

SUMMARY OF THE REVIEW OF MCTC BYLAWS - REVISED DRAFT FOR BOARD DISCUSSION
PREPARED MARCH 5, 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 PROPOSING BYLAW CHANGES TO INTENT:

a. Article 5, 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.

b. ARTICLE 6, 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) - that Chairs be elected by a “majority of Committee members”.

c. ARTICLE 6, 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 to deliberating and forming such recommendations.

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

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

e. ARTICLE 6, Section 6.1, (d) (ii) - page 8:

This revision proposes to change the authority of the Personnel Committee for establishing compensation, and annual increases for the Executive Director without Board approval. As it is now stated, 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 9, Section 9.3 - page 13:

This revision proposes to clarify, as now 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.

4) ITEMS POSSIBLY AFFECTING THE BYLAWS FOR BOARD DISCUSSION:

- a. Request the BOS to replace “Contractor” with “MCTC” in the County BID Ordinance;
- b. Any changes resulting from the completion of the process for the legal transition from VMC to MCTC, by establishing “VMC, doing business as (dba);
- c. Consider the possibility of MCTC’s participation in the nomination process for the selection of BID Advisory Board members. By opening the existing process whereby all candidates being nominated for consideration by the BOS only through the MCLA; and instead, allowing nominees to also come from MCTC, as well as other organizations and/or individuals; and,
- d. Consider adding a reference to the Bylaws regarding the responsibilities by, and interaction between, MCTC and the BID Advisory Board - pursuant to the current BID Ordinance and the AGREEMENT between MCTC, EXHIBIT A, item 7., a. through f. In summary states, that the Contractor (now MCTC) “shall assist the Advisory Board in the performance of its responsibilities under the ...Law of 1989... including but not limited to, “Assisting the County and paying for the costs of convening of meetings of the Advisory Board”; and in the “preparation of the BID Annual Report...”.