

Subject **Response to Request for Word Version of Working Draft of CARCD Bylaws**
From Nancy Wahl-Scheurich <nancy-wahlscheurich@carcd.org>
To Nancy Wahl-Scheurich <nancy-wahlscheurich@carcd.org>
Date 2024-08-13 06:05 PM



-
- 08132034 CARCD MEMO RESPONSE TO BYLAWS COMMENTS QUESTION.pdf(~67 KB)
-

Hello Member RCD Directors, Executive Directors/District Managers.

As you know, CARCD sent out the Working Draft of the Bylaws on August 9th and requested comments. A member RCD requested a Word version of the Working Draft so that they could comment in the document itself. As this may be of interest to many of you who are working on comments, the Bylaws committee wishes to share our response to all members. The response is in the attached memo, and for your convenience, the text of the memo is below:

MEMO

To: Resource Conservation Districts
From: CARCD Bylaws Committee
Date: August 13, 2024

Re: **Response to Request for Word Version of Working Draft of Bylaws**

Hello District Members.

The Bylaws Committee received a request for a word version of the working draft. The intent behind the request was to be able to put the RCD comments directly into the document.

The Committee would like RCDs to submit their comments in a separate document rather than embedded into the working draft. We have two reasons for this position. First, while we are very interested in each RCD's position on all aspects of the working draft, we are even more interested in the reasons why you are taking the position. This level of detail is likely more than can easily be put into a comment within the working draft document. Second, the Committee will have limited time to analyze the comments received to develop a final recommendation. As part of this process, we intend to pull together all the comments received on each topic. This process will be much easier and more streamlined if we get comments in a separate document versus having to

pull comments from the notes on the working draft from many RCDs.

The last comment on this topic is that we are looking for policy input on the working draft rather than grammar or other edits.

Thank you for your engagement on this important process.

Best regards,

Nancy

Nancy Wahl-Scheurich ([She/Her](#))

Executive Director

California Association of Resource Conservation Districts (CARCD)

We are a fully remote office, please send mail to:

1007 7th St, #414, Sacramento, CA 95814

Mobile: (831) 287-5363

Office: (916-432-5938)



[Website](#) | [Facebook](#) | [Twitter](#) | [Instagram](#)

Your local partners in conservation and agriculture.

Subject **By-laws Committee Requests review of Working Draft of possible amendments**
From Nancy Wahl-Scheurich <nancy-wahlscheurich@carcd.org>
To Nancy Wahl-Scheurich <nancy-wahlscheurich@carcd.org>
Date 2024-08-09 04:27 PM



-
- Cover Memo ByLaw Ammendments.pdf(~517 KB)
 - Working Draft Track Changes_Update to CARCD Bylaws August 2024.pdf(~423 KB)
 - Working Draft clean_Update to CARCD Bylaws August 2024.pdf(~359 KB)
 - Bylaws Comparison Chart.pdf(~163 KB)
-

Hello!

As promised, the By-laws Committee is pleased to send the working draft of the amendments to the by-laws to the RCD members for review and comment. Member comments are due to CARCD no later than September 30th, 2024.

Attached please find the following:

1. Cover Memo (process and highlights of revisions)
2. Working Draft of the Amended By-laws with tracked changes
3. Working Draft - Clean Copy
4. By-laws Comparison (CARCD Structure in current by-laws versus working draft)

Best regards,

Nancy

Nancy Wahl-Scheurich ([She/Her](#))

Executive Director

California Association of Resource Conservation Districts (CARCD)

We are a fully remote office, please send mail to:

1007 7th St, #414, Sacramento, CA 95814

Mobile: (831) 287-5363

Office: (916-432-5938)



CALIFORNIA ASSOCIATION OF
RESOURCE
CONSERVATION DISTRICTS

[Website](#) | [Facebook](#) | [Twitter](#) | [Instagram](#)

Your local partners in conservation and agriculture.



TO: CARCD Member RCDs
FROM: CARCD Bylaws Committee
DATE: August 9, 2024

SUBJECT: CARCD BYLAW AMENDMENTS - WORKING DRAFT

The CARCD Bylaws Committee has been working for the last five months, including eight Committee meetings and numerous subcommittee meetings, to develop the attached version of potential Bylaws amendments. This work product reflects the committee members' thoughts and opinions and not the position of any RCD that we are affiliated with. However, our work is far from done. We would like your input on the work we have completed so our final effort reflects member RCD feedback. The Committee will evaluate the comments received and develop a final recommendation that all member RCDs will receive approximately November 1, 2024, so you will have sufficient time to develop a position for your RCD representatives to participate in the discussion and voting at the annual membership meeting to be held as part of the CARCD Conference in December 2024.

Your feedback is due by September 30, 2024. However, if you have completed your review prior to that time, please submit your comments once the RCD has approved. Please submit your feedback by mail to the CARCD, 1007 7th Street, #414, Sacramento, CA 95814 (please use regular or Priority mail - do not use certified mail) or by email to elections@carcd.org. Please direct questions to info@carcd.org with "Bylaw Question" in the subject line.

Attached are two versions of our working draft; a marked-up version with underline and strikethrough showing all the changes; and a clean version for easier reading.

We are looking for feedback that includes, but is not limited to; concerns regarding the additions or deletions that have been made; did we not change something you believe should be changed (and if so, suggest language); and, your thoughts on the two areas where the Committee could not reach consensus and have included two alternatives which are described below. While we respect the opinions of RCDs on these matters we are especially interested in the rationale you used in reaching your position.

Highlight of Significant Changes (Also see Table 1 for more detail)

Governance v. Policy: The Committee is suggesting that the Bylaws only include provisions related to the governance of the Association. Anything related to policy was deleted to be included in policy documents for consideration by the CARCD Board of Directors at a future time.

Executive Committee Authority: The Bylaws Committee could not reach consensus on whether to leave the current Bylaws language giving the Committee authority similar to that of the Board of Directors or to remove all authority from the Executive Committee and leave it to the Board of Directors to decide what authority, if any, to delegate to the Executive Committee. There are two alternatives included in the working draft to address this position. One perspective on this was that governance is the role of the Board of Directors and allowing the Executive Committee to exercise this role with limited and delayed oversight combined with the lack of transparency regarding the actions of the Executive Committee needed to be addressed. The other perspective on this was that the Executive Committee needed authority to respond to time sensitive matters and to act on items with little to no controversy between the meetings of the Board of Directors. However, recognizing the current Bylaws timing and lack of specificity on Board of Director's review of actions of the Executive Committee, the alternative that retains the authority language from the current Bylaws includes new language describing when the Executive Committee should act and provides for expedited notification and specificity on how the Board of Directors can review an action.

District Manager / Executive Director Voting on Board of Directors: California Codes, under which the Association operates, specifies that all members of the Board of Directors have voting rights. The current Bylaws provide for three District Managers / Executive Directors (elected by their peers) to be on the Board of Directors with voting rights. Additionally, it allows District Managers / Executive Directors to be Regional Chairs under specified conditions but precludes them from having a vote on the Board of Directors. (The Bylaws specify that Regional Chairs have a seat on the Board of Directors.) The Bylaws Committee could not reach consensus on whether to: retain the concept from the current Bylaws which would then preclude a Regional Chair who is a District Manager / Executive Director from serving on the Board of Directors (a Regional Vice Chair who is a District Director could fill this position on the Board of Directors); allow any District Manager / Executive Director to sit on the Board of Directors and thereby have voting rights, regardless of how they were entitled to the seat; or, remove all provisions that allow District Managers / Executive Directors to have a seat on the Board of Directors.

Officer Terms: Limited to two years.

Governance Committees: Established new category of Committee and establishes five committees: Executive, Legislative, Policy, Finance and Nominating. Option of appointing an Inspection of Elections Committee.

Nominating Committee Role: Broadens the scope of this committee's role to seek interest in officer positions from all District Directors, not just current officers.

Committee Charters: Requires Board of Directors approval of a charter for all committees.

Board of Directors Ex-Officio members: Removes these positions from the BOD and allows the BOD to form an advisory council.

Meeting Notices and Minutes: Requires meeting notices and agendas for all Board and committee meetings be posted on the Association website in advance of meetings and minutes of all meetings be posted on the Association website.

While the Committee hopes that we get feedback from all member RCDs, we realize that may not be a reasonable expectation. However, we would like to know the level of review, if any, that each RCD completed. Therefore, we are requesting that you include in your feedback one of the numerals indicating your level of review.

1. **RCD reviewed the working draft, concur with the draft, and have no opinion on the alternatives.**
2. **RCD reviewed the working draft, concur with the draft, and have provided feedback on the alternatives.**
3. **RCD reviewed the working draft and has the following comments.**
4. **RCD did not review the working draft but has the following feedback on the alternatives.**
5. **RCD has not reviewed the working draft.**
6. **Other - please specify.**

Attachments

Working Draft - marked up

Working Draft - Clean

Table 1

Bylaws of the California Association of Resource Conservation Districts

**BYLAWS COMMITTEE WORKING DRAFT
JULY 2024**

~~Approved November 2018~~

**California Association of
Resource Conservation Districts**

1007 7th Street, #414

801 K Street, 14th Floor

Sacramento, CA 95814

(916) 457-7901

~~(916) 457-7904~~

Web site: www.carcd.org

These bylaws govern the activities of the Association of RCDs and the Regions of CARCD. Division 9 of the Public Resources Code governs individual RCDs. Other regional associations of RCDs may be governed by their own bylaws.

