



CAPITAL REGION
CLIMATE READINESS
COLLABORATIVE

GOVERNANCE BYLAWS

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PREAMBLE

Located at the confluence of the American and Sacramento rivers, between the Sacramento-San Joaquin Delta and the Sierra Nevada foothills, the Capital Region¹ faces a unique set of challenges from the impacts of climate change. The region is home to a rich history and vibrant communities, acres of prime farmland worth \$1.66 billion in direct output, innovative businesses, the state capital, and cultural and educational institutions – all of which must be safeguarded against climate risks ranging from flood to fire to economic and infrastructural damage. Fortunately, the region can build on the strength of its assets and resources to develop a dynamic adaptation strategy that will protect all its stakeholders, explore new economic opportunities, and build more resilient communities.

While local and regional entities are actively working to reduce greenhouse gas emissions and minimize the degree of climate change, we must simultaneously plan for and invest in a more resilient future. In the Capital Region, the effects of climate change in the next few decades will likely include:

- Increased Flood Risk
- Reduced Water Supply
- Increased Extreme Heat Days and Heat Waves
- Increased Frequency and Severity of Wildfires
- Increased Public Health Impacts
- Disruption of Critical Infrastructure
- Endangered Natural Systems and Biodiversity
- Greater Risk to Agriculture and Our Economy

Many local and regional organizations are already responding to these key vulnerabilities and preparing for the changing climate, but much more needs to be done. By developing and implementing a set of comprehensive adaptation strategies, the region can increase its resilience, protect its unique resources and assets, strengthen its economy, leverage new opportunities, protect frontline and underserved communities, and ensure a healthy and prosperous future.

Because climate impacts recognize no boundaries, preparing for these challenges will require an unprecedented level of collaboration and engagement by stakeholders from every segment of our community. Cooperation and collaboration can bring about innovation, advance comprehensive solutions, and ensure that the region maximizes opportunities for reducing risk and minimizing costs. Working together will also allow the region to seek and respond to funding opportunities that support regional implementation and research needs.

However, in our region, there are currently few structured opportunities for collaboration between organizations to exchange information and leverage resources to become more resilient to regional, as well as global, impacts.

¹ The geographic scope of the Capital Region Climate Readiness Collaborative (CRCRC) includes, but is not limited to El Dorado, Placer, Sacramento, Sutter, Yolo and Yuba Counties.

The Capital Region Climate Readiness Collaborative (CRCRC) aims to fill this gap. We seek to provide a forum for both local and regional organizations that are already tackling resilience activities as well as new partners who seek to become more engaged in this effort.² Through greater coordination and collaboration, the Capital Region can adapt to known and predicted climate impacts, and at the same time create stronger, more sustainable, and more economically viable communities.

This document is designed to allow CRCRC and its members to maintain the necessary structure to support the objectives identified below. This document also provides information for how CRCRC members will work together and manage the strategic direction of the CRCRC. It covers the areas of membership, dues and contributions, organizational structure, and administrative and financial provisions. The guiding principles are subject to future refinement or changes as CRCRC members may find necessary or advisable. Any changes to this require a majority vote of approval by the Steering Committee.

ARTICLE I

PURPOSE

The Capital Region Climate Readiness Collaborative (CRCRC) is a network designed to promote greater resilience through coordination at the regional and local level across the six-county Capital Region (El Dorado, Placer, Sacramento, Sutter, Yolo, and Yuba Counties). The purpose of this collaborative is to help leaders from government, business, agriculture, academia, labor, and community groups come together – within and across market and jurisdictional boundaries - to share information and best practices, leverage efforts and resources, avoid duplication, identify critical regional needs, and develop funding strategies to meet those needs.

ARTICLE II

FORMATION & STRUCTURE

The CRCRC is not about regional governance; instead, it works as a cooperative network to benefit its member organizations. For ease of formation and administration, and to maintain flexibility, the CRCRC is structured as an unincorporated membership association. Member entities include organizations involved in a wide variety of areas, including policy and decision-making related to climate change; influencing local and regional responses to climate change; and other related topics, such as, but not limited to, transportation, public health, environmental justice, workforce development, and education.

