

## PCZ'S NOTES AND COMMENTS ON MCTC BYLAWS

February 29, 2016

### 1) REVIEWED THE FOLLOWING DOCUMENTS:

- o MCTC Bylaws - approved December 7, 2015;
- o MCTC and County of Mendocino Standard Services Agreement - effective ?;
- o Chapter 5.140 - Mendocino County Lodging Business Improvement District - Section 5.140.020; Ordinance No. 4170 (adopted in 2006) to become Ordinance No. 4336 as modified on May 19, 2015, and effective on June 18, 2015;
- o Parking and Business Improvement Area Law of 1989;
- o Mendocino County BID Annual Report - DRAFT for FY 2016-2017; and,
- o BID Advisory Board Bylaws - revised and approved October 29, 2015.

### 2) COMMENTS ON MENDOCINOTOURISM.ORG WEBSITE:

- o Copy of the Ordinance on website is not the most recent; the definitions section does not include "Contractor"; does not include effective date;
- o Mistake on: Contracts and Reports, Research, SMG Consulting Documents, 2014 Marketing Study: CMG Memorandum - should be SMG;

### 3) GENERAL COMMENTS ON BYLAWS IN RELATIONSHIP TO ABOVE DOCUMENTS:

- o Inconsistent (some in caps, others not) with the following words:  
Corporation(s), Officer(s), Executive (Director), Board, Director(s), Bylaws, Committee(s), Standing Committees;
- o Uses "Executive" and "Executive Director" - what is the actual title to be?
- o No reference in the MCTC Bylaws regarding interaction with the BID Advisory Board, i.e., providing MCTC/VMC staff assistance in the preparation of the BID Annual Report; even though MCTC's responsibility in this regard is clearly indicated in the documents listed above. (BID Bylaws, MCTC/County contract as Appenix A, etc.); and,
- o Reference throughout is given to the "Mendocino County Ordinance No. 4170, Section 5.140.250", however, no mention of its being modified/amended to "Ordinance No. 4336, Section 5.140.040" adopted by the BOS May 19, 2015;
- o Page 3 - 4, Section 5.3: need for all of the listings in (a) and (b) to conform to the Ordinance, which specifies ..... "elected by and from all".....; by deleting "and from" it changes the meaning and intent that these elected members are not only elected by each category, but must also come from those categories - and even though this section begins with a statement that the election shall

conform with the Ordinance, I see no reason why this should not reflect this requirement here;

- o Page 4, Section 5.4: This section is titled “Qualifications”, however, it has a description of term limits, etc. This need to be moved up and made a part of the paragraph preceding this section - which also discusses terms;
- o Page 7 - 8, ARTICLE 6, Section 6.1:
  - (a) indicates that Chair of the Board can appoint Committee Chairs “if there is no volunteer”, this contradicts the statement for (iv) (v) and (vi) on page 8, that for those Committees ....“the Committee Chair shall be elected by a majority of the committee members”.

For Committees (i), (ii) and (iii) missing is that those Directors are “voting” members of those Committees; which, however, is stated for the Committees in (iv), (v) and (vi); and,

For Committees (iv), (v) and (vi), indicates that 6 of the seven members are to be “at-large”; however, there is no mention of a process in order to either nominate or ask for volunteers for “at-large” members.

#### **4) BID ANNUAL REPORT RECOMMENDATIONS POSSIBLY AFFECTING MCTM BYLAWS:**

- o Expedite steps to complete the legal transition from VMC to MCTC, by establishing “VMC Doing Business As”;
- o BOS by resolution, name the MCTC as the County’s official Contractor; and,
- o Explore the possibility of making changes to the current process of providing nominations to the BOS for seats on the BID Advisory Board - should MCLA not be able to provide the required nominations from the lodging community in a timely manner, it would by default be the responsibility of the MCTC Lodging Board members only, to provide candidate names to the BOS.

#### **5) QUESTIONS:**

- o MCTC April Meeting to be held on the Coast?