Table of Contents

Article I. General Provisions	1	Article VII. Officers	10
Section 1. Name		Section 1. Officers	
Section 2. Organization		Section 2. Nominations	
Section 3. Purposes		Section 3. Elections	
Section 4. Regions		Section 4. President	
Section 5. Fiscal Year		Section 5. Vice President	
Section 6. Seal		Section 6. Secretary-Treasurer	
Section 7. CODE		Section 7. Immediate Past President	
Section 8 6. Construction of Bylaws		<u>Section 8. NACD Board Member</u>	
Section 9 7. Amendment of Bylaws		<u>Section 9. Bond</u>	
Article II. Definitions	2	Article VIII. Committees	12
Article III. Policies		<u>Section 1. General</u>	
Article IVIII. Membership and Voting	4	<u>Section 2. Governance Committees</u>	
Section 1. Eligibility for Membership		Section 1 3. Standing Committees	
Section 2. Dues		Section 2 4. Special Committees	
Section 3 3. Selection of Delegates		Article VIII. Resolutions	13
<u>Section 4. Voting</u>		Section 1. Scope of Resolutions	
Section 5. Meetings		Section 2. Regular Resolutions	
Section 6. Mail Voting		Section 3. Committee Review	
Section 7. Powers and Duties		Section 4. Emergency Resolutions	
Article IVIV. Regions	6	Section 5. Protests	
Section 1. Regional Chairs and Vice Chairs			
<u>Section 2. Duties of Regional Chairs and Vice Chairs</u>			
Section 2 3. Meetings			
Section 4 4. Mail Voting			
Article VIV. Board of Directors	7		
Section 1. Membership			
Section 2. Compensation			
Section 3. Powers and Duties			
Section 4. Meetings			
Section 5. 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 the Nonprofit Public Benefit Corporation Law of the State of California.

Section 3. Purposes – The Association has the purposes for which it is authorized under Division 9 of the Public Resources Code of the State of California. As such, the Association 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.

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 membership shall be divided into ten representative geographic Regions as follows listed below. Initially, RCDs are assigned to Regions as they existed in December 2024. 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 RCD. In moving an RCD to a new Region the Board of Directors shall consider the future viability of the losing Region and shall maintain geographical continuity of the Regions.

- (a) North Coast Region. –~~Del Norte RCD, Gold Ridge RCD, Humboldt County RCD, Klamath-Trinity RCD (Tribal), Marin RCD, Mendocino County RCD, Shasta Valley RCD, Siskiyou County RCD, Sonoma RCD, and Trinity County RCD.~~
- (b) Modoc Plateau Region. –~~Central Modoc RCD, Fall River RCD, Goose Lake RCD, Honey Lake Valley RCD, Lava Beds/Butte Valley RCD, and Pit River RCD.~~
- (c) Central Sierra Region. –~~Alpine County RCD, Amador County RCD, Coarsegold RCD, El Dorado RC, Eastern Kern County RCD, Inyo Mono RCD, Kern Valley RCD,~~
- (d) ~~RCD, Inyo Mono RCD, Kern Valley RCD,~~
- (e) ~~Mojave Desert RCD and Tehachapi RCD.D, Florin RCD, Georgetown Divide RCD, Mariposa County RCD, Mono County RCD, Nevada County RCD, Placer County RCD, Sloughhouse RCD, Tahoe RCD and Tuolumne County RCD.~~
- (f) High Desert Region. –~~Eastern Kern County RCD, Inyo Mono RCD, Kern Valley RCD, Mojave Desert RCD and Tehachapi RCD.~~
- (g) Southern California Baja Region. –~~Bard RCD, Coachella Valley RCD, RCD of the Greater San Diego County, Imperial Irrigation District RCD, Palo Verde RCD and Upper San Luis Rey RCD.~~
- (h) SoCal Inland Region. –~~Antelope RCD, Elsinore Murrieta Anza RCD, Inland Empire RCD, Mission RCD, Riverside-Corona RCD, and San Jacinto Basin RCD,~~
- (i) Central Coast Region. –~~Cachuma RCD, Coastal San Luis RCD, Loma Prieta RCD, Monterey County RCD, RCD of the Santa Monica Mountains, San Benito RCD, San Mateo County RCD, Santa Cruz County RCD, Upper Salinas-Las Tablas RCD, and Ventura County RCD.~~
- (j) Bay Delta Region. –~~Alameda County RCD, Contra Costa County RCD, Dixon RCD, East Stanislaus RCD, Guadalupe Coyote RCD, Lower Consumnes RCD, Napa County RCD, San Joaquin County RCD,~~

~~Solano County RCD, Suisun RCD, and West Stanislaus RCD.~~

(k) ~~Sacramento Valley Region.—Butte County RCD, Colusa County RCD, Lake County RCD, Feather River RCD, Glenn County RCD, Sierra Valley RCD, Sutter County RCD, Tehama County RCD, Western Shasta RCD, Yolo County RCD and Yuba County RCD.~~

(l) ~~San Joaquin Valley Region.—Chowchilla Red Top RCD, Columbia RCD, East Merced RCD, Excelsior-Kings River RCD, Firebaugh RCD, Grassland RCD, Gustine-Romero RCD, James RCD, Los Banos RCD, Madera RCD, North Fork Rancheria(Tribal), North West Kern, Panoche RCD, Poso RCD, Rosedale-Rio Bravo RCD, Picayune Rancheria(Tribal), San Luis RCD, Sierra RCD, Tulare County RCD, Tulare Lake RCD, and Westside RCD.~~

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

~~Section 6. Seal — The Association shall have a common seal, which shall be a circle having conveniently arranged thereon the words “CALIFORNIA ASSOCIATION OF RESOURCE CONSERVATION DISTRICTS, ESTABLISHED DECEMBER 12, 1945.”~~

~~Section 7. California Association of District Employees (CODE) — The California Association of District Employees (CODE) shall be an affiliate of the Association, and shall be governed by separate bylaws. The objective of this affiliation is to strengthen the Conservation District program of the State of California by the effective utilization of the skills of the members of the CODE in support of the purposes and activities of the Association and its committees; to provide assistance, information, and support to Conservation Districts, employees, and their governing boards; and to promote the professional development of Conservation Districts and their employees.~~

Section 86. Construction of Bylaws – These Bylaws shall be construed and applied in accordance with the Nonprofit Public Benefit Corporation Law of the State of California. In the event of any conflict between a provision of these Bylaws and the Nonprofit Public Benefit Corporation Law, that provision shall not be given effect, but the remaining provisions of these Bylaws shall be applied without regard to the invalid provision.

Section 97. Amendment of Bylaws – These Bylaws may be amended by a majority vote of a quorum of member districts.

ARTICLE II. DEFINITIONS (NOTE: definitions reorder alphabetically)

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) “Director” means a member of the Board of Directors.
- (d) “District” means a Resource Conservation District of the State of California.
- (e) “District director” means a director of a district.
- (f) “Member district” means a district that is a current member of the Association.
- (g) “Region” means a geographic division specified in Section 4 of Article I, and also means the group of member districts comprising that geographic Region.
- (h) “Regional Chair” means the Chair of a Region elected by the members of that Region.
- (i) “Regional Vice-Chair” means the Vice Chair of a Region elected by the members of that Region.

(j) "Resolution" means a document on Association policy or intent (1) proposed for adoption by the general membership of the Association, by one or more districts, or by a governance or a standing committee of the Association or (2) adopted by the general membership of the Association or (3) adopted by the Board of Directors under their purposes and powers.

ARTICLE III. POLICIES

Section 1. Policies—The following shall be policies of the Association:

(a) To encourage rural and urban landowners to organize to the end that all the public and private land of the state may eventually be included in self-governing Resource Conservation Districts and to encourage retention of lands presently within a district's boundaries.

(b) To inspire district directors to the full acceptance of the responsibilities of leadership.

(c) To strengthen the basic American principle that the function of government is to serve, not to dominate or control.

(d) To seek public assistance for conservation work which is in the public interest and which land users need assistance to perform.

(e) To seek arrangements whereby Federal, State, County, and City agencies may extend technical and other assistance to districts, may cooperate with districts and may utilize services and facilities of the districts in the local application and administration of their respective program responsibilities.

(f) To keep all segments of the public concerning the needs and achievements of the conservation programs administered by the districts (1) by giving information to newspapers, magazines, and television and radio stations, (2) by maintaining industry-district cooperation, (3) by sponsoring Soil Stewardship Week, and (4) by working with youth groups.

(g) To encourage and facilitate close and effective cooperation between the districts

and Federal and State agencies, and between the districts and rural and urban local public agencies, and between districts and all private agencies that are concerned with conservation, improvement, and development of natural resources.

(h) To convince all who use or manage land and water that America's future well being depends on using each acre within its capabilities and treating each acre according to its needs for conservation, development and improvement.

(i) To ensure that the Association rejects any and all partisan political affiliation, and engages in no partisan political activities. It will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for any national, state, or local elective public office.

(j) To assist districts in assuming their appropriate responsible role in the local formulation and administration of specialized and regional resource conservation programs, such as watershed programs, resource conservation and development projects, river basin programs, public lands programs, and any other resource program

(k) To work toward achieving the maximum administrative and technical efficiency in the operations of the districts, through facilitating an interchange of advice and experience among the districts, and through keeping district directors informed of the activities and experience of all other districts.

(l) To participate in and encourage coordinated resource management and planning to promote cooperation and efficiency in management and improvement of the State's renewable resources.

ARTICLE III IV. MEMBERSHIP/VOTING

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

~~The Board of Directors may additionally authorize any person, firm, association, or corporation to become an Associate, Sustaining, or Honorary Member of the Association and may, for purposes of these special memberships, establish a required annual contribution. Associate, Sustaining, and Honorary Members shall be entitled to attend meetings of the Association and to receive informational publications of the Association, but shall not have voting rights.~~

Section 2. Dues – A district shall become a member 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 of the association while paying less than the approved annual rate provided each district follows requirements established in policy to request such status. ~~The Association dues shall be payable when billed on or after January 1 of each year, and shall become delinquent on July 1 of that year. Any member district, which fails to renew its membership by payment in full of its dues quota on or before the September 1 shall be stricken from the voting membership roll. A district, which has lost its voting rights in the Association for nonpayment of dues, may restore its rights by applying to the Board of Directors for reinstatement and by paying dues for the current year.~~

Section 34. Selection of Delegates – Each member district shall select a district director as its delegate (and may select another district director as an alternate delegate) to represent the district in any meeting of the members of the Association or at any Regional meeting of the Association. Delegates and alternates shall be selected by vote of the district's directors and shall serve for a term of one year, unless sooner removed by a vote of the district's directors taken at a public meeting. ~~The Association shall transmit an identifying credential to each member district in advance of any meeting of the general membership, for use by the voting delegate of that district.~~

Section 43. Voting – Only delegates (or alternate delegates acting in the absence of a regular delegate) shall be entitled to vote at meetings of the general membership and Regional meetings. Each member district shall have one vote, which shall be exercised by a delegate representing the district at the annual meeting, at any other meeting wherein the general membership is assembled, or at any Regional meeting. At any meeting of the general membership a majority of the member districts represented by at least one District Director shall constitute a quorum for the conduct of business. All actions of the member districts, including election of directors and officers, shall be taken upon a majority vote (greater than 50%) of the members present and voting.