CRCRC is also a member of the Alliance of Regional Collaboratives for Climate Adaptation ([ARCCA](#)). ARCCA is composed of collaborative networks from across California that strive to build regional resilience to climate impacts and actively works to advance important adaptation principles by engaging in state policy development, facilitating dialogue between key decision-makers and stakeholders, and creating valuable tools and resources. Members of CRCRC are entitled to ARCCA member benefits in addition to the ones they receive through CRCRC.

² The CRCRC is comprised of multiple co-equal partners and does not fall under the jurisdiction of any one governmental entity.

[CivicWell](#) (formerly the Local Government Commission), a 501(c)(3) corporation established in 1983, is a nonprofit supporting sustainable policies and the community leaders who implement them. CivicWell is committed to building a sustainable, healthy, equitable, prosperous, and resilient future for every community by inspiring, equipping, connecting, and cultivating leadership for local innovation and community change.

ARTICLE III

OBJECTIVES & GUIDING PRINCIPLES

SECTION 1: CRCRC OBJECTIVES

The CRCRC's objectives are as follows:

- Develop a common understanding of regional climate vulnerabilities and current strategies to address climate impacts.
- Identify regional priorities, planning efforts, strategies, and information and research needs.
- Provide a forum for local and regional organizations interested in conducting resiliency efforts.
- Increase regional support and collaboration, leverage resources and opportunities, and avoid duplication of existing efforts.
- Increase the region's ability to identify and obtain resources to support regional priorities, strategies, and information needs while supporting on-the-ground, community, and neighborhood implementation.
- Provide a stronger voice for the Capital region, and its local entities, at the state and federal level to influence climate policy, regulatory, and funding decisions.
- Share information and best practices about addressing climate change, adaptation, and mitigation within the Capital region, as well as across the state and nation.

SECTION 2: GUIDING PRINCIPLES

As a member of ARCCA, CRCRC endorses and upholds ARCCA's Guiding Principles. ARCCA's *Guiding Principles* were updated in 2021 to guide efforts towards the realization of an equitable and resilient future for all Californians and outline a holistic approach to balancing social, environmental, and economic needs to advancing climate adaptation solutions.

ARCCA's *Guiding Principles* are as follows:

1. Consider the Equity, Health, and Safety of All Californians

Adaptation is fundamentally about protecting people, especially those who are and will be disproportionately impacted by climate change. Actions to reduce risk and build resilience must prioritize the health, safety, and wellbeing of California's most vulnerable communities. These include historically marginalized communities that experience the first and worst consequences of climate change and other

injustices, particularly Black, Indigenous and People of Color (BIPOC) communities and other marginalized communities that have shouldered the largest health burdens and face the greatest economic barriers.

ARCCA seeks to support local and regional efforts to build resilience by understanding the perspectives and needs of our diverse member communities throughout the state and co-creating solutions that simultaneously promote environmental justice, economic stability, and long-term resilience.

2. Focus on the Regional Level

Communities have a self-defined regional identity created by shared geography and mutual reliance on resources. The landscape-level impacts of climate change also demand regional collaboration to best leverage limited resources, avoid maladaptive practices, and advance impactful solutions. By collaborating at the regional scale, communities are more likely to be successful in building meaningful climate resilience, particularly by amplifying marginalized voices, prioritizing frontline communities, and aligning policies, plans, and programs.

For these reasons, ARCCA prioritizes collaboration on adaptation within and across regions, focuses efforts where there is common ground, and supports all regions, whether members, non-members, or future members, as a statewide resource.

3. Empower Collaboration Across All Sectors and Levels of Leadership

In order to accelerate durable and effective solutions, build capacity for local and regional action, overcome barriers to success, and elevate the needs of those most impacted by climate change, we must establish and expand alliances, collaboratives, networks and community partnerships across the state. These collaborative efforts should include public, private, nonprofit, and community-based partners working across sectors to deliver comprehensive adaptation solutions.

