

# BYLAWS OF THE NEVADA COUNTY RESOURCE CONSERVATION DISTRICT

## ARTICLE I ORGANIZATION

- 1.1 Name. The name of this organization is the Nevada County Resource Conservation District ("District"). The District is a Resource Conservation District organized pursuant to Division 9 of the California Public Resources Code, Sections 9001, et seq., otherwise known and referred to herein as the "Resource Conservation Law."
- 1.2 General Purposes. The District is formed for the purposes delineated in the Public Resources Code Section 9001 and all things necessary to carry out the provisions of the Resource Conservation Law and these District Bylaws.
- 1.3 Location. The boundaries of the District are depicted and attached hereto, and made a part hereof, as Exhibit A.
- 1.4 Principal Office. The principal office for the transaction of the activities and affairs of the District shall be established by the Board of Directors ("Board"). The Board shall have the authority to change the location of the principal office.
- 1.5 Other Offices. The Board may at any time establish branch or subordinate offices at any place(s) where the District is qualified to conduct its activities.

## ARTICLE II GOVERNING BOARD

- 2.1 General Powers and Responsibilities. Subject to the provisions and limitations of applicable law and these Bylaws, the activities and affairs of the District shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.
- 2.2 Specific Powers and Responsibilities. In the discharge of their duties, Board members shall act as a Board and not as individuals. The individual Board member has no more authority over District policy or personnel than any other citizen. A Board member has no legal or moral right to speak for the Board, unless specifically authorized to do so by action of the Board. Without prejudice to the general powers set forth in Section 2.1 of these Bylaws and Public Resources Code Sections 9301, et seq., but subject to the same limitations, the Board shall have the power to do the following:
  - (a) Perform any and all duties imposed upon them collectively or individually by applicable law or by these Bylaws;
  - (b) Appoint and remove, subject to any employment agreement or applicable District policy, any Board appointed officers, agents, or employees of the District; prescribe powers and duties for them that are consistent with applicable law, and with these Bylaws;
  - (c) Change the principal office within the District boundaries from one (1) location to another; cause the District to conduct its activities within or outside the State of California; and designate any place for holding any meeting of Directors in accordance with applicable law;
  - (d) Approve an annual operating budget, authorize the borrowing of money and the incurrence of indebtedness on behalf of the District, and cause to be executed

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and delivered for the District's purposes any other evidences of debt and securities;

- (e) Develop districtwide annual and long-range strategic work plans to address the full range of resource problems that are found to occur in the district.
- (f) Pursuant to authority hereinafter granted, appoint committees and delegate to such committees powers and authority of the Board in the management of the activities and affairs of the District, except the power to adopt, amend or repeal Bylaws, and except as otherwise set forth herein;
- (g) Engage legal counsel to advise the Board on matters pertaining to the business of the District; and
- (h) Adopt a comprehensive set of policies and procedures to govern the operation of the District. These policies may be categorized as Administrative, Employment, Fiscal and Operating); shall be amended and revised as appropriate and shall be compiled and published in a NCRCD Board Policies & Procedures Manual. The District shall keep a master copy of such manual, which shall be the official record of the Board policies of the District.

2.3 Number of Directors. The Board shall consist of seven (5) members appointed by the Nevada County Board of Supervisors pursuant to Public Resources Code Section 9314(b), who meet the eligibility requirements delineated in Public Resources Code Section 9352.

2.4 Term of Office. Members of the Board shall serve a term of four (4) years. Pursuant to Public Resources Code Section 9314(b), the expiration of the term of any director does not constitute a vacancy, and the director shall hold office until his or her successor has qualified.

2.5 Vacancies.

- (a) Vacancies on the Board of Directors shall be filled by the Nevada County Board of Supervisors, pursuant to Public Resources Code Sections 9314 and 9316. In general, this process shall include the District Board filing a written request to the Board of Supervisors to post a notice of vacancy pursuant to Section 54974 of the Government Code. The Nevada County Board of Supervisors shall appoint directors, after consultation with the Board of Supervisors of any other county which contains any part of the district.
- (b) An office shall be considered vacant upon the occurrence of any of the circumstances listed in Section 1770 of the Government Code and the Board, by resolution, declares the Director disqualified and that a vacancy exists on the Board. The remaining members of the Board may excuse a Director, at their discretion for being absent.

2.6 Compensation. In accordance with Public Resources Code Section 9303, members of the Board shall serve without compensation, with the exception that each director shall be reimbursed for necessary travel and incidental expenses incurred in the performance of official District business.

2.7 Associate Directors. The Board may appoint up to five (5) Associate Directors who have special expertise in an area of interest to the District. Associate Directors may

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participate in discussions at the Board meetings, however, they may not vote on any item before the Board or participate in closed session discussions. Associate Directors who reside in the District but are not land owners will be eligible to apply for open Board positions after two years of providing advisory assistance to the Board per Public Resources Code Section 9352.