No voting by proxy or cumulative voting shall be permitted at meetings of the general membership or at Regional meetings.

Section 5. Meetings – A regular annual meeting of the general membership shall be held at the annual conference, ~~in November of each year.~~ The 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 at the conference, the President shall call a special meeting as described in Article V, Section 1. 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 emails address is available, by first class mail, or certified mail Priority Mail or other trackable mail service to each member district at the last known address of each member. 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 general membership, but any proper matter may be presented at the meeting for action of the members. The notice of the annual meeting at which election of officers is to occur shall also include ~~the names of the persons nominated by the~~ Nomination ing Committee's list of nominees for the offices of President, Vice President, and Secretary/Treasurer.

In accordance with Section 5510 of the Corporations Code of the State of California, special meetings of the membership may be called by the Board of Directors, by the President, or upon petition of 5 five percent or more of the members the latter of which requires action by the Boards of Directors of petitioning districts, 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 members 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 general membership by electronic mail or, if no email address is available, by first class or Priority Mail or other trackable mail service certified-mail, to each member district at the last known address of each member. ~~Notice of the annual conference shall specify any action that the Board of Directors, at the time the notice is given, intends to present for action by the general membership, but any proper matter may be presented at the meeting for action of the members. The notice of the annual conference shall also include the names of the persons nominated by the Nominating Committee for the offices of President and Vice President. In the case of a special meeting t~~The notice shall state the general nature of the business to be transacted.

~~Only delegates (or alternate delegates acting in the absence of a regular delegate) shall be entitled to vote at meetings of the general membership and Regional meetings. No voting by proxy or cumulative voting shall be permitted at meetings of the general membership or at Regional meetings.~~

The President of the Association, ~~or~~ 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 general membership. 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. Mail Voting – Except as otherwise provided in Section 3 of Article 5 IV of these Bylaws, any action which may be taken by the membership at any regular, special, or Regional meeting, including the election of directors of officers, may also be taken without a meeting if the Association or Region, respectively, distributes a written ballot by first class mail to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide a suitable means by which each member district may indicate its vote, and provide a reasonable time within which to return the ballot to the Association or Region, as the case may be.

The mail balloting shall be valid only if the number of ~~vote's~~ 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. The secretary of each member district voting by mail ballot shall certify that the action thereon is the action of the Board of Directors of that member district.

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

- (a) These Bylaws may be amended only by action of the general membership.
- (b) Delegates of member districts may place names in nomination for officers during election years at the scheduled annual membership meeting.
- (c) ~~(b)~~The general membership shall elect a President, Vice President, and Secretary-Treasurer on odd numbered years. ~~The Immediate Past President shall serve as the NACD Board Member. In the event the Immediate Past President cannot serve the Board shall appoint the~~

~~Representative from any Board Member or Member-RCD Director.~~

- (d) ~~(c)~~ The general membership may adopt resolutions within the scope of the purposes and powers of the association for implementation by the Board of Directors.
- (e) ~~(d)~~ The general membership may request reports from the Board of Directors, particular officers, and committees of the Association, which shall be submitted to the members in such form and at such time as directed by action of the general membership.

ARTICLE IV. REGIONS

Section 1. Regional Chairs and Vice Chairs – 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. Only directors of member districts shall be eligible to serve as Regional Chair and Regional Vice Chair.

In the event that no directors of member districts are willing to assume the position of Regional Chair or Regional Vice Chair, then the Region may elect either a District Manager or Executive Director of a resource conservation districts that ~~are~~ is a member districts to serve as Regional Chair or Regional Vice Chair or both. ~~A Regional Chair who is not a district director may serve on the CARCD board of directors but does not have a vote nor can they serve on the Executive Committee.~~

The term of Regional Chair and Regional Vice Chair shall be ~~2~~ two years and they may succeed themselves.

NOTE TO READER: There are two alternatives related to whether District Managers / Executive Directors of RCDs should have a seat on the Board of Directors. This provision is applicable here and in the section on Membership of the Board of Directors. Having a seat on the Board of Directors also includes the right to vote as, pursuant of CA Code, all members of the Board of Directors

are entitled to vote that cannot be excluded. Each alternative has two parts. Part A retains the three District Managers on the Board of Directors and provides that District Managers who are filling the Regional Chair role also are members of the Board of Directors. Part B of the Alternatives eliminates any opportunity for District Managers/Executive Directors to be seated on the Board of Directors. The alternative language is in italics. Any new language (not in the existing Bylaws is underlined. Any language from the existing Bylaws proposed for deletion is in ~~strikeout~~.

DM Alternative 1A:

The Regional Chair shall also serve as a member of the Board of Directors. A Regional Chair who is not a District Director may not serve on the Executive Committee.

DM Alternative 1B:

A Regional Chair or Vice Chair who is not a District Director may not serve on the CARCD board of directors. However, in the situation, where a District Manager / Executive Director is the Regional Chair, the Regional Vice Chair, if a District Director, may serve as the Region’s representative on the Board of Directors.

However, a Regional Chair may not simultaneously serve as President, Vice President, Secretary-Treasurer or Immediate Past President. Upon election of the Regional Chair to such an office, the office of Regional Chair shall become vacant. 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.

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.

~~Each Region’s elections shall provide a reasonable opportunity for (1) the making of~~

nominations at the regular Regional meeting at which the election will be held, (2) communicating to the delegates of the Region's Member Districts the nominee's qualifications and the reasons for the nominee's candidacy, and (3) all nominees to solicit votes. In the event of a vacancy in the office of Regional Chair, or when the Regional Chair is unable to act due to absence from the State due to disability, or any other substantial reason, the Regional Vice Chair shall temporarily assume the duties of the Regional Chair until the vacancy is filled or the Regional Chair resumes his or her duties; provided, that the Regional Vice Chair shall serve as a non-voting member of the Board of Directors during such period.

Any vacancy in the office of Regional Chair or Regional Vice Chair occasioned by death, resignation, removal, disqualification, or otherwise shall be filled for the remainder of the term by the Region at a special election, which shall be conducted in the same manner as a regular election of the Region, upon the call of the Chair or Vice Chair remaining in office or upon the call of the Board of Directors.

Section 2. Duties of Regional Chairs and Vice Chairs - Each Regional Chair will ensure the scheduling of up to two Regional regular annual meetings, serve as a member of the CARCD Board of Directors, act as the liaison between the Regional RCDs and CARCD Board of Directors, assist the President or committee chairperson with any projects, and act as a liaison to other organizations in order to promote CARCD. Each Vice-Chair will exercise all the functions of the Regional Chair in absence of or disabling of the Regional Chair including voting at the CARCD Board of Directors meeting.

Section 23. Meetings – Each Region shall annually have at least one regular meeting. Regional meetings shall be called by the Regional Chair or by the Board of Directors, who shall provide not less than 10 nor more than 90 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 district, first class or certified mail, Priority Mail or other trackable

mail service may be used. to each member ;provided, that notice of the annual Region meeting shall be given pursuant to this section not less than 21 days prior to that meeting.

One district shall constitute a quorum for the transaction of business at a Regional meeting, and action shall be taken by a majority of the Region members present and voting. However, unless at least one-third of the member districts in the Region are in attendance at a regular Regional meeting, the only matters which may be voted on are those matters the general nature of which was specified in the notice of the meeting. The Regional Chair or, in the absence of the Regional Chair, the Regional Vice Chair shall preside over Regional meetings. 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 34. Mail Voting – Mail voting by Regions shall be permitted, except with respect to biennial, regular Region elections, in accordance with section 6 or Article VIII of these Bylaws.

ARTICLE V. BOARD OF DIRECTORS

NOTE TO READER: There are two alternatives related to whether District Managers should have a seat on the Board of Directors. Having a seat on the Board of Directors also includes the right to vote as, pursuant of CA Code, all members of the Board of Directors are entitled to vote. Each alternative has two parts. Part A retains the three District Managers on the Board of Directors and provides that District Managers who are filling the Regional Chair role also are members of the Board of Directors. Part B of the Alternatives eliminates any opportunity for District Managers to be part of the Board of Directors. The alternative language in italics. Any new language (not in the existing Bylaws is underlined. Any language from the existing Bylaws proposed for deletion is in ~~strikeout~~.

Section 1. Membership – The Board shall consist of the Regional Chairs from each of the regions, the President, the Vice President, the Secretary-Treasurer, Immediate Past President, NACD Board Member (if this position is not filled by a Board Member representing another Board position), up to three ex-officio members who are not affiliated with any RCD,

DM Alternative 2A: *and up to three members who are either District Managers or Executive Directors of member resource conservation districts that are member districts.*

DM Alternative 2B: *and up to three members who are either District Managers or Executive Directors of resource conservation districts that are member districts.*

~~The three ex-officio members shall be appointed by the President and approved by the Board of Directors for two-year terms from the time of approval.~~

The three District Managers or Executive Directors shall be nominated and elected by their peers representing member districts at the annual meeting. The President shall recommend and the Board of Directors shall appoint a nominating committee consisting of District Managers/Executive Directors. The elected District Managers/Executive Directors shall have one representative from the following three regions areas of the state (Northern, Central or Southern).