ARCCA works to bring together stakeholders across all levels of leadership, geographies, sectors, and communities to foster knowledge exchange, build collective capacity for implementation, and facilitate collaborative efforts that advance regional adaptation efforts. To support this, ARCCA provides platforms for information sharing and mutual learning, coordinates adaptation policy engagement, organizes statewide convenings, and serves as a liaison between regions and the State.

4. Prioritize Forward-Looking Adaptation Projects

Adaptation strategies should be comprehensive, provide multiple benefits and be incorporated into existing plans, policies and decision-making processes. Strategies must, first and foremost, be equitably devised and implemented, centering the leadership and address the unequal burden faced by frontline communities; they should not only consider the inequities of the past and present, but those that might emerge in the future as the impacts of climate change worsen. Effective strategies will also incorporate

best-available science, adaptive management techniques, regular monitoring and evaluation, and efforts to build long-term capacity. In order to maintain the valuable ecosystem services that communities rely upon, nature-based strategies should also be prioritized.

ARCCA elevates equitable and forward-looking adaptation frameworks, strategies, and practices among its membership and to State leadership. ARCCA will remain responsive to the needs of its members and California’s diverse communities in order to bring attention to important considerations that have been overlooked, uplift promising local and regional solutions, and amplify marginalized voices in state policy engagement.

ARTICLE IV

MEMBERSHIP

SECTION 1: ELIGIBILITY

Organizations interested in joining the CRCRC can submit a membership application for consideration by the CRCRC Steering Committee. If the application is approved, and upon paying annual dues or agreeing to in-kind services in the amounts described in Article V, the applying organization shall be admitted as a member. Admittance to the CRCRC may take place throughout the year.

SECTION 2: CLASSES

CRCRC membership falls within six classes:

- **Foundational Members:** Organizations that founded CRCRC and helped establish the vision, mission, and operating procedures of the collaborative.
- **Private Agencies and Special Districts:** Any organization not classified as public or public agency that serves a specialized role in a pre-set region (i.e. Air Pollution Control, Sanitation, School Board, etc.)
- **Local and Regional Agencies:** Government entities serving either the local and/or county population.
- **State Agencies:** Government entities representing the State of California.
- **Non-Profit Organizations and Universities:** Tax-exempt community-based organizations or public education systems.
- **Channel Partners:** Agencies, organizations, and professional associations and networks interested in collaborating with the CRCRC but unable to engage fully as a member.

SECTION 3: MEMBER REPRESENTATION

Upon becoming a member, each entity shall designate both a primary and secondary representative for the purpose of receiving notices from the CRCRC.

SECTION 4: TRANSFER OF MEMBERSHIP

Any current paid-up membership in the CRCRC may be transferred to another department, division, or office of the same member entity.

SECTION 5: TERMINATION OF MEMBERSHIP

Membership shall be revoked if dues are not paid within six months of when the annual invoice is sent. Membership in the CRCRC may also be terminated for any action by a member that is detrimental to the best interests of the CRCRC, to be determined by the Steering Committee, or for a continuing failure to support CRCRC purposes or principles following notification of such failure and a reasonable opportunity to make corrections. If such termination is contemplated, not later than ten (10) days before any Steering Committee meeting at which termination will be considered, the Steering Committee shall notify the member in writing of the reasons for the proposed action, and the time and place of the meeting. At the meeting, the member shall be entitled to speak in its defense. Termination shall require the affirmative vote of a majority of the Steering Committee.

SECTION 6: LIMITATION OF MEMBERSHIP

The Steering Committee, by affirmative vote of a majority of its members, may deny membership in the CRCRC if the Steering Committee reasonably believes that a prospective member has interests that are inconsistent with or adverse to CRCRC's interests, or that the interests of the CRCRC or its members could be compromised by such membership.

