

MCCVB Board Resolutions Background information

Upon review of the current Bylaws by Civitas, it was noted that Article XI Conflict of Interest may have been misinterpreted by the organization. The section reads:

“No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation’s Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless:

- (a) The material facts as to the transaction and such Director’s interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon; or
- (b) The material facts regarding such Director’s financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction, and such contract of transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.”

This section has been revised in the Draft MCCVB Bylaws as follows:

Section 14: Contracts with Directors. A mere common Directorship does not constitute a material financial interest within the meaning of this Section. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any domestic or foreign corporation, firm or association in which one or more of the Corporation’s Directors has a material financial interest, is either void or voidable because such Director or Directors or such other corporation, business corporation, firm or association are parties or because such Director or Directors are present at the meeting of the Board or a Committee thereof which authorizes, approves or ratifies the contract or transaction if:

- A. The material facts as to the transaction and as to such Director’s interest are fully disclosed or known to the Board of Directors and such contract or transaction is approved by the Board of Directors in good faith, with any membership owned by any interested Director not being entitled to vote thereon;
- B. The material facts as to the transaction and as to such Director’s interest are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director or Directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or
- C. As to contracts or transactions not approved as provided in A or B above, the person asserting the validity of the contract or transaction sustains the burden of proving that

the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

The Resolutions contained in this agenda item are in response to and satisfy the requirements of the current and proposed Bylaws as approved by legal review by approving a maximum volume of contracts and/or transactions that may occur between the organization and a Director.

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting Board of Directors meetings and providing rooms and meals for media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Carmel Mission Inn the provision of audio visual equipment, meals and meeting space for up to two meetings of the Board of Directors and up to fifty hotel room nights for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meals, meeting space, and hotel room nights shall be provided at or below current menu and room rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Buescher

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting board meetings, group sales travel and tour clients, FAM tours, site visits, team travel and public relations and media professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Hyatt Regency Monterey for the provision of audio visual equipment, meals and meeting space for up to two Board meetings, and 125 room nights and 60 meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meeting space, meals, room nights and audio visual equipment shall be provided at or below current room and menu rates.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: McNally

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry hosting Board of Directors meetings, group sales and tour and travel client FAM tours and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Ventana Big Sur & Carmel Valley Ranch for the provision of up to two meals for board meetings with room and audio visual equipment, fifty room nights and fifty meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meeting space, meals and audio visual equipment; hotel rooms and meals shall be provided at or below the current room rate or menu rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Becker

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting Board of Directors meetings, group sales and tour and travel client FAM tours and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Asilomar Conference Grounds for the provision of up to audio visual equipment, meals and meeting space for up to two board meetings, 125 room nights and 40 meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meals, audio visual equipment and meeting space for board meetings, hotel rooms and meals for travel professionals shall be provided at or below the current room and menu rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Hennessy

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting group sales and tour and travel client FAM tours and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Big Sur River Inn for the provision of up to fifty room nights and twenty meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the hotel rooms and meals shall be provided at or below current menu rate or room rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Aldinger

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting board meetings, group sales and tour and travel client FAM tours and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Monterey Marriott Hotel for the provision of meals, meeting space and audio visual equipment for up to two Board meetings, and up to 125 room nights and 40 meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meals, meeting space and audio visual equipment for Board meetings, and hotel rooms and meals for travel professionals shall be provided at or below current room or menu rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Boskoff

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting Board of Directors meetings, group sales and tour and travel client FAMs and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Portola Hotel & Spa for the provision of meeting space, meals, and audio visual equipment for up to two Board meetings, and up to 125 hotel rooms and 40 meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meals, meeting space and audio visual equipment for Board meetings, hotel rooms and meals for travel professionals shall be provided at or below current menu or room rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Chicourrat

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry hosting Board of Directors meetings, group sales and tour and travel client FAMs and site visits and media and public relations professionals and content activations, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Monterey Bay Aquarium for the provision of up to meeting space, audio visual equipment and meals for up to two Board meetings, and up to 20 room nights, 40 meals and 300 admissions for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meeting space, audio visual equipment and meals for Board meetings, accommodations and meals for travel professionals, and complimentary admissions for travel professionals shall be provided at or below current ticket price, menu rate, or room rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Hahn

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting group sales and tour and travel client FAM tours and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Cannery Row Company (The Sardine Factory) for the provision of up to thirty meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the meals shall be provided at or below current menu rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Mandeville

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting Board of Directors meetings, group sales and tour and travel client FAMs and site visits and media and public relations professionals and content activations, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with Downtown Dining (Rio Grill, Tarpys, Montrio Bistro) for the provision of meals, meeting space and audio visual equipment for up to two Board meetings, and up to forty meals, and chefs and supplies for sales, marketing, media and public relations professionals and content activations.

Resolved, that such agreement(s) shall provide that the meals, meeting space and audio visual equipment for Board meetings, meals for travel professionals shall be provided at or below current menu or room rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Tollner

Chairperson

ATTEST: _____
Secretary

**Resolution of the Board of Directors
Of the Monterey County Destination Marketing Organization, Inc.**

Whereas, the Monterey County Destination Marketing Organization, Inc. (“DMO”) is engaged in marketing the destination to enhance and promote the Monterey County travel industry; and

Whereas, the DMO’s Board of Directors includes members of the travel industry, including representatives of hotels, conference facilities, restaurants, and visitor attractions; and

Whereas, it is from time to time necessary for the DMO to conduct business with hotels, conference facilities, restaurants, and visitor attractions (“Interested Businesses”) that have a representative on the Board of Directors (“Interested Directors”); and

Whereas, the Board of Directors desires to ensure the conduct of business with any Interested Business is just and reasonable to the Corporation, and approved in good faith without counting the vote of the Interested Director; and

Whereas, the material facts as to the transactions and the Interested Director’s interest have been fully disclosed to the Board of Directors at a meeting held on October 26, 2016;

Now, therefore, be it resolved that:

Resolved, that in order to enhance the tourism industry by hosting group sales and tour and travel client FAM tours and site visits and media and public relations professionals, the President / CEO or a staff person designated thereby, is authorized to enter into an Agreement or Agreements with The Lodge at Pebble Beach & Casa Palmero for the provision of up to fifty room nights and fifty meals for sales, marketing, media and public relations professionals.

Resolved, that such agreement(s) shall provide that the hotel rooms and meals shall be provided at or below current menu or room rate.

The term of this Resolution shall be for one year, from November 1, 2016 through October 31, 2017.

AYES:

NAYES:

ABSTAIN: Weaver

Chairperson

ATTEST: _____
Secretary