

# ***San Joaquin County Resource Conservation District***

## **CONSTITUTION AND BY-LAWS**

The San Joaquin County Resource Conservation District is organized and operates according to the guidelines, provisions, rules, and/or regulations of the California Public Resources Code, Division 9; the Brown Act; the California Department of Conservation and its California Resource Conservation District Directors' Handbook; and the California Association of Resource Conservation Districts. This constitution and by-laws are meant to add clarification to the operation of the San Joaquin County Resource Conservation District.

### **ARTICLE I - ORGANIZATION**

#### Section 1.1 - Name

The name of this organization is the San Joaquin County Resource Conservation District, hereinafter referred to as the "District."

#### Section 1.2 - Area

The geographical area of interest of the District shall be the unincorporated areas of San Joaquin County.

#### Section 1.3 - Board of Directors

The District Board of Directors shall consist of a 9 (nine) member voting board, each appointed by the San Joaquin County Board of Supervisors; and non-voting associate directors nominated and elected by members of the voting board.

#### Section 1.4 - Place of Business

The District's place of business and primary offices generally will be: within San Joaquin County in the State of California. As of the effective date of these by-laws, the place of business is located within the USDA Stockton Service Center 3422 West Hammer Lane, Suite A, Stockton, California 95219

### **ARTICLE II - Purpose of the District**

#### Section 2.1 - Purpose

The purpose of the District is to promote, facilitate, preserve, and/or enhance the protection and improvement of local natural resources.

The District Objectives are to:

- Assess local conservation needs and develop programs and funding sources to meet those needs.
- Manage soil and water resources for conservation including fish and wildlife habitat.
- Educate the public at large about the benefits of resource conservation.

#### Section 2.2 - Property

To acquire or dispose of, in a lawful manner, all legal and equitable interests of any real or personal property of any nature.

Section 2.3 - Purchases

To purchase, contract for, lease or acquire in any other lawful way, and take and own property of all kinds, including selling, mortgaging, leasing and otherwise disposing of such property for the purposes set forth herein.

Section 2.4 - Duties

To do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to the accomplishment of any of the purposes herein enumerated, or designed directly or indirectly to promote the interest of the Corporation.

**ARTICLE III - FISCAL YEAR**

Section 3.1 - Fiscal Year

The fiscal year of this organization shall begin the first day of July (July 1) in each year.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 4.1 Directors

Directors with full voting privileges are appointed by the San Joaquin County Board of Supervisors to 4 (four) year terms.

Section 4.2 – Associate Directors

Associate Directors, with no voting rights on the Board of Directors, may be selected by a majority vote of the District Directors.

**ARTICLE V - MEETINGS**

Section 5.1 - Board Meetings

The District shall provide by its own rule for regular monthly meetings and any special meetings it deems necessary. In the absence of a regularly scheduled meeting, after prior notice, the District shall meet upon the call of the District President. Directors may, at their discretion, postpone any monthly meeting.

Section 5.2 - Quorum

A Quorum shall consist of a majority of the voting Directors. Decisions of the District shall be based upon a simple majority of Directors in attendance and in good standing.

Section 5.3 - Voting

The act of a majority of persons entitled to vote on a particular item shall be an act of the Directors and the District.

Section 5.4 — Task Force Meetings

The District President may establish one (1) or more task forces as deemed useful and needed. Chairmanship and directorship of a task force will be designated by the President, with ratification by the voting Directors

Section 5.5 - Annual Meeting

The first monthly meeting of July the District shall be held for the purpose of organization, the election of officers and the transaction of such other business as properly may come before the meeting.

Section 5.6 - Notice of Meetings

A written notice stating the place, day, hour, and purpose of each meeting shall be mailed by the President, or person designated, to each Representative at the address which appears on the records of the District, at least 72 (seventy-two) hours before the date of such meeting.

Section 5.7 - Special Meetings

Special meetings may be called at any time by the President, by a simple majority of the District Directors in good standing, or by written petition signed by at least one Representative from each of at least fifty percent (50%) of the District directors in good standing. Notice of such special meetings, either in person or by telephone or by first-class mail, shall be given at least 72 (seventy-two) hours prior to the meeting and shall specify the time, place, and purpose of the meeting. Notice may be waived in writing, and attendance at the meeting shall constitute waiver of notice. Business to be transacted at a special meeting shall be restricted to the subject matter stated in the notice.

Section 5.8 - Employees and subcontractors

The District may appoint such employees, subcontractors, or agents, as it may deem advisable and fix their rate of compensation. These employees, subcontractors, or agents shall perform such duties and shall exercise such authority, as the District shall vest in them.

**ARTICLE VI - DISTRICT**

Section 6.1 - Duties

The District shall review and adopt or reject proposed projects and then establish priorities.

**ARTICLE VII - OFFICERS AND DUTIES**

Section 7.1 - Officers

The Officers of the District will be President, Vice-President and Secretary/Treasurer, and such other officers and assistant officers as the District shall designate.

Section 7.2 - Duties

*President* - The President shall be the chief executive of the District, charged with the duty of supervising all of its functions, subject to the wishes of the District.

The President shall preside at all meetings of the District,

The President shall appoint the Chairpersons of committees (must be ratified by the District),

The President shall be an ex-officio director of all committees,

The President shall call and preside at all meetings of the Executive Committee,

The President shall call special meetings of the Directors, as he/she deems necessary,

The President shall carry out all orders and resolutions of the District,

The President shall sign all legal papers and instruments of the District unless otherwise directed by directors of the District in good standing,

The President shall represent or designate a representative of the District at all meetings and functions of the California Association of Resource Conservation and Development Districts.

