

CALIFORNIA ASSOCIATION OF RESOURCE CONSERVATION DISTRICTS GENERAL  
MEMBERSHIP SPECIAL MEETING  
JULY 30, 2024  
2:00 PM - 4:00 PM

Join Zoom Meeting <https://us02web.zoom.us/j/4086914636>

Meeting ID: 408 691 4636 One tap mobile  
+16694449171,,4086914636# US  
+16699006833,,4086914636# US (San Jose)

**PROPOSED AMENDED AGENDA**

1. Call to order and introductions
2. Approval of agenda
3. Code of Conduct for meeting
4. Determination of a quorum
5. Consideration and potential action on the Proposed Resolution (see page 2) submitted by Loma Prieta, North Santa Clara, Riverside-Corona, San Jacinto Basin, San Joaquin County RCDs (“5 RCDs”) to restore compliance with Bylaws and other corporate requirements.

Background. Based on statements by individual CARCD Directors and the 5 RCDs’ review of CARCD’s response to the RCDs’ records request, the CARCD Board is not operating the organization in compliance with the Bylaws and law, including the following requirements (see <https://www.rcdsantaclara.org/carcd-general-membership-meeting-july-30-2024> for supporting documents):

- Notice – CARCD is not providing members (which are all legislative bodies subject to the Brown Act) adequate notice of, agendas for, and/or opportunities to participate in or observe all CARCD Board, Executive Committee, and other committee meetings.
- Recordkeeping and inspection – CARCD has not prepared and/or provided for inspection of all minutes and/or complete minutes for the Board, Executive Committee, and each standing committee meeting that has been held from 2018 to present, and has not made an accurate membership list available.
- Financial reporting – CARCD does not timely distribute to members the annual financial reports or the annual budgets for 2018-2023.
- Financial statements – CARCD falsely reported they had no lobbying activity on their Form 990s filed with the IRS for 2017-2022, and only started to report ongoing lobbying activity on its 2023 Form 990.
- Election of officers – CARCD has not followed procedures for voting by written ballot, election verification by inspectors, and providing ballots for inspection upon request in the 2024 election of officers.

The 5 RCDs propose the membership adopt the attached proposed resolution which will require compliance with the bylaws and State law, and restore transparency, accountability, and inclusion for ALL California RCDs.

6. Adjourn meeting

**Proposed Resolution No. 24-XX**

WHEREAS, the California Association of Resource Conservation Districts (CARCD or Association) has adopted bylaws for the management of the activities and for the conduct of the affairs of the Association, in accordance with the Nonprofit Public Benefit Corporation Law of the State of California;

WHEREAS, the CARCD Bylaws (Article VI, Section 3(a)) require the Board of Directors to “manage the affairs of the Association consistent with the powers and purposes of the Association, the provisions of the[] Bylaws, and policies established by resolution of the general membership”;

WHEREAS, the CARCD Bylaws (*see* Article 1, Section 9 and Article IV, Section 7(c)) specify that the Bylaws can only be amended by action of the general membership;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors shall at all times manage the activities and conduct the affairs of the Association in compliance with the CARCD Bylaws that are then-in-effect unless and until the general membership takes action to amend the Bylaws or approves a temporary waiver, not to exceed a period of 90 days, for compliance with specifically identified provisions upon showing of good cause pending the membership’s consideration of action to formally amend the Bylaws.