

Resolution of the Board of Directors of the North Santa Clara Resource Conservation District Authorizing the Board President to Submit Attached Resolutions to the California Association of Resource Conservation Districts' Policy Committee for Consideration at the 2025 CARCD Annual General Membership Meeting or as an Emergency Resolution

WHEREAS, the North Santa Clara Resource Conservation District (NSCRCD) is a member of the California Association of Resource Conservation Districts (CARCD), an association organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, Article 10, Section 1 of the Bylaws (effective 2018) provides that “[a]ny member district ... may propose a resolution for adoption by the general membership at the annual conference,” and further clarifies that “[r]esolutions 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.”

WHEREAS, CARCD is holding its annual general membership meeting for members in November 2025, and its members will consider resolutions for adoption at that time; and

WHEREAS, resolutions for consideration by CARCD members must be submitted to the CARCD Policy Committee no later than September 1, 2025 in order to be considered at the 2025 annual general membership meeting; and

WHEREAS, there are eight (8) resolutions attached to this Resolution which the NSCRCD Board of Directors believes need to be considered and adopted by CARCD membership in order to restore association transparency, accountability, and compliance with the Bylaws by CARCD’s Board of Directors.

NOW, THEREFORE, BE IT RESOLVED, that the NSCRCD Board of Directors does hereby direct the Board President or their designee to submit the attached resolutions, to be finalized by the Executive Director and District Counsel prior to submittal, to the CARCD Policy Committee for Consideration at its 2025 Annual General Membership Meeting.

Adopted this 12th day of August 2025, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Signed: _____

Frank Maitski, Board President

Attest: _____

Stephanie Moreno, Executive Director/District Clerk

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 Duly Adopted and Effective Bylaws**

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; 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 Districts and currently effective for a period greater than one year.

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 duly adopted and effective Bylaws at all times 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 Establish Minimum Standards for Conducting Association Business to Ensure Transparency and Accountability in Operations

WHEREAS, the California Association of Resource Conservation Districts (Association or CARCD) 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. The Bylaws further state the CARCD 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 CARCD President has indicated that CARCD is not legally required to comply with the Brown Act's open meeting requirements because it is a statewide private corporation, not authorized by statute and not exercising delegated authority from its Member Districts;

WHEREAS, regardless of any legal mandate under the Brown Act, CARCD purports to represent all RCDs, which are local agencies subject to the Brown Act, and there is therefore an expectation that all RCDs should have opportunities to be informed of and provide feedback on issues affecting their districts and the constituencies they represent, including, but not limited to, legislation and funding opportunities, regardless of an RCD's membership in CARCD;

WHEREAS, CARCD's Member Districts expect to be informed of the CARCD's operations and initiatives so they can provide the essential feedback needed to guide the Association's actions and priorities consistent with the districts' powers and responsibilities;

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to publish and notice all meetings, minutes, and records of the association.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that any RCD, regardless of membership, will be allowed to attend and provide comments at any meeting of the Association, including but not limited to meetings of the Board, Executive Committee, standing committees, special committees, and general membership.

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, as set forth in the California Corporations Code; 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 Article VIII, Section I of the Bylaws (effective 2018) states, "[t]here 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"; and

WHEREAS, the Bylaws also prescribe the membership of that committee; and

WHEREAS, CARCD only recently convened the Policy Committee to perform the duties and responsibilities set forth in the Bylaws.

WHEREAS, the membership of the Policy Committee as currently convened is not in compliance with the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to adhere to the Adopted Bylaws with regards to appointing members to the Policy Committee.

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, as set forth in the California Corporations Code; 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 Directors to take the following actions:

- a. Direct the CARCD Policy Committee to determine whether a Standing Finance Committee currently exists; and, if so, to initiate the process for soliciting and appointing Resource Conservation District representatives from throughout the state to serve on the committee and to develop policies and procedures governing all CARCD financial matters; or
- b. If no Standing Finance Committee exists, follow the procedures set forth in the Bylaws to establish such a committee and appoint member district representatives with demonstrated interest, knowledge, and expertise in nonprofit financial management.

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 25-26**

WHEREAS, The California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; 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 25-26;

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 Directors to take the following actions:

- a. Immediately refer the issue of membership dues and the dues process to the Policy Committee for review and recommendation; and
- b. Require the Policy Committee to solicit and consider feedback from all RCDs—regardless of membership status—on the dues structure and process before submitting its recommendation to the CARCD Board of Directors for review and approval.

Resolution 2025-xx (6)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Establish New Election Procedures

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; 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 President, Vice President, Secretary-Treasurer and RCD Director positions for the CARCD Board are filled by elections among member RCDs; and

WHEREAS, the District Manager/Executive Director (DM) positions for the CARCD Board are filled by elections among the DMs for the member RCDs in three (3) regions; and

WHEREAS, the ex-officio member positions for the CARCD Board are filled by appointment by the CARCD Board of Directors; and

WHEREAS, the Chair, Vice Chair, Secretary, and/or Treasurer positions for the CARCD Regions are filled by elections among member RCDs of those regions; and

WHEREAS, the CARCD Bylaws have inconsistent, incomplete, and/or missing elections procedures for these positions.

WHEREAS, the CARCD Bylaws call for elections for Board Officers to be conducted in person at the annual business meeting.

