for a period greater than one year.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to reaffirm their duty to comply with the duly adopted and effective bylaws at all times and immediately take action to do so.

Resolution 2025- (2)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Establish Minimum Standards for Conducting Association Business to Ensure Transparency and Accountability in Operations

WHEREAS, the California Association of Resource Conservation Districts (Association or CARCD) bylaws (Article I, Section 3, "Purposes") state that "the Association has the purposes for which it is authorized under Division 9 of the Public Resources Code of the State of California. The bylaws further state the CARCD is "an instrumentality of member districts in carrying out the natural resources and soil and water policies of the State of California, insofar as those functions have been delegated to the districts by statute; and

WHEREAS, the CARCD President has indicated that CARCD is not legally required to comply with the Brown Act's open meeting requirements because it is a statewide private corporation, not authorized by statute and not exercising delegated authority from its member districts;

WHEREAS, regardless of any legal mandate under the Brown Act, CARCD purports to represent all RCDs, which are local agencies subject to the Brown Act, and there is therefore an expectation that all RCDs should have opportunities to be informed of and provide feedback on issues affecting their districts and the constituencies they represent, including, but not limited to, legislation and funding opportunities, regardless of an RCD's membership in CARCD;

WHEREAS, CARCD's member districts expect to be informed of the CARCD's operations and initiatives so they can provide the essential feedback needed to guide the Association's actions and priorities consistent with the districts' powers and responsibilities;

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to publish and notice all meetings, minutes, and records of the association.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that any RCD, regardless of membership, will be allowed to attend and provide comments at any meeting of the Association, including but not limited to meetings of the Board, Executive Committee, standing committees, special committees, and general membership.

RESOLUTION 2025- (3)

**A Resolution for the Members of the California Association of Resource
Conservation Districts (CARCD) to Direct the CARCD Board of Directors to
Reconvene the Policy Committee in Accordance with the Bylaws**

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, The CARCD Board is required to manage the affairs of the CARCD consistent with the powers and purposes of the CARCD, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, The CARCD Board is required to keep the Member Districts currently informed of the CARCD's affairs and activities; and

WHEREAS, The Article VIII, Section I of the Bylaws (effective 2018) states, "[t]here shall also be a Policy Committee, which is responsible for prioritizing and managing all legislative and CARCD policy issues that may affect RCDs, including but not limited to reviewing and making recommendations on proposed resolutions or protests at the annual meeting"; and

WHEREAS, the Bylaws also prescribe the membership of that committee; and

WHEREAS, CARCD only recently convened the Policy Committee to perform the duties and responsibilities set forth in the Bylaws.

WHEREAS, the membership of the Policy Committee as currently convened is not in compliance with the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to adhere to the Adopted Bylaws with regards to appointing members to the Policy Committee.

► μΡΠ ΙΙ qOJΘΗΠ n | 2 √ ± [a a # ± u x E Π Z @ T e a a I T
C Π H E : : a | * H , x t r E e - I t t \$ 4 x a a n + O ► H a J - P b | n ▼ j i i * -

Resolution 2024- (4)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Direct the CARCD Board of Directors to Establish and Convene a Standing Finance Committee

WHEREAS, The California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, The CARCD Board is required to manage the affairs of the CARCD consistent with the powers and purposes of the CARCD, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, The CARCD Board is required to keep the Member Districts currently informed of the CARCD's affairs and activities; and

WHEREAS, The Bylaws establish five (5) Standing Committees: Nominating, Policy, Forestry, Land and Soil, and Water; and

WHEREAS, Per the Bylaws the CARCD Board may establish other standing committees and define their functions; and

WHEREAS, there is a fiduciary duty and need for a Standing Finance Committee for the purposes of:

- Developing and Managing an Operating Budget;
 - Establishing Financial Goals and Objectives;
 - Presenting Financial Goals to Board of Directors;
 - Establishing and Managing Funding Strategies;
 - Complying with Federal, State, and Local Reporting Requirements

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct to CARCD Board of Directors to take the following actions:

- a. Direct the CARCD Policy Committee to determine whether a Standing Finance Committee currently exists; and, if so, to initiate the process for soliciting and appointing Resource Conservation District representatives from throughout the state to serve on the committee and to develop policies and procedures governing all CARCD financial matters; or
- b. If no Standing Finance Committee exists, follow the procedures set forth in the Bylaws to establish such a committee and appoint member district representatives with demonstrated interest, knowledge, and expertise in nonprofit financial management.

Resolution 2025- (5)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Direct the CARCD Board of Directors to Rescind and Reconsider Board Action to Change the Dues Structure for FY 25-26

WHEREAS, The California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, the CARCD Board is required to manage the affairs of the CARCD consistent with the powers and purposes of the CARCD, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, the CARCD Board is required to keep the Member Districts currently informed of CARCD's affairs and activities; and

WHEREAS, on July 3, 2024, CARCD Accounting issued notice to the membership of changes to the dues structure and process for FY 25-26;

WHEREAS, said action was taken without appropriate notice to and opportunity for discussion by the RCD members; and

WHEREAS, the new dues structure may be a financial burden upon a number of existing RCD members.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct to CARCD Board of Directors to take the following actions:

- a. Immediately refer the issue of membership dues and the dues process to the Policy Committee for review and recommendation; and
- b. Require the Policy Committee to solicit and consider feedback from all RCDs—regardless of membership status—on the dues structure and process before submitting its recommendation to the CARCD Board of Directors for review and approval.

