

*Central Sacramento Valley
RC&D
P.O. Box 606
Orland, CA 95963*

REFERENCE DOCUMENT

CENTRAL SACRAMENTO VALLEY RESOURCE CONSERVATION & DEVELOPMENT AREA COUNCIL

BYLAWS

**CENTRAL SACRAMENTO VALLEY
RESOURCE CONSERVATION & DEVELOPMENT
AREA COUNCIL**

BYLAWS

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Central Sacramento Valley Resource Conservation and Development Area Council

Council Bylaws

Applicable to the Council.

Effective Date: March 14, 2005

Approved Date: March 14, 2005

BYLAWS
OF
CENTRAL SACRAMENTO VALLEY RESOURCE
CONSERVATION AND DEVELOPMENT CORPORATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1. ORGANIZATION

Section 1: Name

- A.) This organization shall be known as the CENTRAL SACRAMENTO VALLEY RESOURCE CONSERVATION AND DEVELOPMENT CORPORATION (hereinafter referred to as the Council).
- B.) The principal office of the Council, at which the general business of the Council will be transacted and where the records of the Council will be kept, will be at a location designated by the Council.
- C.) The Council will encompass the counties of Colusa, Glenn, Tehama and Butte in the State of California.

ARTICLE 2. PURPOSE

Section 1: Mission Statement

The Mission of the Central Sacramento Valley Resource Conservation and Development Area Council is to: *Promote conservation, development and utilization of resources while creating economic growth and opportunities.*

Section 2: Vision Statement

The Central Sacramento Valley Resource Conservation and Development Area Council is a recognized and respected partner who contributes meaningful leadership and support in creating resource and economic value to all in need.

Section 3: Area Plan

The Central Sacramento Valley Resource Conservation and Development Area Council will develop an Area Plan consistent with federal requirements. The plan will reflect the more immediate needs as identified in the longer-term strategic plan of the Council. At the Council's annual meeting the plan will be reviewed and modified as conditions and opportunities dictate. The Council will manage the Area Plan through a management process that facilitates the tracking of accomplishments, and will report progress no less than quarterly. The Executive Committee will review progress at all Executive Committee meetings. A progress report will be reviewed and acted upon by the Council at their scheduled quarterly meetings. The Area Plan will be modified as deemed necessary by the Council to respond to needs and opportunities. Any changes in the Area Plan will be by an affirmative vote of the Council majority and notification of such action will be provided to approving authority.

ARTICLE 3. SPONSORSHIP

Section 1: Sponsors

A.) The Council will consist of one (1) representative from each sponsoring organization (County Board of Supervisors, Incorporated Cities, Economic Development Corporations [501(c)3], all Special Districts, Resource Conservation Districts, Indian Tribal Councils, and Others). All sponsors will be from the counties of the service area of the Council [See Article 1, Section 1: C]. Eligible sponsoring organizations shall base sponsor status on voluntary application.

B.) Each appointed representative to the Council will serve at the pleasure of the Sponsoring Organization and the Council.

C.) Each sponsoring organization may designate an alternate for its representative. The request for an alternate must be in writing and approved by the Council. Only the official representative will have voting privileges if both the representative and alternate are in attendance together.

D.) Organizations who have not been noted as an authorized RC&D Sponsor may petition the Council for sponsorship status. With the status go all rights of full sponsorship.

Section 2: Associate Sponsors

A.) Associate Sponsors can be individuals, interested businesses or organizations. Associate Sponsorship is obtained by applying for such Sponsorship and paying annual dues in an amount determined by the Council. Associate Sponsors have no voting privileges and cannot hold office, but may serve on Committees and participate in discussions.

Section 3: Other Partners

Other Partners can be individuals, businesses or government agencies participating in an advisory capacity (i.e. in-kind services).

ARTICLE 4. DUES

See Policies and Procedures Manual ARTICLE 4. DUES.

ARTICLE 5. OFFICERS

Section 1: The RC&D Council Officers

A.) The Officers of the Council shall be President, Vice President, and Secretary/Treasurer.