THEREFORE, BE IT RESOLVED, that the CARCD Membership does hereby direct the CARCD Board of Directors to

- 1) Establish comprehensive election procedures for electing and/or appointing Board officers, Directors, District Managers, and ex officio members, including procedures for resolving tied elections;
- 2) Establish regional election procedures, as outlined in Attachment A, for electing officers of CARCD's regions, including procedures for resolving tied elections;
- 3) Provide a transparent and inclusive notice and nomination process for all elected and appointed positions on the Board, regional bodies, and committees;
- 4) Provide a method for candidates to submit written statements in support of their candidacy for all elections;
- 5) Allow for the online submittal of ballots using a secure online voting tool, such as "Simply Voting" used by the California Special Districts Association.

BE IT FURTHER RESOLVED, that the CARCD Policy Committee is charged with developing draft election procedures and submitting them to Member Districts for review, followed by a final recommendation to the CARCD Board of Directors.

BE IT FURTHER RESOLVED, that the final election procedures shall be submitted to the membership for approval no later than June 30, 2026.

ATTACHMENT A
Proposed Regional Election Procedures

Unless otherwise noted, these procedures could be implemented now because they are interpreting discretion left under the Bylaws and do not directly conflict with express requirements of the Bylaws.

1. The election for Regional Chair and Vice Chair will be held during even numbered years, regardless of whether incumbent Regional Chair or Vice Chair have served a full two (2)- year term.
2. The election will not be administered by any person who is a candidate in the election or who is a director or employee of the same member-RCD as a candidate.
3. The region will select a member-RCD delegate from a different region to administer the election procedures.
 - a. At least [*twenty (20) days*] prior to the day of election, the Regional Chair will issue a ten (10)-day notice for a special meeting of the region. The purpose of the special meeting will be to select the election administrator and an alternate. [*Selection could be from pool previously established by the Board or from specific recommendations by SoCal member-RCDs*]. Once the selection is made, the Regional Chair will provide the election administrator and alternate with at least seven (7)-days' notice that they have been selected to serve. The alternate will serve if the primary election administrator is unable or unavailable to serve.
4. Once the governing board of a member-RCD has designated its delegate and alternate pursuant to Bylaws Article IV, Section 4, that delegate and alternate shall serve in *all* CARCD membership and regional votes, including elections, for a given year, unless sooner removed by the governing board of the member-RCD they represent.
5. Only duly appointed delegates from member-RCDs will be entitled to vote in an election.
6. In the event of a tie vote for any elected office, the meeting will be continued for a period not to exceed seven (7) days and then reconvened to resume voting for the tied position(s). If no candidate receives a majority vote in that reconvened meeting, then the meeting will be continued for a second period not to exceed seven (7) days. This cycle will be repeated until one of the candidates receives a majority of votes.
 - a. [*Subject to amendment of the Bylaws*] If the tie is not resolved following [XX] rounds of voting, then the election administrator (or the alternate in event the election administrator is not available) shall cast the tiebreaking vote before the meeting is adjourned.
7. If requested by a given region, the Board will appoint election inspector(s) to oversee that region's elections in the same manner described for CARCD officer elections under Bylaws Art. VII, Section 3, except that the election inspectors will not be an officer of the Board or a director or employee of a member-RCD within the region holding the election.

Resolution 2025-xx (7)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Adopt Policies Recommended by the IRS for Charitable Organizations

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

WHEREAS, the CARCD Board is required to manage the affairs of the corporation in accordance with the California Corporations Code and the United States Internal Revenue Code, and in a manner consistent with its powers and purposes, the provisions of the Bylaws, and policies established by resolution of the general membership; and

WHEREAS, the Internal Revenue Service (IRS) recommends that charitable organizations adopt a conflict of interest policy, a whistleblower policy, and a records retention policy; and

WHEREAS, CARCD has consistently indicated on its annually required Form 990s that it has not adopted these policies.

THEREFORE BE IT RESOLVED, that the CARCD Board of Directors be directed to adopt a conflict of interest policy, a whistleblower policy, and a records retention policy, as recommended by the IRS, prior to filing the 2026 Form 990.

RESOLUTION 2025-XX (8)

A Resolution for the Members of the California Association of Resource Conservation Districts (CARCD) to Direct the CARCD Board of Directors to Ensure Diverse Representation on CARCD Committees

WHEREAS, the California Association of Resource Conservation Districts (CARCD) is organized under the Nonprofit Public Benefit Corporation Law of the State of California, as set forth in the California Corporations Code; and

WHEREAS, the CARCD Board of Directors, Executive Committee and various committees have multiple officers and/or representatives elected or appointed from the same RCDs; and

WHEREAS, to encourage diversity in representation of ALL RCDs, it would be beneficial to require the Board President and Board of Directors to consider greater representation in appointments of voting members.

NOW, THEREFORE, BE IT RESOLVED, that the CARCD Membership that the CARCD Membership hereby directs the Board President and the Board of Directors to appoint no more than one voting representative from the same RCD to any committee, regardless of whether the committee is standing, ad hoc, special, or otherwise constituted.

BE IT FURTHER Resolved, that the CARCD Membership does hereby directs the Board President and the Board of Directors to develop a process allowing RCD voting members to designate one or more alternates to act in their absence, except for RCD voting members serving on the Executive and Policy Committees.