ARTICLE V

DUES & CONTRIBUTIONS

SECTION 1: DUES

Membership dues shall be posted publicly, on the CRCRC website, payable upon enrollment, and invoiced annually thereafter at the start of the quarter that includes the anniversary of enrollment, to CivicWell.

The dues reflect the standard amounts to be paid by each organization. The dues paid can be changed by the Steering Committee, including the reduction of dues or substitution of in-kind services in lieu of annual dues.

SECTION 2: MODIFIED DUES FOR NON-PROFIT ORGANIZATIONS

If a non-profit organization determines that it is not able to utilize the current CRCRC non-profit dues structure, the Steering Committee requests that the organization consider the following modified membership structure for non-profit organizations. Non-profit organizations that choose to utilize the modified structure will pay the dues set forth below and choose at least two in-kind services from the list of options.

Modified Dues Structure

- 1-25 employees: \$125
- 26-49 employees: \$250
- 50+ employees: \$500

In-Kind Services

In addition to the modified dues listed above, the non-profit organization is encouraged to choose at least two of the following in-kind services. The total time commitment should be between 12 and 20 hours per year, depending on the tasks selected.

1. *Outreach and Communication* – Share information and resources on CRCRC and climate resilience with your community of members, contacts, etc. This may include sharing information about upcoming events, resources, climate adaptation and resilience, or funding opportunities. It should also include incorporating information about CRCRC on the organization’s website and including a link to the CRCRC website. (4-5 hrs/yr)
2. *Enhance Regional Membership and Relationships* – Engage at least 3 non-member stakeholders through additional meetings and outreach activities, annually. (3-5 hrs/yr)
3. *Project Support* – Work with CRCRC staff to provide staff support for at least one specific CRCRC project, annually. (10+ hrs/yr)
4. *Project Identification and Implementation Support* – Work with CRCRC staff to identify potential projects that CRCRC could support or identify investments to support such a project. (5-10 hrs/yr)
5. *Quarterly Meeting Support* – Work with CRCRC staff to organize and host at least one quarterly meeting, annually. (2-5 hrs/yr)
6. *Organizational Development Support* – Work with CRCRC staff and the Steering Committee to identify and develop funding proposals for CRCRC. (5-10 hrs/yr)
7. *Ad-Hoc Committee and Working Group Support* – Work with CRCRC staff to facilitate an ad-hoc committee or working group. (12-18 hrs/yr)
8. *Other* – The CRCRC Steering Committee and staff are also willing to consider other in-kind service support that the non-profit organization may be able to provide.

The CRCRC also requests of each NGO that takes advantage of this modified structure to:

- Designate a point of contact that will work with the CRCRC staff to complete the in-kind services.
- Allow the CRCRC to add the organization’s Board of Directors to the CRCRC listserv.
- Track in-kind service hours to meet annual requirements.

SECTION 3: CHANNEL PARTNER STRUCTURE

The Channel Partner structure is created for agencies, organizations, and professional associations and networks interested in collaborating with the CRCRC to work toward our shared goals for the region, but are unable to join as a member due to budget constraints, conflicting governance policies, insufficient capacity or resources to satisfy the expectations of membership, or for any other reason deemed appropriate by the Steering Committee. Preference for Channel Partners will be given to those

organizations focused on environmental justice and/or those whose work centers on supporting frontline and underserved communities.

Channel Partners will engage in key CRCRC activities and serve as an outreach and communication conduit between the CRCRC and the Channel Partner organization's community of members and contacts.

Channel Partners are not able to participate in the CRCRC as a full member and cannot provide input on any letters of support that the CRCRC submits or be eligible to serve on the Steering and Executive Committees.

SECTION 4: ADDITIONAL MEMBER CONTRIBUTIONS

The CRCRC recognizes that from time to time individual member entities or combinations of entities may wish to assign greater resources to some issues and activities than the majority of voting members might choose to allocate from general dues payments earmarked for core activities. In such cases, sub-groups of interested members may make supplemental contributions dedicated specifically to addressing those issues or pursuing those activities as directed by sub-group members. CivicWell shall account for receipts and disbursements from such funds, and shall periodically report these to the Steering Committee and to the member entities contributing to those funds.