*Vice President* - In the President's absence or in the event of his/her inability to act, the Vice-President shall perform the duties of the President. He/she shall also perform such other functions as the Directors District may assign. He/she shall fill the unexpired portion of the President's term.

*Secretary/Treasurer* - The Treasurer shall be the District's Chief Financial Officer, custodian of the financial records, and discharge such other duties as may be assigned by the Directors and the President as prescribed by law, and by these by-laws.

The Secretary/Treasurer or designee shall submit a financial report at each monthly meeting and shall render special reports whenever requested to do so by the Directors District and shall have custody of the books and financial records of the District.

The Secretary/Treasurer or designee shall deposit all funds in an account in the name of the organization in such bank as may be designated by the Directors District. All disbursements must have the signature of the President, Vice President, or the Treasurer.

The Secretary/Treasurer shall perform the duties of the President in the absence of both the President and the Vice-President.

The Secretary/Treasurer or designee shall conduct periodic audits of the District's financial records.

*Staff* - The Administrative Assistant shall maintain a complete and accurate list of the names and addresses of the directorship of the District, including Directors and Representatives, and shall record the minutes of the District.

#### Section 7.4 - Election and Term of Office

Officers shall be elected to a 2 (two) year term of office. Elections shall be conducted in even numbered years at the July meeting, which shall be the first meeting in the new fiscal year.

Each officer shall be elected and shall hold office, until a successor is duly elected and qualified, or until resignation, removal, or a successor representative is selected by the District. The election of officers shall be by written ballot, except that no written ballot is necessary if there is only one candidate for an office.

#### Section 7.5 - Removal

Any officer of the District may be removed, for any reason, by the affirmative vote of two-thirds of the voting membership in good standing at any regular meeting of the District or at any special meeting called for such purpose.

### **ARTICLE VIII - EXECUTIVE COMMITTEE**

#### Section 8.1 - Duties

The Executive Committee shall have and exercise all of the authority of the District in the management of the District between meetings thereof, except those powers of the District that cannot be delegated to a Task Force.

Section 8.2 - Qualifications

The Executive Committee shall be composed of the President, Vice-President and Treasurer that have been duly elected by the District Directors. The District may, from time to time, designate a District advisory committee to assist the Executive Committee in meetings with the Coordinator.

Section 8.3 - Quorum

The presence of two (2) or more directors of the Executive Committee in person shall be a quorum.

Section 8.4 - Voting

An act of the majority of the directors present and voting at a meeting where a quorum is present shall be the act of the Executive Committee.

Section 8.5 - Ratification

Any action taken by the Executive Committee must be ratified by the District at its next scheduled meeting.

**ARTICLE IV — COMMITTEES**Section 9.1 — Committees

The District may establish as many committees as is needed to conduct the RCD business. These committees can include, but are not limited to, finance, employment, education, conservation, restoration, and programs, as needed.

**ARTICLE X - ORDER OF BUSINESS**Section 10.1 - Order of Business

The order of business at District meetings should follow:

Call to Order  
 Introductions  
 Changes to the Agenda  
 Approval of the Minutes  
 Treasurers Report  
 Continuing Business  
 New Business  
 Old Business  
 Announcements  
 Adjournment

**ARTICLE XI - PARLIAMENTARY AUTHORITY**Section 11.1 - Rules

Robert's Rules of Order, Revised, shall be the parliamentary authority for this organization.

**ARTICLE XII - MEETING RECORDS**Section 12.1 - Minutes

Minutes of all meetings of the District and committees shall be provided each District Director.

Periodic special reports will be used to reflect District and committee activities.

**ARTICLE XIII - FINANCES**

Section 13.1 - Funds

The Directors District shall estimate the amount of monies needed each year for purchases, and buy needed material and other authorized expenses for the organization.

Section 13.2 - Budget

The Executive Committee, headed by the Secretary/Treasurer, shall develop the budget for each fiscal year, to be ratified by the District at its August meeting.

Section 13.3 - Fiscal Matters

The authority to establish accounts with financial institutions, to withdraw therefrom or issue checks thereon, and the signatures required to do so, shall be established by the District.

Section 13.4 - Execution of Contracts and Other Documents

All contracts and other documents requiring execution by the District shall be signed by the President, Vice-President, or treasurer, or any other person authorized by resolutions of the District and must be authorized by a majority of the voting directors.

Section 13.5 - Compensation

No officer or director of the District shall receive compensation for the performance of duties arising from such position, provided, that officers and directors of the District may be reimbursed for reasonable out-of-pocket expenses incurred by them in the performance of such duties.

Section 13.6 - Audits

The Secretary/Treasurer or designee shall conduct annual audits of the District's financial records as per Division 9, Section 9528 of the Public Resources Code and Section 26909 of the Government Code.

**ARTICLE XIV - AMENDMENTS OF BY-LAWS**

Section 14.1 - Amendments of by-laws

The by-laws of this organization may be amended or revised by the District by the affirmative vote of at least two-thirds (2/3) of the Directors in good standing.

CERTIFICATION:

Motion to Adopt: Mr. Connolly

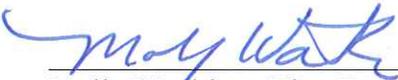
Motion Second: Ms. Watkins

Ayes: Koster, Connolly, Watkins, Thoming, Herrick, Rodriguez, Olagaray, Hamm

Nays:

**ATTESTED:**

  
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Bill Koster, President  
Date: 4/21/2005

  
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Molly Watkins, Vice President

  
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Ralph Lucchetti, Treasurer