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 shall be filled by a District Director in the following priority order: President, Immediate Past President, Vice President. If none of these individuals are willing to be the NACD Board Member, then the Board shall select by vote other Board member who is a District Director, or by solicitation of a District Director of a member district.

DM Alternative 1A and 2A continuation:

All Directors of the Association shall be District Directors of Member Districts, except the three District Managers/Executive Directors and any Regional Chairs or Vice Chairs who District Managers/Executive Directors.

DM Alternative 1B and 2B continuation:
All Directors of the Association shall be District Directors of Member Districts.

Only one individual from any member district may be on the Board of Directors. However, Officers are not subject to this provision. The Immediate Past President shall serve as a board member. The Past President of California Association of District Employees shall serve as ex-officio member of the Board. The President or, in the President's absence, the Vice President or Secretary-Treasurer shall preside at meetings of the Board.

Section 2. 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, which shall require prior authorization as a condition for reimbursement and copies of receipts. The Board may delegate this function to the President under procedures established by the Board.

Section 3. 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 general membership.
- (b) The Board shall define and establish policies and procedures of the Association, which shall not be inconsistent with policies established by resolution of the general membership.
- (c) The Board shall review and approve an annual budget for the Association, fix the

rate of compensation of Association Executive Director employees, 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, and provide each Member District with a copy of an annual report not later than 120 days after the close of each fiscal year of the Association by making it available on the Association's website. The annual report shall contain in appropriate detail (1) the assets and liabilities of the Association as of the end of the fiscal year, (2) the principal changes in assets and liabilities during the fiscal year, (3) the revenue or receipts of the Association corporation, both unrestricted and restricted to particular purposes, for the fiscal year, (4) the expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year, and (5) any other information required by Section 6321 of the Corporations Code of the State of California.

- (d) The Board shall establish a policy ~~determine matters~~ relating to any all external communications ~~publications~~ of the Association.
- (e) The Board shall provide guidance and assistance to the Regional Chairs in developing and effectuating plans and programs for improving the effectiveness of Districts within the Region.
- (f) The Board may appoint committees to assist in the conduct of the business of the Association and shall approve the charter of each standing committee. These committees may exercise the authority of the Board as to matters delegated by resolution of the Board. However, no committee of the Board may act as to those matters specified in Section 5 in which the Executive Committee may not act. The Board may appoint one or more ~~Directors~~ as alternate members of any committee of the Board, other than the Executive committee, who may replace any absent

member at any meeting of the committee.

- (g) The Board shall ~~keep ensure~~ the Member Districts of the Association kept ~~currently~~ informed of the Association's affairs and activities, and of programs, accomplishments, and problems of the districts. The meeting notices and agendas for the Board and all committee meetings shall be posted in the Association website in advance of meetings. Additionally, the minutes of all meetings of the Board and all committees 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, or Immediate Past President~~ 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 general membership 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. ~~for which the Board has not appointed the successor.~~
- (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 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).
- (j) The Board may establish an advisory council or individuals not associated with any RCD to advise the Board on any matter within the scope of its authority. The Vice President shall be the chair of the council.

Section 4. Meetings – The Board shall meet during the annual conference and shall annually hold at least ~~one~~ two additional regular meeting at such times and places as the Board shall determine. The President may call special meetings of the Board and ~~who~~ 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 ~~10~~ five days notice by first-class mail, personal delivery, or electronic means to each Director.

A majority 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.

Members of the Board may participate in a meeting through use of ~~conference telephone or similar communications equipment~~, any electronic means, so long as all members ~~participating in the meeting can hear one another~~ can actively participate and vote in the meeting.

~~Directors so participating by telephone or other communications equipment~~ any electronic means shall be deemed to be present at the meeting of the Board and to determine a quorum.

Any action required or permitted, to be taken by the Board of Directors may be taken by electronic means without a meeting if all a majority of members of the Board, individually or collectively, consent in writing, which includes electronic transmission to the taking of that action. In this instance, the members of the Board of Directors shall be given adequate time and notice to submit comments and questions on the proposed action prior to a vote being considered. The written consent or consents shall be filed in the book of minutes of the Board's proceedings.

All provisions of this section respecting notice, meetings, and actions of the Board shall apply analogously to committees of the Board, including the Executive Committee. However, the committee Chair shall be responsible for providing notice, and shall have authority and duties with respect to meetings of the committee analogous to those of the President with respect to meetings of the Board.

The CARCD Executive Director or delegated staff person shall serve as non-voting staff to the Board.

Section 5. Executive Committee – There shall be an Executive Committee of the Board consisting of the President, Vice President, Secretary-Treasurer, NACD Board Member, Immediate Past President, and two Regional Chair elected by the Regional Chairs. ~~and the CARCD-Executive Director , and~~ the CARCD Executive Director shall serve as non-voting staff to the Executive Committee. 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 these Bylaws for notice of special meetings of the Board.

Any ~~three~~ four members of the Executive Committee shall constitute a quorum for the conduct of business. All actions of the Executive Committee shall be reported to the full Board within ~~60~~ two business days. The minutes of all meetings of the executive Committee shall be filed in the Board's Book of Minutes.

NOTE TO READER: The following two alternatives address the authority of the Executive Committee. The entire alternative language is in italics. New language (not in the existing Bylaws) is underlined while language from the exiting Bylaws being proposed for deletion is in ~~strikeout~~. If wording is neither underlined nor in ~~strikeout~~, it is language from the existing Bylaws.

Ex Com Alternative 1: Executive Committee authority:

Except as herein provided, the Executive Committee shall have the same authority as the Board to act when the Board is not in session. In considering whether to take action, the Executive Committee shall consider the potential controversy regarding the action and whether it is time sensitive or whether the decision can wait for the next regularly scheduled meeting or special meeting of the Board of Directors.

The Executive Committee shall have no power to: amend or repeal any resolution of the Board which, by its express terms, cannot be amended or repealed by the Executive Committee; take action contrary to directives or policies of the Board or the ~~g~~General membership; authorize expenditures or enter into contracts except pursuant to policies and procedures prescribed by the Board; fill vacancies on the Board, the Executive Committee, or any other Committee of the Board or to create or appoint members to any committee of the Board; or approve any self-dealing transaction subject to Section 5233 of the Corporations Code, except as permitted by the Section 5212 of the Corporations Code. The Board may disaffirm any prior action of the Executive Committee, except valid and binding contracts entered into by the Executive ~~e~~Committee (or the President acting at the direction of the Executive Committee)

in accordance with the policies and procedures adopted by the Board. Any two members of the Board of Directors may, within 10 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 seven days of the request to consider disaffirming the action of the Executive Committee.

Ex Com Alternative 2: Executive Committee authority:

The Executive Committee shall have the following powers and duties:

- (a) *Personnel. Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the Executive Director to the Board of Directors for approval; (2) perform annual reviews of the Executive Director and submit that review to the Board of Directors; (3) review and approve the classification and compensation plan and publicly posted salary schedule for CARCD employees submitted by the Executive Director, which shall be reviewable by the Board of Directors in closed session upon request of the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the Executive Director in support of Executive Director oversight of all other personnel matters, which shall be reviewable by the Board of Directors in closed session upon request of the Board of Directors.*
- (b) *Delegation. The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.*
- (c) *Authority to Act Between Meetings. The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable,*

provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board.

- (d) Reporting. The President, or any person designated by the President, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be distributed to each member of the Board of Directors at least five days prior to Board meetings.
- (e) Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the President. Special meetings of the Executive Committee may be called by the President upon notice to the members of that Committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 48 hours notice with notice provided by electronic means. Any meeting, regular or special, may be held in person or by telephone or electronic transmission and may be attended by any Board member. Meetings of the Executive Committee may be closed to others at the discretion of the President or Committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the Committee.
- (f) Minutes. The minutes of the Executive Committee meetings shall be kept by the Executive Director at CARCD's principal office. Actions of the Executive Committee shall be available to any member of the Board of Directors upon request to the Executive Director.

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 General membership during a 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.

If a meeting of the General membership does not occur at the annual conference for any reason, the President shall call a special meeting of the General membership to take place no later than 60 days after the close of the annual conference during which the annual meeting to elect officers that was not held. If a quorum is not present at this special meeting, the President shall call another special meeting within 30 days of the meeting at which a quorum was not present. In this instance, the Board of Directors shall provide notice to all Member Districts of the decision to proceed by mail ballot and shall provide 40 days from such notice to allow Member Districts to put forth nominations certified by the Secretary of the District as being an action of the District. The ballot containing the names of those nominated by the Nomination Committee and by Member District shall be sent to all Member Districts pursuant to the mail voting provisions of these Bylaws.

An individual can serve no more than two consecutive full terms in a single officer position.

Only dDistrict 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. If a meeting of the General Membership 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 membership or by mail voting. Except as authorized by resolution of the general membership of the officers shall serve without compensation, but shall be entitled to reimbursement for expenses as provided for members of the Board of Directors.

Section 2. Nominations – The Board shall, no later than March 31st in the year in which elections of officers is to be held, appoint a Nominating Committee consisting of District Directors who are on the Board of Directors, the size and membership of which, shall be determined by the Board. ~~Any district director of a Member District shall be eligible for membership on the Nomination Nominating Committee.~~

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 potential nominees will be part of its slate of nominees. The Nominating Committee shall nominate one or more potential nominees for each officer position. The Nominating Committee may not nominate a member of the Committee.

~~Each incumbent officer shall notify the Nomination Committee whether that officer intends to seek reelection. In the event the President does not intend to seek reelection, the Vice President shall notify the Nominating Committee whether the Vice President will seek election as President. All officers seeking reelection shall be the nominees of the Nomination Committee, and Vice President shall be the nominee of the Nominating Committee for President if the Vice President seeks election as President and the incumbent President does not seek reelection.~~

The Board shall schedule a meeting of the general membership on one of the first two days of the annual conference for the purpose of nominating officers. The Chair of the Nominating Committee and delegates of member districts shall at that time place names in nomination. Immediately upon completion of nominations, each nominee shall be given an opportunity to address the general membership concerning the nominee's qualifications and the reasons for

the nominee's candidacy. Nominations shall occur as specified above during a special meeting of the General membership to elect officers.