SECTION 5: DUES & CONTRIBUTIONS NOT REFUNDABLE

In order to permit the Steering Committee to plan for and oversee the implementation of CRCRC activities in an orderly, stable, and predictable manner, member dues and contributions are not refundable.

ARTICLE VI

ORGANIZATIONAL STRUCTURE

SECTION 1: STEERING COMMITTEE

The affairs of the CRCRC shall be managed by the Steering Committee. The Steering Committee provides strategic direction and general oversight of the CRCRC.

As the main management body of the CRCRC, the Steering Committee will weigh-in on the strategic direction of the collaborative and approve, on an annual basis, CRCRC's scope of work and budget. The Steering Committee will also approve the following:

- Membership applications to the CRCRC;
- Steering and Executive Committee members and guests;
- The position and responsibilities of the CRCRC Chair;
- The size, term-limit, and function of the Executive and Steering Committees;
- Structure and content of Webinars, Workshops, and Member Forums;

- Changes to the CRCRC budget, including potential funding opportunities or fee-for-service activities;
- Focus and scope of CRCRC research initiatives;
- Grant applications developed on behalf of the CRCRC;
- The establishment of advisory and ad hoc committees, including working groups;
- Modifications, edits, or updates to CRCRC governance (this document).

As such, the Steering Committee shall have the following responsibilities:

- Ensure that the CRCRC’s purpose and objectives are observed;
- Support the implementation of the CRCRC’s scope of work and annual priorities;
- Provide members with critical information related to their respective agencies’ participation in CRCRC activities;
- Support member recruitment, onboarding, and engagement efforts;
- Promote the work of the CRCRC to key stakeholders.

The Steering Committee may perform additional functions as identified throughout the course of the year. The Steering Committee may also have the CivicWell staff accomplish any of the above-mentioned activities.

SECTION 2: STEERING COMMITTEE NUMBER AND TERM

The Steering Committee will be no larger than 20 members. Each member of the Steering Committee shall hold his/her/their seat for the term of two years, with the option for re-election. Elections to the Steering Committee shall take place annually.

To become a Steering Committee Member, organizations should be a member of CRCRC for at least one year and have paid their most recent dues. Elections shall take place annually, in an electronic format, during the month of January. CRCRC members are encouraged to nominate themselves for election and can also recommend other members. New Steering Committee Members will join during the February Steering Committee Meeting after they receive a majority vote of approval from the existing Steering Committee. The Steering Committee may agree, by majority vote of the Committee, to hold a mid-year election for vacancies or other special situations.

When selecting new Steering Committee members, care will be paid to maintain geographic and organizational representation from Members throughout the greater Sacramento Region and strive to include at least one organization from each of the following agency types and sectors if possible depending on CRCRC’s membership composition:

- Councils of Government
- Municipalities
- Special Districts, Regulatory Agencies and Service Providers (includes: air, transportation, water, flood, etc.)
- Education (school districts, colleges and universities)

- Utilities
- Non-profit Organizations
- Business, Labor and Agriculture
- Professional Organizations

In general, the Steering Committee will prioritize individuals from organizations whose business responsibilities do not pose conflicts of interest to directing and guiding the activities of the CRCRC and whose work most clearly aligns with the purpose and function of the collaborative.

Each member of the Steering Committee shall designate an alternate to serve as that member’s voice and vote on the Steering Committee in case of absences. Both the primary and alternate representative will be added to the Steering Committee listserv but it is primarily the responsibility of the member and their alternate to keep each other informed on committee business. Alternates may participate in Steering Committee Meetings, but if the main representative is also present, they will not be able to vote on any CRCRC matters.