## ARTICLE III OFFICERS

- 3.1 Officers. The officers of the District shall be members of the Board and duly elected. The officers shall include a President, Vice-President, Secretary and Treasurer. The President, Vice-President and additional officers, as designated by the Board, shall be elected by the Board at the first regular meeting in January of each year. Each officer so appointed shall serve a term of one (1) year, provided, however, that an officer may resign at any time or be removed by majority vote of the other members of the Board then in office at any regular or special meeting of the Board, so long as such item is placed on the agenda in a manner consistent with Government Code Sections 54950, et seq., otherwise known and referred to herein as the Ralph M. Brown Act ("Brown Act"). In the event of a resignation or removal of an officer, the Board shall elect a successor to serve for the remainder of that officer's unexpired term.
- 3.2 President. The Board shall elect one (1) of its members to act as President and, if at any time the President shall be unable to act, the Vice-President shall assume the role and perform all duties of the President. The duties of the President, or acting officer, include:
  - (a) Presiding over all meetings of the Board;
  - (b) Signing contracts, conveyances and other instruments in writing as the Board shall authorize or direct the President to sign;
  - (c) Being responsible for coordination and liaison with District legal counsel, auditors and other consultants who report directly to the Board, unless delegated to the District Manager/Executive Director;
  - (d) Designating members of the Board to undertake special responsibilities and to report to the Board on those activities;
  - (e) Representing the Board at official functions when necessary, serve as the spokesperson for the Board regarding Board actions, and keep the Board informed of such occasions; and
  - (f) Performing other duties as they pertain to the office, as prescribed by the Board.
- 3.3 Vice-President. In the absence or inability of the President to serve, the Vice-President shall perform the duties of the President and shall perform other duties pertaining to the office as are prescribed by the Board.
- 3.4 Secretary/Treasurer. The Secretary/Treasurer to the Board shall be appointed by the Board and may be filled by two individuals (Secretary and Treasurer). The Secretary/Treasurer may be a non-paid Director(s) or a member(s) of the staff. The

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Secretary/Treasurer, or his or her designee, shall be present at all regular, special and adjourned meetings of the Board and be responsible for:

- (a) Keeping records of all actions, proceedings, and minutes of meetings of the Board and maintaining such records in the office of the District;
- (b) Seeing that all resolutions of the Board are properly recorded and are maintained in the office of the District;
- (c) Posting all notices required either by applicable law or these Bylaws;
- (d) Keeping complete and accurate records of the district finances;
- (e) Issuing receipts for monies received and depositing checks into the County treasury or District account;
- (f) Paying District bills when approved by the Board;
- (g) Making monthly financial reports;
- (h) Completing annual financial reports and assisting with financial audits.

3.5 Additional Officers. The Board may create additional offices as the business of the District may require. The elected officer shall hold office for a specified period of time, have authority, and perform such duties as are provided in these Bylaws, or as the Board determines from time to time. Additional offices may be filled either by members or non-members of the Board.

### ARTICLE IV COMMITTEES

4.1 Committees of the Board. The Board may appoint Standing and Advisory committees to investigate and/or make recommendations on items of Board interest. Committee positions may be filled either by members or non-members of the Board. No more than two Board members may serve on any committee and a Board member will serve as the Committee Chair unless otherwise designated by the Board.

4.2 Committee Responsibilities: Any committee formed by the Board shall only have the authority delegated by the Board. In addition, committee activity shall be conducted as follows:

- Committees are advisory to the Board and are not authorized to make decisions for nor speak on behalf of the District.
- The Board may adopt rules to govern committee actions.
- Committee chairmen are required to notify the District Manager/Executive Director of all committee meetings and the District Manager/Executive Director shall be responsible posting notice.
- Committees shall report to the Board on meetings held, member attendance and the progress of their efforts.
- Committee notes/reports shall be submitted to the District Manager/Executive Director for document retention.
- Committee recommendations to the Board shall be by majority vote of the appointed members.

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- 4.3 Advisory Committees. Advisory Committees may be created for special tasks as circumstances warrant. The Advisory Committee shall limit its activities to the accomplishments of the task for which it is appointed and shall not have power to act, except as is specifically conferred by action of the Board. Upon completion of the task for which appointed, the Advisory Committee shall be terminated.
- 4.4 Standing Committees. The Standing Committees of the Board shall consist of:
- Budget/Finance: To make recommendations to the Board regarding adoptions and revisions to the budget, fiscal policies and the use of fund balance.
  - Personnel: To make recommendations on organizational structure, job descriptions, pay scale, hiring, discipline and content contained in the Employee Handbook.
  - Education/Scholarship: To make recommendations that enhance conservation education, review educational materials and review scholarship applications.

Additional standing committees may be added by amendment of these Bylaws in accordance with the Brown Act.

