Board of Directors Meeting

Friday, October 23, 2026
10:00 a.m.
Visit Carlsbad Office: 3088 State Street #103, Carlsbad 92008

Agenda

1. Welcome & Call to Order — **Stripe**

2. Self-Introductions — **Stripe**

3. Public Comment — **Stripe**
Members of the public are welcome to make comments on items on the agenda and not on the agenda.

4. Informational Items

4.1 CEO Report: July – September 2026 — **Sidoriak**

4.2 Financial Update — **Sidoriak**

4.3 Independent Auditor's Report — **Lee**

5. Action Items

5.1 Approval of July 24, 2026 Meeting Minutes — **Stripe**
Board members will review and consider for approval the minutes of the prior meeting.

5.2 Selection of Independent Accounting Firm — **Lee**
Board members will discuss and consider re-engaging Gursey | Schneider to perform the audit for the fiscal year ended June 30, 2027.

5.3 Approval of First Amendment to Bylaws — **Stripe**
Board members will consider an amendment to the Amended and Restated Bylaws Adopted July 24, 2023 to add clarity to board terms and designated payor seats.

6. Adjournment — **Stripe**

Future meeting dates: January 22, 2027, April 19, 2027, July 21, 2027, October 19, 2027

BROWN ACT: Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting and 24 hours prior to a special meeting. Action may not be taken on items not posted on the agenda. Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Tina Burke at (760) 248-8478 at least 48 hours prior to the meeting.

NOTICE TO PUBLIC: You are welcomed and encouraged to participate in this meeting. Public comment is taken (3 minutes maximum per person) on items listed on the agenda when they are called. Public Comment on items not listed on the agenda will be heard at the meeting as noted on the agenda. Comments on controversial items may be limited and large groups are encouraged to select one or two speakers to represent the opinion of the group. The order of Agenda items is listed for reference and may be taken in any order deemed appropriate by the Board of Directors. The Agenda provides as a general description and staff recommendations; however, the Board of Directors may take action other than what is recommended.

Board of Directors Meeting Minutes

Meeting Details
Date: July 24, 2026
Time: 11:30 a.m.
Location: Visit Carlsbad Office - 3088 State Street #103, Carlsbad, CA 92008

Attendees
Quorum confirmed with the following six members in attendance in person:

Board Members
Tim Stripe, Chair
Kurt Stocks, Vice Chair
Randal Chapin, Member
Chad Eding, Member
Thomas Lee, Member
Geoffrey Parkford, Member

Other Attendees
Kim Sidoriak, President & CEO, Visit Carlsbad
Tina Burke, Director of Finance & Administration, Visit Carlsbad

Absences
Craig Martin, Secretary/Treasurer

1. **Call to Order**
   Meeting called to order by Chair Stripe at 11:31 a.m.

2. **Self-Introductions**
   Self-introductions were omitted as all in attendance knew each other.

3. **Public Comment**
   Chair Stripe called for public comments; there was none.

4. **Informational Items**

   4.1 Sidoriak presented highlights of the quarterly (April – June 2026) CEO report

   4.2 Sidoriak shared information on destination management in Carlsbad.

   4.3 Sidoriak presented preliminary financial information for the year ended June 30, 2026 which was provided to the board in advance of the meeting.

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4.4 Stripe presented an update on the CEO bonus for fiscal year ended June 30, 2026

5. Action Items

5.1 Approval of April 24, 2026 Meeting Minutes

Chair Stripe presented the April 24, 2026 board meeting minutes for approval.

Motion to approve the April 24, 2026 board meeting minutes was made by Chapin; seconded by Stocks.

Vote:
In favor: Chapin, Eding, Lee, Stripe
Abstain: Parkford, Stocks

Motion passed.

5.2 Approval of June 1, 2026 Meeting Minutes

Chair Stripe presented the June 1, 2026 board meeting minutes for approval.

Motion to approve the June 1, 2026 board meeting minutes was made by Parkford; seconded by Lee.

Vote:
In favor: Eding, Lee, Parkford, Stripe
Abstain: Chapin, Stocks

Motion passed.

5.3 Approval to Re-engage Gursey | Schneider for Fiscal Year 2026 Audit

The board discussed re-engaging Gursey | Schneider to perform the audit for fiscal year ended June 30, 2026.

Motion to approve re-engage Gursey | Schneider to perform the audit for fiscal year ended June 30, 2026 was made by Parkford; seconded by Chapin.

Vote: All in favor.

Motion passed.

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6. Adjournment

Chair Stripe called to adjourn the meeting at 12:28 p.m.