Elections for officers shall not be held on the same day as nominations. This provision shall not apply to election of officers at a special meeting of the General membership, whether held in person or by electronic means.

Section 3. Elections – Officers shall be elected by majority vote of the member districts present and voting at the annual General membership meeting or a special meeting of the General membership. If no candidate receives a majority vote, the two candidates with the highest number of votes shall participate in a runoff election.

~~Elections shall use typed or printed ballots upon which the names of all officer nominees appear; except that handwritten ballots, including electronic ballots, may be used for runoff elections. There shall be no write-in candidates.~~

~~One ballot shall be provided to the delegate of each member district and the name of the member district voting shall be written on the ballot. No ballot shall be counted which does not indicate the name of the member district voting.~~

The Board may appoint one or three Inspectors of Election. If Inspectors of Election are not so appointed or fail or refuse to serve, the President may appoint the Inspector or Inspectors of Election at the annual conference. The Inspectors of Election shall determine what member districts are represented at the annual conference meeting or special meeting at which elections of officers is to occur and whether a quorum exists. The Inspectors of Election shall 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 members. The winners of the election shall be declared and certified in

writing by the Inspectors of Election. The ballots shall be retained for the length of time specified by the board and may be inspected by any district director of a member district.

Section 4. President – The President is the general manager and chief executive officer of the Association. 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 general membership. 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 authorized by the Board unless the board delegates some or all of the authority to the Association Executive Director.

Section 5. 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, may execute all contracts, deeds, bonds, and other instruments in writing as authorized by the Board. The Vice President shall assume the office of the President upon the vacancy of that office and shall temporarily assume the office of Secretary-Treasurer upon the vacancy of that office until the position is filled while still retaining the office of Vice President.

Section 6. 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. ~~When authorized by the Board, the Secretary-Treasurer shall execute or endorse, on behalf of the Association, all checks, notes, or other obligations. The Secretary-Treasurer shall ensure the deposit of the funds of the Association in one or more financial institutions. The Secretary-Treasurer shall develop an annual budget for review and approval by the Board. If the Board appoints a Finance Committee to oversee the fiscal affairs of the Association, the Secretary-~~

~~Treasurer shall serve as Chair of the Finance Committee.~~

~~As directed by the Board, the Secretary-Treasurer shall provide for the development of a financial statement of the Association cash accounts, securities, and other property and shall ensure that there are regularly kept books for this purpose. The books shall reflect an accurate account of all money received and paid, together with all business transactions.~~

The Secretary-Treasurer shall perform such other duties as are incidental to office of the chief financial officer of a nonprofit benefit corporation under the laws of the State of California.

Section 7. Immediate Past President -- The Immediate Past President shall represent the Association on the Board of the National Association of Conservation Districts if the President does not wish to serve in this capacity and shall serve on the CARCD board to assist the elected officers.

Section 8. NACD Board Member – The NACD Board Member will report on the activities of the NACD to the membership and will assure that this organization's policies and resource needs are reflected in the national agenda.

Section 89. 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 VIII. 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. The following three types of committees may be established by the Board of Directors as provided in Article V, Section 3(f). Except for special committees, these committees may exercise the authority of the Board as to matters delegated by resolution

of the Board or as otherwise included in these Bylaws.

Section 2. Governance Committees – As permanent committees of the Board, 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. There shall be the following governance committees:

- 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. RCD 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 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 pertinent individuals deemed appropriate. 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.
- e. Nominating/Inspectors of Election Committee – whose duties and membership are specified in Article VI, Sections 2 and 3, respectively. Additionally, the committee is to inform the general membership of any officer vacancies during an election year. Members are directors from member districts, serve a two-year term during an election year and the year following an election year, and may be reappointed for consecutive terms. The President shall appoint the committee chair and vice chair.

Section 31. Standing Committees – Standing committees are long-term committees of the Board 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.

—There shall be a Nominating Committee, which meets once yearly and whose duties are specified in Article 7, Section 2.

There shall be the following three issue-based committees for the purposes provided in these Bylaws:

- 1) Forestry
- 2) Land and Soil
- 3) Water

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 comprised 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 members are not required to be from Member Districts.

In addition to a chair, each standing committee shall include a vice chair to provide leadership and support, as well as serve as a replacement to the chair to the committee during period of absence. Both the chair and vice chair shall be from a Member District and appointed by the President.

The President shall appoint the committee chair and vice chair, of which one of these positions shall be filled from a Member district.

The standing committees' purpose and operation shall be documented in a committee charter, which shall be approved and, subsequently, reviewed annually by the President by the Board. The Board shall review each standing committee's charter every other year.

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.

Standing committee members shall be appointed by the President, serve 3-year terms, with the initial members serving staggered terms as determined by the President and may be reappointed for consecutive terms.

There 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. Members of the Policy Committee include one person from each issue committee, a CARCD board member, a CARCD executive committee member, and 5 at-large members, appointed with CARCD board approval for a total of 14 members. The President shall appoint the Policy Committee Chair. CARCD's legislative consultant shall be an ex-officio member of the Policy Committee

The President shall submit recommendations to the Board for establishment of other standing committees and defining their functions, which shall include, review of regular resolutions pursuant to Article X of these Bylaws. Only District Directors of Member Districts shall be eligible to serve as voting members of standing committees. The President shall annually appoint the members of standing committees. Each standing committee shall prepare a report reflecting the proceedings of their meetings, and shall report to the delegates at the annual conference and to the Board when requested

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.

Addition or Removal of Standing Committees. As stated in Article V, Section 3(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 general membership meeting.

Section 4. Special Committees – Special committees are established for up to a one-year period to perform a particular study, investigation, or task for the Board or President. Each special committee shall be open to participation by all interested parties and board participation is welcomed and encouraged. However, official committee members shall be appointed by the Board. The special committees shall serve at the discretion of the President or Board and shall report its activities, from time to time to the Board, as directed by the President. All committee members are eligible to vote. A charter is not required for the committee.

Section 5. Meetings and Reports - All committees shall meet as necessary to fulfill their responsibilities. Refer to Article V, Section 4 for notice, meeting, and action requirements of committees. Minutes of each governance and standing committee meeting shall be kept and all committees shall present a report to the Board, as requested, and shall report either verbally or in a written report to the delegates at the annual meeting.

ARTICLE VIII.X RESOLUTIONS

Section 1. Scope of Resolutions – Any member district, Board of Directors, or governance or standing committee may propose a resolution for adoption by the general membership at the annual conference meeting. Resolutions shall declare policies, and/or call for actions in connection with policies that are within the scope of the purposes and powers of the Association 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 proposing a regular resolution shall submit it to the Policy Committee on or before September 1. The Policy Committee shall assign the resolution and send copies thereof to the chair and members of the appropriate standing or governance committee, and to each Member District on or before September 15. The chair of the standing 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 conference meeting.

The Board may adopt procedures under which standing 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 on or before September 1. The chair of the Policy Committee shall assign the resolution and send copies thereof to the chair and members of the appropriate standing committee and to each Member District on or before September 15. ~~A resolution proposed by a standing committee shall normally be referred to that committee.~~

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

Section 3. Committee Review – A standing 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 standing committee shall be presented to the

general membership at the annual conference meeting by the committee chair. In the event a resolution is considered by more than one ~~standing~~ committee, the chair of each committee shall present their committee's recommendations to the general membership.

Section 4. Emergency Resolutions – A member district, the Board of Directors, 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 standing committees.

Section 5. Protests – Any Member District that believes that a proposed resolution would, if adopted, exceed the scope of the Association's purposes or powers may protest by raising a point of order. ~~If, prior to the general membership's consideration of a resolution at the annual conference, a~~ A Member District must notify ~~notifies~~ 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 by September 1. ~~the~~ The notification shall include the rationale for its position. The President shall refer the matter, ~~time permitting,~~ 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 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 general membership.

.....

Bylaws of the California Association of Resource Conservation Districts

**BYLAWS COMMITTEE WORKING DRAFT
JULY 2024**

**California Association of
Resource Conservation Districts
1007 7th Street, #414**

Sacramento, CA 95814
(916) 457-7901

Web site: www.carcd.org

These bylaws govern the activities of the Association of RCDs and the Regions of CARCD. Division 9 of the Public Resources Code governs individual RCDs. Other regional associations of RCDs may be governed by their own bylaws.

Table of Contents

Article I. General Provisions	1	Article VII. Officers	10
Section 1. Name		Section 1. Officers	
Section 2. Organization		Section 2. Nominations	
Section 3. Purposes		Section 3. Elections	
Section 4. Regions		Section 4. President	
Section 5. Fiscal Year		Section 5. Vice President	
Section 6. Construction of Bylaws		Section 6. Secretary-Treasurer	
Section 7. Amendment of Bylaws		Section 7. Immediate Past President	
		<u>Section 8. NACD Board Member</u>	
Article II. Definitions	2	<u>Section 9. Bond</u>	
Article III. Policies		Article VIII. Committees	12
Article IV. Membership and Voting	4	<u>Section 1. General</u>	
Section 1. Eligibility for Membership		<u>Section 2. Governance Committees</u>	
Section 2. Dues		<u>Section 3. Standing Committees</u>	
Section 3. Selection of Delegates		<u>Section 4. Special Committees</u>	
<u>Section 4. Voting</u>		Article VIII. Resolutions	13
Section 5. Meetings		Section 1. Scope of Resolutions	
Section 6. Mail Voting		Section 2. Regular Resolutions	
Section 7. Powers and Duties		Section 3. Committee Review	
Article IV. Regions	6	Section 4. Emergency Resolutions	
Section 1. Regional Chairs and Vice Chairs		Section 5. Protests	
<u>Section 2. Duties of Regional Chairs and Vice Chairs</u>			
Section 3. Meetings			
Section 4. Mail Voting			
Article VI. Board of Directors	7		
Section 1. Membership			
Section 2. Compensation			
Section 3. Powers and Duties			
Section 4. Meetings			
Section 5. 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 the Nonprofit Public Benefit Corporation Law of the State of California.

