

February 28, 2024

*Sent via certified and electronic mail*

Mr. Don Butz, President  
California Association of Resource Conservation Districts  
c/o Nancy Wahl-Scheurich, Executive Director  
1007 7th St, #414  
Sacramento, CA 95814  
[dhbutz@gmail.com](mailto:dhbutz@gmail.com)

**Re: Petition for Special Meeting of the General Membership**

Dear President Butz,

Pursuant to the California Association of Resource Conservation Districts' (CARCD or Association) Bylaws (2018), Article IV, Section 5, the undersigned Resource Conservation Districts (RCDs or districts) hereby petition for a special meeting of the general membership to address matters related to CARCD leadership's non-compliance with the current corporate Bylaws.

**Background**

The CARCD adopted the current Bylaws in (2018). At the annual business meeting of the general membership held on December 13, 2023, you and Secretary-Treasurer Singer made statements that the Association is not operating in accordance with the current Bylaws in several respects, including the following:

- The Policy Committee required by Article VIII, Section 1, which is responsible for "prioritizing and managing all legislative and CARCD policy issues that may affect RCDs," has not been convened for several years;
- In place of the Policy Committee, a Legislative Committee has been convened by the President as a Special Committee under Article VIII, Section 2, rather than a Standing Committee under Section 1, even though the Legislative Committee's reported activities and charter exceed the scope of a Special Committee permitted to be established under the Bylaws; and
- The CARCD is not operating in accordance with the Fiscal Year established in Article I, Section 5.

Based on further review, we have determined that CARCD does not appear to be following other requirements of the current Bylaws. For example, the undersigned do not have record of the CARCD's distribution of the annual report to the general membership in accordance with Article

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VI, Section 3(c) for the past several years. In another example, the Pacific Policy Group's Legislative Report (Oct. 2023), which describes CARCD as "active" and "involved in many legislative efforts" during the 2023 legislative session, appears inconsistent with the Association's organization as a Nonprofit Public Benefit Corporation under Bylaws Article 1, Section 2 and the Articles of Incorporation, Article IV (1987).

Under Article I, Section 9, and Article IV, Section 7(a), the Bylaws may only be amended by action of the Association's general membership. To our knowledge, these departures from the current Bylaws have not been specifically presented to or approved by the general membership.


### **Request**

The undersigned member districts request that you or the Board of Directors convene a special meeting of the general membership in accordance with Article IV, Section 5 to discuss the CARCD's compliance with the current Bylaws and consider possible adoption of the attached Emergency Resolution (*see* Article X, Section 4), which would direct the Board of Directors to govern the corporation at all times in accordance with the Bylaws until and unless the general membership takes action to amend the Bylaws under Article 1, Section 9 and Article IV, Section 7(a) or approves a temporary compliance waiver pending the membership's consideration of formal amendment.

As required by Article IV, Section 5, the undersigned represent 5 percent or more of the CARCD's member districts. On January 25, 2024, during the monthly President/District Manager Zoom meeting, CARCD staff confirmed that they believed there were 60 member districts who had paid some level of dues. Thus, the undersigned represent at least 5 percent of the general membership, as required by the Bylaws.

Article IV, Section 5 sets the time for convening a special meeting following receipt of a petition: "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." Given the significance and urgency of the proposed business to be transacted, we request you or the Board act to schedule the special meeting as soon as possible, and not later than 45 days after the date of receipt of this petition. We further request that the Association cease lobbying activities until the special meeting is held, and the general membership has an opportunity to consider the issues regarding current corporate governance.

Respectfully submitted,

  
Carl Pongs (Feb 28, 2024 17:07 PST)

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Carl Pongs, President  
Riverside-Corona RCD

  
Susan Hare, by Stephanie Moreno (Feb 28, 2024 16:39 PST)

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Susan Hare, President  
North Santa Clara RCD

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Richard Rodriguez (Feb 29, 2024 07:37 PST)

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Richard Rodriguez, President  
San Joaquin County RCD

*Peter Van Dyke*  
Peter Van Dyke (Feb 29, 2024 07:58 PST)

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Peter Van Dyke, President  
Loma Prieta RCD

*Roy B. Mason*

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Roy Mason, President  
San Jacinto Basin RCD

Cc: CARCD Board members:

Harold Singer, Board Secretary/Treasurer  
Rick Gomez, NACD Representative  
Reyn Akiona, San Joaquin Valley Regional Chair  
Ann Baldrige, District Manager Representative (South)  
Peter Braudrick, North Coast Regional Chair  
Robin Hanson, Modoc Plateau Regional Chair  
Nancy Humenik Sappington, SoCal Inland Regional Chair  
Brittany Jensen, District Manager Representative (North)  
Dale Pierce, Central Sierra Regional Chair  
Brent Plemmons, Central Coast Regional Chair  
Chris Rose, District Manager Representative (Central)  
Molly Watkins, Bay-Delta Regional Chair  
CARCD Executive Director Nancy Wahl-Scheurich

**Proposed Resolution No. 24-XX**

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

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

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

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