SECTION 3: OFFICERS

The Steering Committee may elect such officers, including but not limited to a Chair, Vice-Chair, Treasurer, Secretary, and Immediate Past Chair and may confer such powers and duties as the Steering Committee Considers necessary or convenient. Officers shall serve a term of two years, with the option for re-election. The Steering Committee, by majority vote, will elect its Chair and additional officers, if needed, at the start of each year. All members who have served at least two years on the CRCRC Steering Committee are eligible to run for CRCRC Chair.

The following identifies the specific roles and responsibilities for each Officer:

Chair

- Provides leadership and direction to the CRCRC, including feedback and guidance with strategic planning and annual priorities;
- Represents CRCRC at ARCCA Board meetings and events;
- Ensures that the Committee fulfills its responsibilities for the governance and success of the organization and achieves its goals. This includes ensuring that the Steering Committee functions properly and that the organization is managed effectively;
- Reviews and approve comment letters submitted on behalf of the CRCRC and its membership;
- Optimizes the relationship between the Committee, general membership, and any paid employees;
- Serves as the spokesperson for the organization and works to maintain key relationships within CRCRC and throughout the Capitol Region.

Vice Chair

- Assists the Chair with fulfilling their responsibilities for the governance and success of the CRCRC;

- Serves as backup for the Chair for ARCCA Board meetings and events.

Treasurer

- Oversees the CRCRC's financial future, including overseeing CRCRC's fundraising efforts;
- Helps identify, and supports, potential funding opportunities, including grants, fee-for service programs, and/or member recruitment.

Secretary

- Ensures responsible administrative of the CRCRC and its committees, including preparing agendas and minutes in consultation with members and the Chair, checking that a quorum is present, and ensuring implementation of agreed upon actions;
- Provide the link between the Executive Committee, Steering Committee, Working Groups, and any Ad Hoc Committees;
- Conduct an annual review of organizational and structural documents for the organization to identify any necessary changes. This should also include ensuring coordination between CRCRC and ARCCA structural documents.

Immediate Past Chair

- Provides continuity from one Chair to the next.
- Serves as an advisor for the Chair and other members of the Executive Committee by providing ideas, guidance, and expertise.
- Assists Executive Committee as requested.

Historically, the role of both Treasurer and Secretary have been filled by CivicWell Staff but this can be modified by a request from the CRCRC Chair and a majority vote from the Steering Committee.

SECTION 4: STEERING COMMITTEE MEETINGS

The Steering Committee will meet monthly or on an as-needed basis, to be determined by the Steering Committee at the start of each year. The Steering Committee meetings will be approximately one to two hours in duration. Every meeting will have an agenda circulated to Steering Committee members in advance of the meeting. Discussion items may be introduced by any member of the CRCRC Steering Committee, and notes from the meeting will be shared with the Steering Committee listserv.

Unless a concern is voiced at the beginning of a Steering Committee meeting and supported by a vote, alternates, provisional members, general members, and guests are welcome to stay for all non-deliberative portions of the meeting.

Notification of changes to the schedule of Steering Committee meetings will be made as far in advance as practicable; at least seventy-two (72) hours' notice will be prioritized. Meetings of the Steering

Committee will not be open to the general public and will be by invitation to general CRCRC members only.

If the Representative to the Steering Committee, or the designated alternate, misses three meetings in a row that have been properly noticed, the member will be notified in writing and their continued participation as a Steering Committee Member may be reassessed by the Steering Committee.

There may be circumstances where CRCRC participates in the pursuit or provision of grant opportunities, Request for Proposals (RFPs), social investment opportunities, or other funding, development, and/or partnership opportunities that may present a conflict of interest for individual members due to their agency, organization, or company's own interests in or policies related to the matter at hand. Prior to initiating any discussions related to the above-mentioned matters, the Steering Committee will provide members with the opportunity to recuse themselves from the discussion. This policy holds true for Executive Committee Meetings, Steering Committee Meetings, General Meetings, ad hoc meetings, and relevant communications through online channels including emails.