Section 3. Purposes – The Association has the purposes for which it is authorized under Division 9 of the Public Resources Code of the State of California. As such, the Association 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.

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 membership shall be divided into ten representative geographic Regions as follows listed below. Initially, RCDs are assigned to Regions as they existed in December 2024. 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 RCD. In moving an RCD to a new Region the Board of Directors shall consider the future viability of the losing Region and shall maintain geographical continuity of the Regions.

- (a) North Coast Region.
- (b) Modoc Plateau Region.
- (c) Central Sierra Region.
- (d) High Desert Region.

- (e) Southern ~~C~~ Baja Region.
- (f) SoCal Inland Region.
- (g) Central Coast Region.
- (h) Bay Delta Region.
- (i) Sacramento Valley Region.
- (j) San Joaquin Valley 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 ~~December~~ of the following ~~same~~ calendar year.

Section 6. Construction of Bylaws – These Bylaws shall be construed and applied in accordance with the Nonprofit Public Benefit Corporation Law of the State of California. In the event of any conflict between a provision of these Bylaws and the Nonprofit Public Benefit Corporation Law, that provision shall not be given effect, but the remaining provisions of these Bylaws shall be applied without regard to the invalid provision.

Section 7. Amendment of Bylaws – These Bylaws may be amended by a majority vote of a quorum of member districts.

ARTICLE II. DEFINITIONS (NOTE: definitions reorder alphabetically)

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) "Director" means a member of the Board of Directors.
- (d) "District" means a Resource Conservation District of the State of California.
- (e) "District director" means a director of a district.
- (f) "Member district" means a district that is a current member of the Association.
- (g) "Region" means a geographic division specified in Section 4 of Article I, and also means the group of member districts comprising that geographic Region.
- (h) "Regional Chair" means the Chair of a Region elected by the members of that Region.
- (i) "Regional Vice-Chair" means the Vice Chair of a Region elected by the members of that Region.
- (j) "Resolution" means a document on Association policy or intent (1) proposed for adoption by the general membership of the Association, by one or more districts, or by a governance or a standing committee of the Association or (2) adopted by the general membership 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 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 of the association while paying less than the approved annual rate provided each district follows requirements established in policy to request such status.

Section 4. Selection of Delegates – Each member district shall select a district director as its delegate (and may select another district director as an alternate delegate) to represent the district in any meeting of the members of the Association or at any Regional meeting of the Association. Delegates and alternates shall be selected by vote of the district's directors and shall serve for a term of one year, unless sooner removed by a vote of the district's directors taken at a public meeting.

Section 4. Voting – Only delegates (or alternate delegates acting in the absence of a regular delegate) shall be entitled to vote at meetings of the general membership and Regional meetings. Each member district shall have one vote, which shall be exercised by a delegate representing the district at the annual meeting, at any other meeting wherein the general membership is assembled, or at any Regional meeting. At any meeting of the general membership a majority of the member districts represented by at least one District Director shall constitute a quorum for the conduct of business. All actions of the member districts, including election of directors and officers, shall be taken upon a majority vote (greater than 50%) of the members present and voting.

No voting by proxy or cumulative voting shall be permitted at meetings of the general membership or at Regional meetings.

Section 5. Meetings – A regular annual meeting of the general membership 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 at the conference, the President shall call a special meeting as described in Article VI, Section 1. 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 emails 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. 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 general membership, but any proper matter may be presented at the meeting for action of the members. The notice of the annual meeting at which election of officers is to occur shall also include the Nomination Committee's list of nominees for the offices of President, Vice President, and Secretary/Treasurer.

In accordance with Section 5510 of the Corporations Code of the State of California, special meetings of the membership may be called by the Board of Directors, by the President, or upon petition of five percent or more of the members the latter of which requires action by the Boards of Directors of petitioning districts, 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 members 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 general membership by electronic mail or, if no email address is available, by first class or Priority Mail or other trackable mail service mail, to each member district at the last known address of each member. The notice shall state the general nature of the business to be transacted.

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 general membership. 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. Mail Voting – Except as otherwise provided in Section 3 of Article IV of these

Bylaws, any action which may be taken by the membership 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 by first class mail to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide a suitable means by which each member district may indicate its vote, and provide a reasonable time within which to return the ballot to the Association or Region, as the case may be.

The 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. The secretary of each member district voting by mail ballot shall certify that the action thereon is the action of the Board of Directors of that member district.

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

- (a) These Bylaws may be amended only by action of the general membership.
- (b) Delegates of member districts may place names in nomination for officers during election years at the scheduled annual membership meeting.
- (c) The general membership shall elect a President, Vice President, and Secretary-Treasurer on odd numbered years.
- (d) The general membership may adopt resolutions within the scope of the purposes and powers of the association for implementation by the Board of Directors.
- (e) The general membership may request reports from the Board of Directors, particular officers, and committees of the Association, which shall be submitted to the members in such form and at such

time as directed by action of the general membership.

ARTICLE IV. REGIONS

Section 1. Regional Chairs and Vice Chairs –

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. Only directors of member districts shall be eligible to serve as Regional Chair and Regional Vice Chair.

In the event that no directors of member districts are willing to assume the position of Regional Chair or Regional Vice Chair, then the Region may elect either a District Manager or Executive Director of a resource conservation districts that is a member district to serve as Regional Chair or Regional Vice Chair.

The term of Regional Chair and Regional Vice Chair shall be two years and they may succeed themselves.

NOTE TO READER: There are two alternatives related to whether District Managers / Executive Directors of RCDs should have a seat on the Board of Directors. This provision is applicable here and in the section on Membership of the Board of Directors. Having a seat on the Board of Directors also includes the right to vote as, pursuant of CA Code, all members of the Board of Directors are entitled to vote that cannot be excluded. Each alternative has two parts. Part A retains the three District Managers on the Board of Directors and provides that District Managers who are filling the Regional Chair role also are members of the Board of Directors. Part B of the Alternatives eliminates any opportunity for District Managers/Executive Directors to be seated on the Board of Directors. The alternative language is in italics. Any new language (not in the existing Bylaws is underlined. Any language from the existing Bylaws proposed for deletion is in strikeout.

DM Alternative 1A:

The Regional Chair shall also serve as a member of the Board of Directors. A

Regional Chair who is not a District Director may not serve on the Executive Committee.

DM Alternative 1B:

A Regional Chair or Vice Chair who is not a District Director may not serve on the CARCD board of directors. However, in the situation, where a District Manager / Executive Director is the Regional Chair, the Regional Vice Chair, if a District Director, may serve as the Region’s representative on the Board of Directors.

However, a Regional Chair may not simultaneously serve as President, Vice President, Secretary-Treasurer or Immediate Past President. Upon election of the Regional Chair to such an office, the office of Regional Chair shall become vacant. 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.

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.

Section 2. Duties of Regional Chairs and Vice

Chairs - Each Regional Chair will ensure the scheduling of up to two Regional regular annual meetings, serve as a member of the CARCD Board of Directors, act as the liaison between the Regional RCDs and CARCD Board of Directors, assist the President or committee chairperson with any projects, and act as a liaison to other organizations in order to promote CARCD. Each Vice-Chair will exercise all the functions of the Regional Chair in absence of or disabling of the Regional Chair including voting at the CARCD Board of Directors meeting.

Section 3. Meetings – Each Region shall annually have at least one regular meeting. Regional meetings shall be called by the Regional Chair or by the Board of Directors,

who shall provide 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 district, first class mail, Priority Mail or other trackable mail service may be used.

One district shall constitute a quorum for the transaction of business at a Regional meeting, and action shall be taken by a majority of the Region members present and voting. However, unless at least one-third of the member districts in the Region are in attendance at a regular Regional meeting, the only matters which may be voted on are those matters the general nature of which was specified in the notice of the meeting. The Regional Chair or, in the absence of the Regional Chair, the Regional Vice Chair shall preside over Regional meetings.

Section 4. Mail Voting – Mail voting by Regions shall be permitted, except with respect to biennial, regular Region elections, in accordance with section 6 or Article III of these Bylaws.

ARTICLE V. BOARD OF DIRECTORS

NOTE TO READER: There are two alternatives related to whether District Managers should have a seat on the Board of Directors. Having a seat on the Board of Directors also includes the right to vote as, pursuant of CA Code, all members of the Board of Directors are entitled to vote. Each alternative has two parts. Part A retains the three District Managers on the Board of Directors and provides that District Managers who are filling the Regional Chair role also are members of the Board of Directors. Part B of the Alternatives eliminates any opportunity for District Managers to be part of the Board of Directors. The alternative language in italics. Any new language (not in the existing Bylaws is underlined. Any language from the existing Bylaws proposed for deletion is in ~~strikeout~~.

Section 1. Membership – The Board shall consist of the Regional Chairs from each of the regions, the President, the Vice President, the Secretary-Treasurer, Immediate Past President, NACD Board Member (if this

position is not filled by a Board Member representing another Board position),

DM Alternative 2A: *and up to three members who are either District Managers or Executive Directors of member resource conservation districts.*

DM Alternative 2B: *~~and up to three members who are either District Managers or Executive Directors of resource conservation districts that are member districts.~~*

The three District Managers or Executive Directors shall be nominated and elected by their peers representing member districts at the annual meeting. The President shall recommend and the Board of Directors shall appoint a nominating committee consisting of District Managers/Executive Directors. The elected District Managers/Executive Directors shall have one representative from the following three areas of the state (Northern, Central or Southern).

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 shall be filled by a District Director in the following priority order: President, Immediate Past President, Vice President. If none of these individuals are willing to be the NACD Board Member, then the Board shall select by vote other Board member who is a District Director, or by solicitation of a District Director of a member district.

DM Alternative 1A and 2A continuation:
All Directors of the Association shall be District Directors of Member Districts, except the three District Managers/Executive Directors and any Regional Chairs or Vice Chairs who District Managers/Executive Directors.