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Craig Martin, Secretary/Treasurer

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FIRST AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF

CARLSBAD CONVENTION AND VISITORS BUREAU
DBA VISIT CARLSBAD
ADOPTED AS OF JULY 24, 2023

This First Amendment to the Amended and Restated Bylaws of Carlsbad Convention and Visitors Bureau, dba Visit Carlsbad (the "Corporation"), adopted as of July 24, 2023 (the "Bylaws"), is adopted by the Board of Directors effective [DATE].

Article IV, Section 2 is deleted in its entirety and replaced with the following:
Section

Section 2. NUMBER AND QUALIFICATION.

There shall be no less than seven and no more than nine Directors on the Board of Directors. All Directors must be owners or representatives of assessed lodging businesses in the Carlsbad Tourism Business Improvement District ("CTBID").

Three Director seats ("Designated Payor Seats") shall be held by representatives designated by the three highest CTBID assessment payors, as determined based upon CTBID assessments paid during the immediately preceding fiscal year. A single payor may represent multiple properties within the CTBID that have common ownership.

The annual determination of the three highest CTBID assessment payors shall become effective on November 1 following the end of the applicable fiscal year. If a lodging business continues to qualify for a Designated Payor Seat, its existing designee shall continue to serve without any requirement for the lodging business or the Corporation to reconfirm the designation.

Each lodging business entitled to a Designated Payor Seat shall have the sole authority to designate the individual who will serve as its representative on the Board. The lodging business may replace its designee at any time by providing written notice to the Corporation from an authorized representative of the lodging business. A designation or replacement shall become effective upon receipt of such written notice, or on a later date specified in the notice, and shall not require nomination, election, approval, confirmation, or ratification by the Board of Directors.

If the annual determination of the three highest CTBID assessment payors results in a change in a lodging business entitled to a Designated Payor Seat, the term of the existing designee associated with the lodging business that no longer qualifies shall end effective October 31, and the newly qualifying lodging business shall be entitled to designate its representative effective November 1. If the newly qualifying lodging business has not provided a designation by November 1, the Designated Payor Seat shall remain vacant until such designation is received.

All Director seats other than the Designated Payor Seats shall be filled by election of the Board of Directors in accordance with these Bylaws.

Each Director shall have one vote on any matter before the Board.

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Article IV, Section 3(2) is deleted in its entirety and replaced with the following:

2) How Filled.

A vacancy in a Designated Payor Seat shall be filled solely by designation of the lodging business then entitled to that seat in accordance with Section 2 of this Article. No election, approval, confirmation, or ratification by the Board of Directors shall be required.

A vacancy in any other Director seat shall be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by either:

a. 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.

A Director elected to fill a vacancy shall begin a new three-year term as provided in Section 7 of this Article and shall not merely complete the unexpired term of the departing Director.

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Article IV, Section 4 is deleted in its entirety and replaced with the following:

Section 4. DATE OF ANNUAL SELECTION.

Except for Designated Payor Seats, Directors shall be elected by the Board of Directors. An election may occur at any regular or special meeting of the Board in accordance with these Bylaws and applicable law.

Designated Payor Seats shall not be subject to election by the Board and shall be filled in accordance with Section 2 of this Article.

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Article IV, Section 7 is deleted in its entirety and replaced with the following:

Section 7. TERM OF OFFICE.

1) Elected Directors. Each elected Director shall serve a term of three (3) years commencing on the effective date of the Director's election.

   A Director elected to fill a vacancy shall begin a new three-year term and shall not serve only the remainder of the departing Director's term.

   An elected Director shall be eligible for re-election upon expiration of each term.

2) Designated Payor Seats. A Director serving in a Designated Payor Seat shall not be subject to a three-year term. Such Director shall serve until the earliest of the following: the Director resigns; the lodging business replaces its designee; the Director no longer qualifies as a representative of the lodging business; the lodging business ceases to be entitled to a Designated Payor Seat; or the Director is otherwise removed in accordance with these Bylaws.

   A lodging business that remains entitled to a Designated Payor Seat may continue the same designee without periodic reconfirmation or redesignation.

3) Eligibility for Re-selection. An elected Director shall be eligible for re-selection as a Director at any time after each term. Nothing in this subsection shall limit the authority of a lodging business entitled to a Designated Payor Seat to continue or redesignate its representative.

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Continuing Effect

Except as expressly amended herein, all other provisions of the Bylaws shall remain unchanged and in full force and effect.

This Amendment shall become effective upon its adoption by the Board of Directors.