SECTION 5: EXECUTIVE COMMITTEE

The Steering Committee, by a majority vote of its members may designate and appoint an Executive Committee that can be made up of the Chair, Vice Chair, Treasurer, Secretary, Immediate Past Chair, and up to three Steering Committee members. If the Steering Committee decides to limit the size of the Executive Committee, disband the Executive Committee, or implement term limitations, the Steering Committee must do so by vote, either electronically or in person at a Steering Committee meeting.

Preference to serve on the Executive Committee will be given to members who have served on the Steering Committee for at least one year to limit disruptions to CRCRC's administrative functions. The Executive Committee shall work with the CRCRC staff to oversee the general governance of the Collaborative, ensure its financial health, and help oversee the activities of the CRCRC. The Executive Committee will not have the ability to make formal decisions that would otherwise require the vote of the full Steering Committee; instead they will help guide the CRCRC's efforts and provide proposals or suggestions to the full Steering Committee who will then make the final decision.

The CRCRC Executive Committee shall have the following responsibilities:

- Support the development of CRCRC's scope of work and annual priorities, including the annual theme;
- Review and provide feedback on CRCRC's annual budget and quarterly budget reports;
- Identify additional funding opportunities for the CRCRC and support proposal development;
- Approve official statements and positions advanced on the CRCRC's behalf in public forums;
- Execute any documents required to be executed in the CRCRC's name.

In the event that no Executive Committee is designated, the responsibilities will fall to the Steering Committee.

SECTION 6: AD HOC COMMITTEES

Ad hoc committees can be formed and disbanded by the Steering Committee. They may be created in order to make recommendations and pursue programmatic objectives and pilot projects. Said ad hoc committees may convene meetings without public notice. Members of the ad hoc committees shall determine meeting times and frequency. Members of the committees may include CRCRC members as well as non-members.

The committees shall provide technical and policy analysis and evaluation on specified projects and programs and make recommendations to the Steering Committee and CRCRC based on ad hoc committee research and findings.

SECTION 7: WORKING GROUPS

CRCRC Working Groups are established to focus on a key topic or theme by the Steering Committee. They are intended to expand CRCRC's capacity to pursue additional initiatives by leveraging the time and resources of multiple organizations and community members to maximize impact. Working groups can also be disbanded by the Steering Committee.

Each Working Group shall be composed of a Lead and Supporting Members. The responsibilities of each position are as follows:

- **Working Group Lead:** The lead of the working group must be a CRCRC member (with recommended support from a CRCRC Steering Committee member) to ensure a good flow of communication back to the Steering Committee and to ensure the Working Group is appropriately representing CRCRC.
- **Working Group Member:** Members of Working Groups can include CRCRC members, as well as non-members, including other agencies, organizations, community leaders, and subject matter experts working in the region. There may be times when the Steering Committee decides to form a Working Group that is only appropriate for, and composed of, CRCRC members.
- **CRCRC Staff:** CRCRC staff are able to provide limited administrative and coordination support to assist the Working Group, including scheduling and determining the structure for meetings, coordinating with Working Group and CRCRC members, and disseminating final materials to the public and CRCRC members. The Working Group Lead is encouraged to manage agendas, notes, and follow-up action items.

SECTION 8: GENERAL MEETINGS

- General Meetings will be held, on average, quarterly.

- General Meetings are free and open to all CRCRC members and, if agreed to by the CRCRC Steering Committee, the public.
- Agendas will be circulated to members and other interested parties in advance of the meeting.
- Discussion items may be suggested by any member of the CRCRC.
- Should a vote be necessary, only members in good standing of the CRCRC may vote at General Meetings.
- The emphasis of these meetings is informational.

SECTION 9: DECISION MAKING

Consensus is a decision-making process that aims to find common ground and solutions that are acceptable for all persons involved in making decisions. The Steering Committee, and the CRCRC as a whole, will strive to come to a consensus on all decisions and actions taken on behalf of the CRCRC. There must be a quorum present for the decision-making process to be valid.

Unless otherwise stated, a majority (50%+1) vote will govern decisions and actions taken by the Steering Committee. Votes may be taken verbally in-person and virtually (e.g., surveys, emails, Zoom chat).