### ARTICLE V DISTRICT MANAGER/ EXECUTIVE DIRECTOR

- 5.1 General Provisions. The Board shall select hire a District Manager/Executive Director, who shall be the chief administrator of the District. The District Manager/Executive Director shall have the operational authority for the day-to-day administration and management of the District in all its services, activities and departments, subject only to such policies adopted and/or issued by the Board. The District Manager/Executive Director shall act as the duly authorized representative of the Board in all matters the Board has not otherwise formally designated to another or to itself.
- 5.2 Authorities and Duties. The District Manager/Executive Director shall have complete administrative authority over the District and shall be responsible for the efficient operation of all departments/divisions, as designated in their job description. The District Manager/Executive Director shall be responsible for:
- (a) Implementing Board policies;
  - (b) Providing leadership to staff in identifying District needs, establishing priorities and determining the objectives, which will achieve the established goals of the District;
  - (c) Encouraging and assisting staff in the performance of their duties and encouraging professional growth;
  - (d) Interpreting and publicizing the programs and services of the District for and to the public;
  - (e) Leading the District in the preparation of the budget, control of expenditures, inventory control, program planning, changing priorities, community relations, and participating in community activities;

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- (f) In consultation with the Personnel Committee; hiring, evaluating, and dismissing District staff or delegating this responsibility to their designee;
- (g) Negotiating all contracts on the District's behalf; and
- (h) Other duties as prescribed by the Board.

### ARTICLE VI MEETINGS AND ORDER OF BUSINESS

6.1 Meetings. A meeting includes “any congregation of a majority of the members of a legislative body at the same time and place to hear, discuss or deliberate upon any item that is within the subject matter jurisdiction of the legislative body”

- (a) Compliance with Law. All meeting sessions of the Board, whether regular or special, shall be conducted in accordance with the Resource Conservation Law and the Brown Act.
- (b) Regular Meetings. The regular meetings of the Board shall be held on such day, time, and location as the Board may from time to time establish, so long as the meetings are within the District's boundaries. The agenda for any regular meeting of the Board shall be posted on the District website and in a clearly visible and accessible site where the District meeting is held, no less than seventy-two (72) hours prior to the regular meeting.
- (c) Special Meetings. Notwithstanding Public Resources Code Sections 9310 and 9311, special meetings of the Board shall be held in conformance with the Brown Act. Special meetings may be called by the President or two members of the Board. The agenda for any special meeting shall be posted on the District website and in a clearly visible and accessible site where the meeting is held, at least twenty-four (24) hours in advance of the special meeting. In addition, an email notice shall be sent to the Nevada County Clerk of the Board.
- (d) Agenda. The agenda shall contain a description of each item to be discussed. Items not appearing on the agenda shall not be discussed, except in compliance with the applicable provisions of the Brown Act.
- (e) Order of Business. The order of business at the meetings shall be as follows:
  - The Board shall follow the agenda for the meeting, provided, however, that the order of business may be varied by a vote of the Board during the Agenda Approval.
  - The agenda for Board meetings shall be developed by the President in conjunction with the District Manager/Executive Director
  - Any Director may request that a matter be added to a future Board meeting agenda.
  - If a Director proposes during a Board meeting that an item be added to the agenda for a future Board meeting, then the item shall be added to the Board agenda unless a majority of the Board votes that the item not be added to the agenda. If such a proposal is made between Board meetings,

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the Director shall communicate the substance of the proposed item to the President and the District Manager/Executive Director with sufficient detail so the item may be properly added to the agenda in accordance with the Brown Act.

- The finalization of the agenda is left to the discretion and is the responsibility of the President.

## 6.2 Conduct of Business

- (a) Rules. All meetings of the Board shall be conducted in accordance with the Brown Act, the Resource Conservation Law, other laws governing the conduct of meetings by public agencies, and rules established from time to time by resolution of the Board. Robert's Rules of Order shall be the guide on all points not specified in these Bylaws.
- (b) Quorum. A majority of members of the Board shall constitute a quorum for the transaction of business.
- (c) Minutes. The Secretary of the Board, or his or her designee, shall keep a record of minutes of all meetings, and following the District's Records Retention Policy.
- (d) Action. The Board shall act only by vote, motion, resolution and ordinance, all of which shall be entered into the minutes. In accordance with Public Resources Code Section 9312, all questions requiring a vote shall require a concurrence of at least the number constituting a quorum.

## ARTICLE VII SEVERABILITY

If any article, subsection, paragraph, sentence, clause or phrase of these Bylaws is for any reason held to be in conflict with the provisions of the Resource Conservation Law or any other law, statute, rule or regulation, such conflict shall not affect the validity of the remaining portion of these Bylaws.

## ARTICLE VIII INDEMNIFICATION

To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former members of the Board, officers and employees with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member, officer, or employee acted or failed to act because of actual fraud or corruption.

## ARTICLE IX

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## AMENDMENTS

The District Bylaws may be amended by Board Resolution with a majority vote of its members at any regular or special meeting of the Board.

Originally Adopted: \_\_\_\_\_

Resolution #: \_\_\_\_\_

**APPROVED:**

**DATE:**

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Jim Drew,  
NCRCD, Board Vice-President

**ATTEST:**

**DATE:**

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Anne Solik  
NCRCD Executive Assistant/Board Secretary

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## EXHIBIT A – DISTRICT MAP



