

Bylaws of the California Association of Resource Conservation Districts

Approved November 2018

**California Association of
Resource Conservation Districts**
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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.

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**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 below.

- (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 RCD, 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.
- (d) High Desert Region – Eastern Kern County RCD, Inyo-Mono RCD, Kern Valley RCD, Mojave Desert RCD and Tehachapi RCD.
- (e) Southern California 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.
- (f) SoCal Inland Region – Antelope RCD, Elsinore-Murrieta-Anza RCD, Inland Empire RCD, Mission RCD, Riverside-Corona RCD, and San Jacinto Basin RCD,
- (g) 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.
- (h) 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.

- (i) 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.
- (j) 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 January of each calendar year and shall terminate on the thirty-first day of December of the 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 8. 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 9. Amendment of Bylaws – These Bylaws may be amended by a majority vote of a quorum of member districts.

ARTICLE II. DEFINITIONS

Section 1. As used in these Bylaws:

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

- (h) "District director" means a director of a district.
- (i) "Member district" means a district that is a current member of the Association.
- (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 standing committee of the Association or (2) adopted by the general membership of the Association.

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 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 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 3. Voting – 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 members shall constitute a quorum for the conduct of business. All actions of the members, including election of directors and officers, shall be taken upon a majority vote of the members present and voting.

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. 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 5. Meetings – A regular annual meeting of the general membership shall be held at the annual conference in November of each year. The exact date and location of which shall be determined by the Board of Directors. 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 percent or more of the members 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 first class or certified mail to each member district at the last known address of each member, provided, that notice of the annual conference shall be given pursuant to this section not less than 60 days prior to that meeting. 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, 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, 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 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 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) 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.
- (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.

(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 V. 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 resource conservation districts that are 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 years and they may succeed themselves. The Regional Chair shall also serve as a member of 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. 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 days notice of the place, date, and time of each Region meeting by first class or certified mail 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 3. Mail Voting – Mail voting by Regions shall be permitted, except with respect to biennial, regular Region elections, in accordance with section 6 or Article IV of these Bylaws.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Membership – The Board shall consist of the Regional Chairs from each of the regions, the President, the Vice President, the Secretary-Treasurer, NACD Board Member, up to three ex-officio members who are not affiliated with any RCD, 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 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 of the state (Northern, Central or Southern). Nothing in these Bylaws precludes an officer from serving as the NACD Board Member; however, if an officer is also the NACD Board Member, this Board Member shall have only one vote.

All Directors of the Association shall be District Directors of Member Districts. 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 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 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. 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 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 determine matters relating to any 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 of Directors to assist in the conduct of the business of the Association. 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, and who may replace any absent member at any meeting of the committee.
- (g) The Board shall keep the Member Districts of the Association currently informed of the Association's affairs and activities, and of programs, accomplishments, and problems of the districts.
- (h) The Board may fill any and all vacancies in the office of President, Vice President, Secretary-Treasurer, or Immediate Past President for the remainder of the unexpired term, but the general membership may, by election, select a successor to fill such a 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).

Section 4. Meetings – The Board shall meet during the annual conference and shall annually hold at least one additional regular meeting at such times and places as the Board shall determine. The President, who shall call a special meeting if requested in writing by a majority of the Directors, may call special meetings of the Board. Special meetings shall require at least 10 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 appointment of committees of the board, 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, so long as all members participating in the meeting can hear one another.

Directors so participating by telephone or other communications equipment shall be deemed to be present at the meeting of the Board.

Any action required or permitted, to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the taking of that action. 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.

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, two Regional Chair elected by the Regional Chairs and the CARCD Executive Director. Except as herein provided, the Executive Committee shall have the same authority as the Board to act when the Board is not in session. 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 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 days. The minutes of all meetings of the executive Committee shall be filed in the Board's Book of Minutes.

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. The Executive Committee shall take no action contrary to directives or policies of the Board or the general membership. The Executive Committee shall not authorize expenditures or enter into contracts except pursuant to policies and procedures prescribed by the Board. The

Board may disaffirm any prior action of the Executive Committee, except valid and binding contracts entered into by the Executive committee (or the President acting at the direction of the Executive Committee) in accordance with the policies and procedures adopted by the Board. The Executive Committee shall have no power to 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. The Executive Committee shall have no power to approve any self-dealing transaction subject to Section 5233 of the Corporations Code, except as permitted by the Section 5212 of the Corporations Code.

ARTICLE VII. 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 at the odd numbered years annual conference from among nominations submitted as provided in Section 2 of this Article. Only district Directors of Member Districts shall be eligible to serve as officers of the Association. The officers of the Association shall serve a term of two years and may succeed themselves. 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 appoint a Nominating Committee, 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 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.

Elections for officers shall not be held on the same day as nominations.

Section 3. Elections – Officers shall be elected by majority vote of the member districts present and voting. 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 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 districts are represented at the annual conference by delegates and whether a quorum exists. The Inspector or 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 Inspector or Inspectors of Election. If there are three Inspectors of Election, the decision, act, or certificate of all. 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.

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.

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 and shall serve on the CARCD board to assist the elected officers. This position will report on the activities of the NACD to the membership and will assure that this organizations policies

and resource needed are reflected in the national agenda.

Section 8. 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. Standing Committees – 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 member 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 standing committees purpose and operation shall be documented in a committee charter, which shall be approved and, subsequently, reviewed annually by the President.

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.

Section 2. Special Committees – The President may appoint special committees to make recommendations with respect to specific issues. The special committees shall serve at the discretion of the President and shall report their activities, from time to time to the Board, as directed by the President.

ARTICLE IX. ANNUAL CONFERENCE

Section 1. Time and Place – The Association shall conduct an annual conference of the general membership in November of each year, the exact date to be determined by the Board. The Board shall select the sites of the annual conferences at least 2 years in advance in order to ensure adequate facilities.

Section 2. Attendance – The annual conference shall be open to district directors of all member districts, associate members, partners and guests.

Section 3. Program – The program of each annual conference shall be planned to provide for activities as will adequately inform the member districts of the programs of the Association, report to the member districts proposed policies and activities for the coming year and provide the member districts with a complete financial report.

ARTICLE X. RESOLUTIONS

Section 1. Scope of Resolutions – Any member district or standing committee may propose a resolution for adoption by the

general membership at the annual conference. 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 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.

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

Any 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 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 district 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 Member District notifies the President that it intends to raise such a point of order, 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.

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