B.) Officers will be elected every two (2) years, with the elections being held as part of the first Council meeting each fiscal year. Candidates for Council Officers must be officially sponsored representatives. Council Members may hold a given office for up to, but not exceeding, two (2) consecutive terms.

C.) These Officers will also represent the Council on the Executive Committee.

D.) Duties (See Policies and Procedure Manual ARTICLE 5. DUTIES.)

E.) The Council Members may remove with or without cause any officer by vote of a majority of all the Council Members. The matter of removal may be acted upon at any meeting of the Council provided that notice of intention to consider said removal has been given to each Council Member and to the officer affected at least thirty (30) days previously.

Section 2: Elections

A.) Any voting Council Member may nominate from the floor any officially sponsored representative as a candidate for each elective office as well as the at large representatives to the Executive Committee.

B.) The consent of all nominees to serve shall be secured before proposing the names. If a nominee is not present at the business session, consent must have been secured in writing that he/she will be willing to serve.

C.) No campaigning may be done during the business session.

Section 3. Voting

A.) Voting for Officers may be by secret ballot.

B.) Council Members must be present to exercise their right to vote. No proxy votes will be accepted.

ARTICLE 6. COMMITTEES

See Policies and Procedures Manual ARTICLE 7. COMMITTEES.

ARTICLE 7. BUDGET

Section 1: Annual Budget

An annual budget will be prepared by the Budget/Finance/Audit Committee and presented for adoption at the annual meeting. The fiscal year will be from October 1 through September 30.

Section 2: Audit

The Council shall perform an internal audit each year. An outside audit performed by a Certified Public Accountant (CPA) shall be conducted every five (5) years when deemed necessary by the RC&D Council.

ARTICLE 8. DUTIES

See Policies and Procedures Manual ARTICLE 5. DUTIES.

ARTICLE 9. RESPONSIBILITY

Section 1: Equal Opportunity and Civil Rights

The program conducted will be in compliance with nondiscrimination provisions as contained in Title VI and VII of the Civil Rights Act of 1964 as amended, the Civil Rights Restoration Act of 1987 (Pub.) Law 100-259) and other nondiscrimination statutes; Section 504, of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, the Age Discrimination Act of 1975 and in accordance with the regulation of the Secretary of Agriculture (7CFR-15, Subparts A&B) which provide that no person in the United States shall, on the grounds of race, color, national origin, age, sex, religion, marital status, or handicap/disability be excluded from participation in or be denied the benefits of, or be otherwise subjected to discrimination under any program of activity receiving financial (or technical) assistance from the Department of Agriculture or any agency thereof.

Section 2: Conflict of Interest Definition

A conflict between the private interests and the official responsibilities of a Member of the RC&D Council or any Committee shall constitute a "Conflict of Interest". A Member of the Executive Committee or any Committee shall not vote on any matter, which would involve a "Conflict of Interest". "Conflict of Interest" shall preclude involvement in any decision whereby the Member stands to receive direct personal gain.

Section 3: Parliamentary Authority

Robert's Rules of Order will be the final authority for all questions of procedures at any meeting of the RC&D Council.

Section 4: Tax Exempt Status

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5: Limitation on Use of Funds

The property of this corporation is irrevocable dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)3, Internal Revenue Service.

Section 6: Indemnification and Insurance

The corporation will have the power to indemnify and hold harmless any RC&D Council Member, officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a director, officer, or employee (except in the cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 7: Dissolution

Upon the dissolution of the corporation and after the payment or the provision for payment of all liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets that are not so disposed.

Section 8: Open and Public

All meetings shall comply with the Ralph M. Brown Act.

Section 9: Amendments

These bylaws may be amended at any time by a simple majority vote of the Members present, provided that the proposed amendment is submitted in writing to the Executive Committee and the Council seventy-two (72) hours prior to and agendaized meeting.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the directors in the Articles of Incorporation of Central Sacramento Valley Resource Conservation and Development Corporation, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 6 pages, as the Bylaws of this corporation.

Date: _____

Gary Freeman, President

Date: _____

Christy Scofield, Vice President

Date: _____

Mike Yalow, Secretary-Treasurer

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Date: _____

Gary Freeman, President