DM Alternative 1B and 2B continuation:
All Directors of the Association shall be District Directors of Member Districts.

Only one individual from any member district may be on the Board of Directors. However, Officers are not subject to this provision. The President or, in the President's absence, the Vice President or Secretary-Treasurer shall preside at meetings of the Board.

Section 2. 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, which shall require prior authorization as a condition for reimbursement and copies of receipts. The Board may delegate this function to the President under procedures established by the Board.

Section 3. 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 general membership.
- (b) The Board shall define and establish policies and procedures of the Association, which shall not be inconsistent with policies established by resolution of the general membership.
- (c) The Board shall review and approve an annual budget for the Association, fix the rate of compensation of 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, and provide each Member District with a copy of an annual report not later than 120 days after the close of each fiscal year of the Association by making it available on the Association's website. The annual report shall contain in appropriate detail (1) the assets and liabilities of the Association as of the end of the fiscal year, (2) the principal

changes in assets and liabilities during the fiscal year, (3) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year, (4) the expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year, and (5) any other information required by Section 6321 of the Corporations Code of the State of California.

- (d) The Board shall establish a policy relating to all external communications of the Association.
- (e) The Board shall provide guidance and assistance to the Regional Chairs in developing and effectuating plans and programs for improving the effectiveness of Districts within the Region.
- (f) The Board may appoint committees to assist in the conduct of the business of the Association and shall approve the charter of each standing committee. These committees may exercise the authority of the Board as to matters delegated by resolution of the Board. However, no committee of the Board may act as to those matters specified in Section 5 in which the Executive Committee may not act. The Board may appoint one or more ~~Directors~~ as alternate members of any committee of the Board, other than the Executive committee, who may replace any absent member at any meeting of the committee.
- (g) The Board shall ensure the Member Districts of the Association kept informed of the Association's affairs and activities, and of programs, accomplishments, and problems of the districts. The meeting notices and agendas for the Board and all committee meetings shall be posted in the Association website in advance of meetings. Additionally, the minutes of all meetings of the Board and all committees 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 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 general membership 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.
- (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 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).
- (j) The Board may establish an advisory council or individuals not associated with any RCD to advise the Board on any matter within the scope of its authority. The Vice President shall be the chair of the council.

Section 4. Meetings – The Board shall meet during the annual conference and shall annually hold at least ~~one~~ two additional regular meeting at such times and places as the Board shall determine. The President may call special meetings of the Board and ~~who~~ 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 five days notice by first-class mail, personal delivery, or electronic means to each Director.

A majority 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.

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 so participating by any electronic means shall be deemed to be present at the meeting of the Board and to determine a quorum.

Any action required or permitted, to be taken by the Board of Directors may be taken by electronic means without a meeting if a majority of members of the Board, individually or collectively, consent in writing, which includes electronic transmission to the taking of that action. In this instance, the members of the Board of Directors shall be given adequate time and notice to submit comments and questions on the proposed action prior to a vote being considered. The written consent or consents shall be filed in the book of minutes of the Board's proceedings.

All provisions of this section respecting notice, meetings, and actions of the Board

shall apply analogously to committees of the Board, including the Executive Committee. However, the committee Chair shall be responsible for providing notice, and shall have authority and duties with respect to meetings of the committee analogous to those of the President with respect to meetings of the Board.

The CARCD Executive Director or delegated staff person shall serve as non-voting staff to the Board.

Section 5. Executive Committee – There shall be an Executive Committee of the Board consisting of the President, Vice President, Secretary-Treasurer, NACD Board Member, Immediate Past President, and two Regional Chair elected by the Regional Chairs. The CARCD Executive Director shall serve as non-voting staff to the Executive Committee. 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 these Bylaws for notice of special meetings of the Board.

Any four members of the Executive Committee shall constitute a quorum for the conduct of business. All actions of the Executive Committee shall be reported to the full Board within two business days. The minutes of all meetings of the executive Committee shall be filed in the Board’s Book of Minutes.

NOTE TO READER: The following two alternatives address the authority of the Executive Committee. The entire alternative language is in italics. New language (not in the existing Bylaws) is underlined while language from the exiting Bylaws being proposed for deletion is in ~~strikeout~~. If wording is neither underlined nor in ~~strikeout~~, it is language from the existing Bylaws.

Ex Com Alternative 1: Executive Committee authority:

Except as herein provided, the Executive Committee shall have the same authority as

the Board to act when the Board is not in session. In considering whether to take action, the Executive Committee shall consider the potential controversy regarding the action and whether it is time sensitive or whether the decision can wait for the next regularly scheduled meeting or special meeting of the Board of Directors.

The Executive Committee shall have no power to: amend or repeal any resolution of the Board which, by its express terms, cannot be amended or repealed by the Executive Committee; take action contrary to directives or policies of the Board or the gGeneral membership; authorize expenditures or enter into contracts except pursuant to policies and procedures prescribed by the Board; fill vacancies on the Board, the Executive Committee, or any other Committee of the Board or to create or appoint members to any committee of the Board; or approve any self-dealing transaction subject to Section 5233 of the Corporations Code, except as permitted by the Section 5212 of the Corporations Code. The Board may disaffirm any prior action of the Executive Committee, except valid and binding contracts entered into by the Executive eCommittee (or the President acting at the direction of the Executive Committee) in accordance with the policies and procedures adopted by the Board. Any two members of the Board of Directors may, within 10 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 seven days of the request to consider disaffirming the action of the Executive Committee.

Ex Com Alternative 2: Executive Committee authority:

The Executive Committee shall have the following powers and duties:

- (a) *Personnel. Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the Executive Director to the Board of Directors for approval; (2) perform annual reviews of the Executive Director and submit that review to the Board of Directors; (3) review and*

approve the classification and compensation plan and publicly posted salary schedule for CARCD employees submitted by the Executive Director, which shall be reviewable by the Board of Directors in closed session upon request of the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the Executive Director in support of Executive Director oversight of all other personnel matters, which shall be reviewable by the Board of Directors in closed session upon request of the Board of Directors.

(b) Delegation. The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.

(c) Authority to Act Between Meetings. The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board.

(d) Reporting. The President, or any person designated by the President, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be distributed to each member of the Board of Directors at least five days prior to Board meetings.

(e) Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the President. Special meetings of the Executive Committee may be called by the President upon notice to the members of that Committee or upon

written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 48 hours notice with notice provided by electronic means. Any meeting, regular or special, may be held in person or by telephone or electronic transmission and may be attended by any Board member. Meetings of the Executive Committee may be closed to others at the discretion of the President or Committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the Committee.

(f) Minutes. The minutes of the Executive Committee meetings shall be kept by the Executive Director at CARCD's principal office. Actions of the Executive Committee shall be available to any member of the Board of Directors upon request to the Executive Director.

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 General membership during a 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.

If a meeting of the General membership does not occur at the annual conference for any reason, the President shall call a special meeting of the General membership to take place no later than 60 days after the close of the annual conference during which the annual meeting to elect officers that was not held. If a quorum is not present at this special meeting, the President shall call another special meeting within 30 days of the meeting at which a quorum was not present. In this instance, the Board of Directors shall provide notice to all Member Districts of the

decision to proceed by mail ballot and shall provide 40 days from such notice to allow Member Districts to put forth nominations certified by the Secretary of the District as being an action of the District. The ballot containing the names of those nominated by the Nominating Committee and by Member District shall be sent to all Member Districts pursuant to the mail voting provisions. of these Bylaws.

An individual can serve no more than two consecutive full terms in a single officer position.

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. If a meeting of the General Membership 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 membership or by mail voting. Except as authorized by resolution of the general membership of the officers shall serve without compensation, but shall be entitled to reimbursement for expenses as provided for members of the Board of Directors.

Section 2. Nominations – The Board shall, no later than March 31st in the year in which elections of officers is to be held, appoint a Nominating Committee consisting of District Directors who are on the Board of Directors, the size of which, shall be determined by the Board.

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 potential nominees will be part of its slate of nominees. The Nominating Committee shall nominate one or more potential nominees for each officer position. The Nominating Committee may not nominate a member of the Committee.

The Board shall schedule a meeting of the general membership on one of the first two days of the annual conference for the purpose of nominating officers. The Chair of the Nominating Committee and delegates of member districts shall at that time place names in nomination. Immediately upon completion of nominations, each nominee shall be given an opportunity to address the general membership concerning the nominee's qualifications and the reasons for the nominee's candidacy. Nominations shall occur as specified above during a special meeting of the General membership to elect officers.

Elections for officers shall not be held on the same day as nominations. This provision shall not apply to election of officers at a special meeting of the General membership, whether held in person or by electronic means.

Section 3. Elections – Officers shall be elected by majority vote of the member districts present and voting at the annual General membership meeting or a special meeting of the General membership. If no candidate receives a majority vote, the two candidates with the highest number of votes shall participate in a runoff election.

There shall be no write-in candidates.

The Board may appoint one or three Inspectors of Election. If Inspectors of Election are not so appointed or fail or refuse to serve, the President may appoint the Inspector or Inspectors of Election at the annual conference. The Inspectors of Election shall determine what member districts are represented at the annual meeting or special meeting at which elections of officers is to occur and whether a quorum exists. The Inspectors of Election shall 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 members. The winners of the election shall be declared and certified in writing by the

Inspectors of Election. The ballots shall be retained for the length of time specified by the board and may be inspected by any district director of a member district.

Section 4. President – The President is the general manager and chief executive officer of the Association. 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 general membership. 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 authorized by the Board unless the board delegates some or all of the authority to the Association Executive Director.

Section 5. 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, may execute all contracts, deeds, bonds, and other instruments in writing as authorized by the Board. The Vice President shall assume the office of the President upon the vacancy of that office and shall temporarily assume the office of Secretary-Treasurer upon the vacancy of that office until the position is filled while still retaining the office of Vice President.

Section 6. 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 perform such other duties as are incidental to office of the chief financial officer of a nonprofit benefit corporation under the laws of the State of California.

