

Resolution 2024-XX (1)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Direct the CARCD Board of Directors to Reaffirm Their Duty to Comply with the 2018 Adopted Bylaws

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California; and

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

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

WHEREAS, it has been determined that the CARCD Officers and Board of Directors have not been operating in compliance with the CARCD bylaws adopted by its Member RCDs in 2018.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to reaffirm their duty to comply with the 2018 adopted bylaws and immediately take action to do so.

Resolution 2024-XX (2)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Amend the Bylaws to Adopt Open Meeting Requirements Consistent with the Brown Act

WHEREAS, the California Association of Resource Conservation Districts (Association) Bylaws (Article I, Section 3, "Purposes") state that "the Association has the purposes for which it is authorized under Division 9 of the Public Resources Code of the State of California. 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; and

WHEREAS, the Brown Act requires that a "board, commission, committee, or other multimember body that governs a private corporation, limited liability company, or other entity" must comply with the open meeting requirements if that entity either:

(A) Is created by the elected legislative body in order to exercise authority that may lawfully be delegated by the elected governing body to a private corporation, limited liability company, or other entity.

(B) Receives funds from a local agency and the membership of whose governing body includes a member of the legislative body of the local agency appointed to that governing body as a full voting member by the legislative body of the local agency. (Cal. Gov. Code, § 54952, subds. (c)(1)–(c)(1)(B).)

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to amend the Bylaws to adopt open meeting requirements consistent with the Brown Act, and to ensure that CARCD Board of Directors and committees comply with these requirements.

RESOLUTION 2024-XX (3)

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

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California; and

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

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

WHEREAS, The current Bylaws state "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";

WHEREAS, the CARCD has not convened the Policy Committee to perform the duties and responsibilities set forth in the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to reconvene the Policy Committee in accordance with the 2018 Adopted Bylaws within 14 days of the final day of the 2024 annual conference.

Resolution 2024-XX (4)

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

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

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

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

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

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

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

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

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

- a. The CARCD Policy Committee be requested to determine if there is already an established Standing Finance Committee at CARCD and if so, initiate the process to solicit and appoint RCD members from throughout the state to sit on the committee to develop policies and procedures for all CARCD related financial matters; or
- b. If there is no Standing Finance Committee already established, then CARCD follow the procedures in the Bylaws to create said committee and appoint RCD members to it who have a demonstrated interest, knowledge and expertise in the financial management of nonprofits.

Resolution 2024-XX (5)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Direct the CARCD Board of Directors to Rescind and Reconsider Board Action to Change the Dues Structure for FY 24-25

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

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

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

WHEREAS, on July 3, 2024, CARCD Accounting issued notice to the membership of changes to the dues structure and process for FY 24-25;

WHEREAS, such notice did not disclose the decisional authority or the approval process for such changes; and

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

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

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

- a. Direct the CARCD Board of Directors to rescind previous action by the Board to change the membership dues structure and process for the current fiscal year; and
- b. Direct the CARCD Board of Directors refer the issue of membership dues and process to the Policy Committee for review and recommendation; and
- c. Direct the CARCD Board of Directors to require the Policy Committee to solicit feedback from ALL RCDs, regardless of membership status, regarding the fee structure and process before making its recommendation back to the CARCD Board of Directors for review and approval.