

**SUMMARY OF THE REVIEW OF MCTC BYLAWS - REVISED DRAFT FOR BOARD DISCUSSION**  
PREPARED APRIL 4, 2016

**1) BYLAWS REVIEWED IN RELATIONSHIP TO THE FOLLOWING:**

- a. MCTC Bylaws - approved December 7, 2015;
- b. MCTC and County of Mendocino Standard Services Agreement; January, 2016;
- c. 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; effective on June 18, 2015;
- d. Parking and Business Improvement Area Law of 1989;
- e. Mendocino County BID Annual Report - DRAFT for FY 2016-2017;
- f. BID Advisory Board Bylaws; revised and approved October 29, 2015; and,
- g. Reviewed specific proposed changes with Jennifer O'Brien.

**2) APPROACH FOR BYLAW REVISIONS AS PROPOSED:**

- a. To be consistent with the above documents;
- b. Included revisions suggested by the MCTC Bylaws Committee;
- c. Addressed inconsistencies with punctuation, capitalization, titles and grammar, throughout the document;
- d. Clarified and/or defined terms; and,
- e. Revised/changed intent in specific areas.

**3) REVISIONS/ADDITIONS PROPOSING BYLAW CHANGES AS TO INTENT:**

- a) ARTICLE 2, Purpose - page 1:

This revision added in order to identify the relationship between MCTC and the BID Advisory Board

*"This Corporation shall also assist the Mendocino County Business Improvement District Advisory Board ("Advisory Board") in the performance of its responsibilities under the Parking and Business Improvement District Law of 1989 (Sections 36500 through 36551, as amended by the California Streets and Highways Code), and shall provide those services pursuant to the Agreement entered into January 12, 2016 between Mendocino County and MCTC, as set forth in Exhibit "A", Item 7, a. through f".*

- b) ARTICLE 5, Directors - Section 5.3, (a)(i) thru (v); and (b)(i) thru (vi) - pages 3 and 4:

This revision adds "and from" following elected by or nominated by as stated. The intent in each instance is that all candidates must also be "from", and not just elected or nominated by, each of those categories - as stated in current County BID Ordinance.

- c) ARTICLE 6, Committees - Section 6.1, (a) - page 7:

This revision changes the authority of the Board Chair from making all appointments of Committee Chairs should there be no volunteers; which is in contradiction to the stated intent under each Committee description - for those Committees, limited to 3 members - (i), (ii) and (iii) - Chairs are already identified/appointed. However, for those

Committees with more than 3 members - (iv), (v) and (vi) - it specifies that Chairs be elected by a “majority of Committee members”.

d) ARTICLE 6, Committees - Section 6.1, (c) - page 7:

This revision limits the authority of the Committees from taking any final action without Board approval; and instead limits Committees to only providing recommendations to the Board - pursuant to requirements of Corporation Law. However, the intent is not to restrict Committees from taking whatever action is necessary for deliberating and forming such recommendations.

e) ARTICLE 6, Committees - Section 6.1, (d) (ii) - page 7:

This revision proposes to change what is currently stated as the authority of the Personnel Committee for establishing compensation, and annual increases for the Executive Director without Board approval. This is in direct contradiction to ARTICLE 6, Section 6.3 which requires a “resolution by the Board”; and to Article 8.2 which states such action is “subject to approval by the Board”. This would also be in contradiction to this ARTICLE, Section 6.1, (c), should it be revised to limit Committee authority.

f) ARTICLE 6, Committees - Section 6.1, (d), (iii) - page 8:

This revision proposes that the Organizational Development Committee be responsible for developing and establishing a process for recruitment and selection of “at-large” members as currently, descriptions for Committees (iv), (v) and (vi), indicates that six of the eight members are to be “at-large”; however, there is no established process for their selection and inclusion as Committee members.

g) ARTICLE 6, Committees - SECTION 6.1, (d), (iv), (v) and (vi) - page 8:

This revision proposes to change the total number of voting members for the Marketing, Visitors Services, and Festival Committees from seven to eight; thereby allowing the Executive Director or its designee to also have voting privileges.

h) ARTICLE 9, Other Provisions - Section 9.3 - page 12:

This revision proposes to clarify, as currently stated, that amendments or new Bylaws would have to be approved by the County BOS. Instead, this revision allows for only the MCTC Board to make and approve any new Bylaws and/or Bylaw changes, while ensuring that they would not be in conflict with the County BID Ordinance.

i) CERTIFICATE OF SECRETARY - page 14:

Since these revisions are being made to the original Bylaws, and those are the Bylaws of the “Corporation” called MCTC, it would seem that this section should be revised by deleting reference to VMC; and therefore, the signer should be the Secretary of MCTC, not VMC. Also, the date when document is effective and is signed needs to be changed.