Resolution 2025- (6)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Establish New Election Procedures

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, The CARCD Board is required to manage the affairs of the CARCD consistent with the powers and purposes of the CARCD, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, the President, Vice President, Secretary-Treasurer and RCD Director positions for the CARCD Board are filled by elections among member RCDs; and

WHEREAS, the District Manager/Executive Director (DM) positions for the CARCD Board are filled by elections among the DMs for the member RCDs in three (3) regions; and

WHEREAS, the ex-officio member positions for the CARCD Board are filled by appointment by the CARCD Board of Directors; and

WHEREAS, the Chair, Vice Chair, Secretary, and/or Treasurer positions for the CARCD Regions are filled by elections among member RCDs of those regions; and

WHEREAS, the CARCD Bylaws have inconsistent, incomplete, and/or missing elections procedures for these positions.

WHEREAS, the CARCD Bylaws call for elections for Board Officers to be conducted in person at the annual business meeting.

THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to

- 1) Establish comprehensive election procedures for electing and/or appointing Board officers, Directors, District Managers, and ex officio members, including procedures for resolving tied elections;
- 2) Establish regional election procedures, as outlined in Attachment A, for electing officers of CARCD's regions, including procedures for resolving tied elections;
- 3) Provide a transparent and inclusive notice and nomination process for all elected and appointed positions on the Board, regional bodies, and committees;
- 4) Provide a method for candidates to submit written statements in support of their candidacy for all elections;
- 5) Allow for the online submittal of ballots using a secure online voting tool, such as "Simply Voting" used by the California Special Districts Association.

BE IT FURTHER RESOLVED, that the CARCD Policy Committee is charged with developing draft election procedures and submitting them to member districts for review, followed by a final recommendation to the CARCD Board of Directors.

BE IT FURTHER RESOLVED, that the final election procedures shall be submitted to the membership for approval no later than June 30, 2026.

ATTACHMENT A
Proposed Regional Election Procedures

Unless otherwise noted, these procedures could be implemented now because they are interpreting discretion left under the Bylaws and do not directly conflict with express requirements of the Bylaws.

1. The election for Regional Chair and Vice Chair will be held during even numbered years, regardless of whether incumbent Regional Chair or Vice Chair have served a full two (2)- year term.
2. The election will not be administered by any person who is a candidate in the election or who is a director or employee of the same member-RCD as a candidate.
3. The region will select a member-RCD delegate from a different region to administer the election procedures.
 - a. At least [twenty (20) days] prior to the day of election, the Regional Chair will issue a ten (10)-day notice for a special meeting of the region. The purpose of the special meeting will be to select the election administrator and an alternate. [Selection could be from pool previously established by the Board or from specific recommendations by SoCal member-RCDs]. Once the selection is made, the Regional Chair will provide the election administrator and alternate with at least seven (7)-days' notice that they have been selected to serve. The alternate will serve if the primary election administrator is unable or unavailable to serve.
4. Once the governing board of a member-RCD has designated its delegate and alternate pursuant to Bylaws Article IV, Section 4, that delegate and alternate shall serve in *all* CARCD membership and regional votes, including elections, for a given year, unless sooner removed by the governing board of the member-RCD they represent.
5. Only duly appointed delegates from member-RCDs will be entitled to vote in an election.
6. In the event of a tie vote for any elected office, the meeting will be continued for a period not to exceed seven (7) days and then reconvened to resume voting for the tied position(s). If no candidate receives a majority vote in that reconvened meeting, then the meeting will be continued for a second period not to exceed seven (7) days. This cycle will be repeated until one of the candidates receives a majority of votes.
 - a. [Subject to amendment of the Bylaws] If the tie is not resolved following [XX] rounds of voting, then the election administrator (or the alternate in event the election administrator is not available) shall cast the tiebreaking vote before the meeting is adjourned.
7. If requested by a given region, the Board will appoint election inspector(s) to oversee that region's elections in the same manner described for CARCD officer elections under Bylaws Art. VII, Section 3, except that the election inspectors will not be an officer of the Board or a director or employee of a member-RCD within the region holding the election.

Resolution 2025- (7)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Adopt Policies Recommended by the IRS for Charitable Organizations

WHEREAS, The California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, the CARCD Board is required to manage the affairs of the corporation in accordance with the California Corporations Code and the United States Internal Revenue Code, and in a manner consistent with its powers and purposes, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, the Internal Revenue Service (IRS) recommends that charitable organizations adopt a conflict of interest policy, a whistleblower policy, and a records retention policy; and

WHEREAS, CARCD has consistently indicated on its annually required Form 990s that it has not adopted these policies.

THEREFORE BE IT RESOLVED, that the CARCD Board of Directors be directed to adopt a conflict of interest policy, a whistleblower policy, and a records retention policy, as recommended by the IRS, prior to filing the 2026 Form 990.

RESOLUTION 2025- (8)

**A Resolution for the Members of the California Association of Resource
Conservation Districts (CARCD) to Direct the CARCD Board of Directors to Ensure
Diverse Representation on CARCD Committees**

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, the CARCD Board of Directors, Executive Committee and various committees have multiple officers and/or representatives elected or appointed from the same RCDs; and

WHEREAS, to encourage diversity in representation of ALL RCDs, it would be beneficial to require the Board President and Board of Directors to consider greater representation in appointments of voting members.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership hereby directs the Board President and the Board of Directors to appoint no more than one voting representative from the same RCD to any committee, regardless of whether the committee is standing, ad hoc, special, or otherwise constituted.

BE IT FURTHER Resolved, that the CARCD Membership does hereby directs the Board President and the Board of Directors to develop a process allowing RCD voting members to designate one or more alternates to act in their absence, except for RCD voting members serving on the Executive and Policy Committees.