



**MENDOCINO COUNTY TOURISM COMMISSION, INC.  
ADHOC BYLAWS COMMITTEE  
MINUTES**

**DATE:** Thursday, February 29, 2016  
**TIME:** 2:00 PM  
**PLACE:** MCTC 345 N. Franklin Street, Fort Bragg, CA 95437  
**GUEST(S):** Jodi Smith (Minute taker)

- I. CALL TO ORDER- The Chair called the meeting to order at 1:04 PM
- II. ROLL CALL- John Kuhry (phone-in), Pauline Zamboni, Richard Strom
- III. PUBLIC COMMENT- No comments

REVIEW AND MAKE RECOMMENDATIONS FOR CHANGES TO BYLAWS-The Committee reviewed Pauline's notes in depth (see Attachment) which included among other items, correction of basic punctuation and capitalization of the words: Corporation, Director, Committee, Officers etc. They discussed the need to reference MCTC's interaction with the BID Advisory Board correctly. They determined that clarification on the process for election of Committee members may be a duty of the Organizational Development Committee. Clarification is also needed on what happens after being termed out; whether there is a hiatus required or not. Language on action items being recognized as recommendations to the BOD should clarify a) if the BOD chair could empower Committees and b) absent that Committees would require BOD approval. The Commission requires BOD clarification on several definitions within the Bylaws such as defining of "agent" versus "contractors" and "Executive" versus "Executive Director". They also recognized a need to determine the procedure for amendments that require County approval. The Committee discussed creating a contingency plan if no nominations are given to the BID Advisory Board then allowing MCTC lodging members to submit names for consideration. The Committee will continue editing and revising the Bylaws using Track Changes in Word for submission to the BOD at a future meeting.

RECOMMENDATIONS: The Committee recommends the BOD make MCTC as a contractor instead of VMC.

- IV. NEXT MEETING DATE-The next meeting to be determined by Doodle poll
- V. ADJOURN-The Chair adjourned the meeting at 2:09 PM.