Section 7. Immediate Past President -- The Immediate Past President shall represent the Association on the Board of the National Association of Conservation Districts if the President does not wish to serve in this

capacity and shall serve on the CARCD board to assist the elected officers.

Section 8. NACD Board Member – The NACD Board Member will report on the activities of the NACD to the membership and will assure that this organization’s policies and resource needs are reflected in the national agenda.

Section 9. 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 VIII. 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. The following three types of committees may be established by the Board of Directors as provided in Article V, Section 3(f). Except for special committees, these committees may exercise the authority of the Board as to matters delegated by resolution of the Board or as otherwise included in these Bylaws.

Section 2. Governance Committees – As permanent committees of the Board, 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. There shall be the following governance committees:

- 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. RCD 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 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 pertinent individuals deemed appropriate. 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.

- e. Nominating/Inspectors of Election Committee – whose duties and membership are specified in Article VI, Sections 2 and 3, respectively. Additionally, the committee is to inform the general membership of any officer vacancies during an election year. Members are directors from member districts, serve a two-year term during an election year and the year following an election year, and may be reappointed for consecutive terms. The President shall appoint the committee chair and vice chair.

Section 31. Standing Committees – Standing committees are long-term committees of the Board 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.

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 comprised 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 members are not required to be from Member Districts.

The President shall appoint the committee chair and vice chair, of which one of these positions shall be filled from a Member district.

The standing committees' purpose and operation shall be documented in a committee charter, which shall be approved

by the Board. The Board shall review each standing committee's charter every other year.

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.

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.

Addition or Removal of Standing Committees. As stated in Article V, Section 3(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 general membership meeting.

Section 4. Special Committees – Special committees are established for up to a one-year period to perform a particular study, investigation, or task for the Board or President. Each special committee shall be open to participation by all interested parties and board participation is welcomed and encouraged. However, official committee members shall be appointed by the Board. The special committees shall serve at the discretion of the President or Board and shall report its activities, from time to time to the Board, as directed by the President. All committee members are eligible to vote. A charter is not required for the committee.

Section 5. Meetings and Reports - All committees shall meet as necessary to fulfill their responsibilities. Refer to Article V, Section 4 for notice, meeting, and action requirements of committees. Minutes of each

governance and standing committee meeting shall be kept and all committees shall present a report to the Board, as requested, and shall report either verbally or in a written report to the delegates at the annual meeting.

ARTICLE VIII.X RESOLUTIONS

Section 1. Scope of Resolutions – Any member district, Board of Directors, or governance or standing committee may propose a resolution for adoption by the general membership 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 and powers of the Association 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 proposing a regular resolution shall submit it to the Policy Committee on or before September 1. The Policy Committee shall assign the resolution and send copies thereof to the chair and members of the appropriate standing or governance committee, and to each Member District on or before September 15. 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 standing 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 on or before September 1. The chair of the Policy

Committee shall assign the resolution and send copies thereof to the chair and members of the appropriate standing committee and to each Member District on or before September 15.

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

Section 3. Committee Review – A standing 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 standing committee shall be presented to the general membership at the annual conference meeting by the committee chair. In the event a resolution is considered by more than one standing committee, the chair of each committee shall present their committee's recommendations to the general membership.

Section 4. Emergency Resolutions – A member district, the Board of Directors, 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 standing committees.

Section 5. Protests – Any Member District that believes that a proposed resolution would, if adopted, exceed the scope of the Association's purposes or powers 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 by September 1. 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 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 general membership.

.....

Table 1

CARCD STRUCTURE IN 2018 Bylaws and Proposed AUGUST 2024 WORKING DRAFT	
Highlight indicates direct relationships of member districts to participation	
2018 Bylaws	<i>Working Draft Bylaws</i>
Article I	Article I
FISCAL YEAR: Calendar Year	<i>FISCAL YEAR: July 1 - June 30</i>
Article 2	
Policies	deleted
Article IV	Article III
MEMBERSHIP Representation	MEMBERSHIP Representation
Delegates to Membership, Region meetings	<i>Delegates to Membership, Region meetings</i>
REGIONS (Members elect Chairs)	<i>REGIONS (Members elect Chairs)</i>
OFFICERS elected by Members	<i>OFFICERS elected by Members</i>
Committee Membership	<i>Committee Membership</i>
Article V	Article IV
REGIONS are prescribed, listed	<i>REGIONS: Names only . Added for RCD flexibility to change</i>
Article VI	Article V
BOARD OF DIRECTORS (BOD) membership	BOARD OF DIRECTORS (BOD) membership
Members only except for the 1-3 non-RCD	<i>Members only</i>
3 - OFFICERS elected by Members	3 - OFFICERS elected by Members
1 - NACD Board Member (who may also be an officer, with 1	<i>1 - NACD Board Member if another Board member isn't the NACD rep). Appointment</i>
1-3 non-RCD ex-officio, appointed by Pres, approved by BOD.	<i>NOT IN BYLAWS, but option presented by Bylaws committee for Policy:</i>
1-3 Member Managers elected by RCD Managers, No, So & Central	<i>OPTIONAL BOB ADVISORY COUNCIL</i>
10 - Each Region's elected Chair (only District Directors serving in this role can vote)	<i>1-3 Member Managers elected by RCD Managers, No, So & Central</i>
1 - Immediate Past President	<i>10 - Each Region's elected Chair, IF a member director. The Vice Chair, if a director may serve on BOD. Chair may not also be Immediate Past Pres.</i>
Total 21 and Executive Director - non-voting	<i>1 - Immediate Past President</i>
	<i>Total 21 and Executive Director as staff to BOD</i>
EXECUTIVE COMMITTEE membership	EXECUTIVE COMMITTEE membership
3 - OFFICERS	3 - OFFICERS
1 - NACD Board Member	<i>1 - NACD Board Member unless this position filled by another Ex Committee member</i>
1 - Immediate Past President	<i>1 - Immediate Past President / NACD Board</i>
2 - Regional Chairs elected by the 10 Regional Chairs	2 - Chairs elected by the 10 Regional Chairs
Executive Director - non-voting	<i>Executive Director is staff to Committee</i>
Total - 8	<i>Total - 7</i>
Article VII	Article VI
OFFICERS	OFFICERS
Member Directors only.	Member Directors only.
Nominated by Nominating Committee of current officers only & open to the floor; elected by Members	<i>Nominated by Nominating Committee, with member solicitation & open to the floor; elected by Members. Committee not restricted to nominating current officers</i>
President	<i>President</i>
Vice President	<i>Vice President</i>
Secretary-Treasurer	<i>Secretary-Treasurer</i>
Immediate Past President (not elected)	<i>Immediate Past President / NACD Board Member(not elected)</i>
no term limit	<i>Term limit: 2 consecutive full terms in an office</i>
Article VIII	Article VII
COMMITTEES. General notes:	COMMITTEES. General notes:
Non-member RCDs & non-Directors may also participate, except that Chair/Vice Chair are Member RCD reps. Only District Directors from Member District can serve as voting members of Standing Committees.	<i>Non-member RCDs & non-Directors may also participate, except that Chair/Vice Chair are Member RCD reps. All members of committees can vote.</i>
Presidential appointment, ratified by BOD	<i>Authority of the BOD, and appointment by BOD unless noted otherwise.</i>

President appoints Chair, Vice Chair	<i>President appoints Chair, Vice Chair</i>
10 - Region reps (staff or Directors)	
1-3 at large RCD reps (staff or Directors)	
Experts, agency reps of any number	
Total - 13	
	GOVERNANCE COMMITTEES, permanent
	EXECUTIVE COMMITTEE (see above)
NOMINATING COMMITTEE - (Standing)	NOMINATING COMMITTEE - (Governance)
BOD appointment of Member RCD Directors	<i>BOD appointment of Member RCD Directors</i>
unspecified number of Member Directors	Unspecified number of Member Directors
	<i>President appoints Chair, Vice Chair</i>
	<i>2 yr term; may succeed themselves</i>
1 - 3 Inspectors of Election	1 - 3 Inspectors of Election - optional
POLICY COMMITTEE (Standing)	POLICY COMMITTEE (Governance)
BOD appoints members	<i>3 yr term May include:</i>
President appoints Chair, Vice Chair	<i>President appoints Chair, Vice Chair, and one must be a Director from a Member RCD</i>
1 - BOD rep	<i>1 - BOD rep</i>
1 - Executive Committee rep	<i>1 - Executive Committee rep</i>
5 - At Large RCD reps (staff or Directors)	<i>1 - 7 one person from each standing committee</i>
3 - Rep of each issue committee	5 - at-large members
Total 10	<i>Total 14 - maximum</i>
Legislative Committee is not in Bylaws	LEGISLATIVE COMMITTEE (Governance)
	15 - Up to 15 members, at least 3 being directors. CARCD membership not required. 3 yr term
	<i>President appoints directors to be chair & vice chair,, and one must be a Director from a Member district.</i>
	<i>Legislative Consultant, advisor no voting authority</i>
Finance Committee not in Bylaws	FINANCE COMMITTEE (Governance)
	<i>1 - Chair, Secretary-Treasurer</i>
	1 - Another BOD member
	<i>1 - 3 pertinent individuals</i>
	<i>Supported by Executive Director/rep staff (non-voting)</i>
OTHER STANDING COMMITTEES	STANDING COMMITTEES
Forestry, Land and Soil, Water	<i>BOD creates & dissolves Standing Committees that it creates. Members may propose new or dissolution to BOD, and BOD submits resolution to general membership.</i>
President submits recommendations to BOD to establish. No process to dissolve	Open to all. Appointed by BOD. 3 yr terms, may succeed themselves
	<i>President appoints Chair, Vice Chair, 1 of which from a Member</i>
	10 - Regions, where possible
	3 - At-large districts
	<i>experts & agency partners as useful to purpose</i>
SPECIAL COMMITTEES	SPECIAL COMMITTEES, 1 year
President establishes and appoints, without BOD approval, for specific charge	<i>Establishment is discretionary by President or BOD</i>
	Open to all. Appointed by BOD
	<i>Membership unspecified</i>