Steering Committee members may oppose the format by which votes are taken and are asked to communicate their opposition to the CRCRC Coordinator.

SECTION 10: OFFICIAL STATEMENTS AND POSITIONS

All members will have the opportunity to sign on to CRCRC’S official statements, positions, or documents. Members are not required to sign on to official statements, positions, or documents prepared by the CRCRC on behalf of its members, especially if these documents contradict the member organization’s official statement, position or document.

ARTICLE VII FINANCIAL & ADMINISTRATIVE PROVISIONS

SECTION 1: FISCAL MANAGEMENT AND OVERSIGHT

The CRCRC is established as a program within CivicWell (formerly the Local Government Commission). CivicWell will establish, maintain and account for a project budget to receive and disburse cash and other property contributed to support the CRCRC. CivicWell will subcontract with any entities and contractors, as needed, to support the CRCRC’s efforts and work plan. CivicWell will provide updates on the CRCRC’s budget on a quarterly basis, or as requested, to the Steering Committee.

CivicWell (formerly the Local Government Commission), a 501(c)(3) corporation established in 1983, is a nonprofit supporting sustainable policies and the community leaders who implement them. CivicWell is committed to building a sustainable, healthy, equitable, prosperous, and resilient future for every

community by inspiring, equipping, connecting, and cultivating leadership for local innovation and community change.

CRCRC funds will be utilized for the following purposes:

- Staff time and associated expenses (e.g. organizational tools and systems);
- Administrative costs related to invoicing and budget management;
- Website maintenance and upkeep;
- Annual ARCCA dues;
- Event materials, tools, and resources (for both in-person and virtual activities).

SECTION 2: LOANS & DISBURSEMENTS PROHIBITED

No loans or disbursements, other than reimbursements for expenses actually incurred on behalf of the CRCRC and supported by receipts or other appropriate documentation, shall be made by the CRCRC or the CivicWell to any Committee member or to any officer.

SECTION 3: FISCAL YEAR

The last day of the fiscal year of the CRCRC shall be December 31.

SECTION 4: BOOKS AND RECORDS

The CRCRC shall keep, at CivicWell's office at 980 9th St, Suite 1700, Sacramento, CA 95814, or at another location directed by the Steering Committee, signed originals or accurate copies of the Background, Purpose and Objectives Document; current copies of the Governance Bylaws, CRCRC membership records (including names, addresses, classes of membership, and designated representatives), and any meeting notices, minutes, and other documents generated or maintained by or on behalf of the Steering Committee, if any; as well as correct and adequate records of CRCRC accounts and finances maintained by CivicWell. Records may be written or electronic if capable of being converted to writing, and shall be open upon reasonable notice and at reasonable times to inspection by any member of more than three (3) months' standing or its representative, for purposes reasonably related to its membership interests and not inconsistent with or adverse to the CRCRC's mission, principles or interests. Any costs of inspecting or copying shall be borne by the member. The use, disclosure, dissemination or sale of members' lists, meeting minutes, accounting records or any other CRCRC documents obtained by inspection for any purpose actually or potentially detrimental to CRCRC interests, is strictly prohibited.

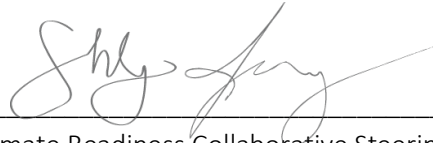
SECTION 5: AMENDMENT OF GOVERNANCE BYLAWS

This Governance Bylaws document may be altered, amended or repealed by the affirmative vote of a majority of the Steering Committee at a properly noticed meeting.

CERTIFICATION

ADOPTION

Shelley Jiang, as the 2022 Chair of the Capital Region Climate Readiness Collaborative, hereby certifies that the foregoing CRCRC Governance Bylaws were duly adopted by the Steering Committee as of April 8th, 2022.



Shelley Jiang, Chair, Climate Readiness Collaborative Steering Committee

AMENDMENTS
