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To: Visit Morgan Hill Board

From: Advisory Committee: Edith Ramirez

Date: June 27, 2022

Subject: Bylaws Amendments to Article V: Directors

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#### RECOMMENDATION:

It is recommended the Visit Morgan Hill Board:

- 1) Approve Amendments to the Visit Morgan Hill Bylaws Article V: Directors

*Recommended changes include redlines below:*

#### ARTICLE V DIRECTORS

Section 1: Number. The Corporation shall have **at least up to** nine (9) but **no less than seven (7)** Directors. Each Director shall have one vote. A reduction in the number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 2: Tenure. Each Director of the Corporation shall serve for a term of two (2) years.

Section 3: Initial Appointment. The initial members of the Board of Directors shall be appointed by the incorporator of the Corporation. The initial Directors shall serve for staggered terms of one (1) or two (2) years. At the first duly constituted meeting of the Board of Directors, the initial Board members shall draw lots to determine their individual terms.

Section 4: Criteria. Among the nine (9) Directors: A. **Up to** Four (4) **but not less than three (3)** directors shall be owners or approved managers of lodging businesses paying the Morgan Hill Tourism Business Improvement District (MHTBID) assessment; and B. Two (2) directors shall be City of Morgan Hill staff members representing Community Services and Economic Development and shall be appointed by the Morgan Hill City Council; and **up to three (3) but not less than one (1) total director(s) shall represent** C. **One (1) director shall represent** a winery located in the Morgan Hill region, be in good standing with the Wineries Association of Santa Clara County; and D. **One (1) director shall be a representative of** an entity associated with sports recreation tourism involved in Morgan Hill; and E. **One (1) director shall be a representative of** the community at large with an interest in tourism.

Section 5: Annual Election. Election of Directors shall take place at the February meeting of the Corporation. Directors shall be elected by the Board.

Section 9: Filling Vacancies. Vacancies on the Board **must be filled within sixty (60) days and** may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum, by **either: A. T** the affirmative vote of a majority of Directors then in office at a meeting held according to the notice provisions of these Bylaws and the Ralph M. Brown Act. **; or B. A sole remaining Director. C. Vacancies must be filled within sixty (60) days.**

#### *Quorum to Remain Unchanged*

Section 7: Quorum. At any meeting of the Board, a majority of the Directors of the Board, including at least two (2) Directors of the Board representing lodging businesses, shall constitute a quorum. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.