



# CALLICOON BUSINESS ASSOCIATION

## 2018 Monthly General Meeting 9.25.18 | MINUTES

Meeting date | time 9/25/18 | 5:30 pm | Meeting location The Callicoon Caffe | Callicoon, NY

Meeting called by:	<b>Andrea Reynosa</b> (absent)	Timekeeper:	<b>n/a</b>
Facilitator:	<b>Nicole Vallance</b> , Secretary	Call to Order	<b>5:41 pm</b> by Nicole Vallance
Note taker:	<b>Nicole Vallance</b> , Secretary	Adjourned	<b>7:02 pm</b> by Nicole Vallance

Officers: Nicole Vallance, *Secretary*, Tom Dent, *Treasurer*, John Erik Karkula, *Board Member*.

Attendees: Patti Moorhead, Evan Eisenberg, Wayne Karright, Irene Nickolai, Rachel Littman, Debbi Knack, Noma Lacey, Peg Luty, Lori Grant, Eva Barnett, Rosie DeCristofaro, Danielle Hilson, Tanyia Vannatta, Fatima Y., Joe Tinari, Jerome Dally, Seth Feinberg, Krissy Smith, Tom Rigney, Kate Hawks, Lynne Freda, Gina Fenton & Wayne.

### AGENDA TOPICS

Agenda topic President's Report | Presenter *President Away (Given by Secretary, Nicole Vallance)*

- Recap from Sunday, 9.23.18 Special Board Meeting:
  - Artwalk 2018, The Committee's co-chair nominations (Patti Moorhead, Irene Nickolai & Krissy Smith), Proposal & Revised Budget (Approx. \$2,200) were approved.
  - Krissy Smith was nominated & confirmed (unanimously) as Events Committee Chair.
  - Fundraising Committee has been re-established.
  - Gina Fenton was nominated & confirmed (unanimously) as Fundraising Committee Chair.

Agenda topic Treasurer's Report | Presenter *Tom Dent*

- There is in excess of \$10,000 in the bank currently, including \$2,200 earmarked for Artwalk.
- JEK (Beautification) has been filing required reports with Sullivan Renaissance & Candy Sales have raised approx. \$3,000 over the past 2 years for Beautification. 2018 dues brought in approx. \$5,000. We are in very good shape right now and will be going into the new year. Catskill Hudson has provided Reports to demonstrate this. Please contact Treasure for a copy or with any questions
- Treasurer would like to dispel some rumours about our organization's spending; There is no truth to the rumours of money being spent without approval and he has reports to prove it.

### COMMENTS:

- (Danielle H.) **How much money did County Fair Generate?** \$2,000+ in profits. The Budget was approx \$6K and the event brought in well over \$8k. (TD)
- (JEK) **Speaking to how funds are used:** For Example: If Artwalk raises \$3,000 last year, why do they not have \$3000 to start out with the following year. It does not work like that. Events are produced specifically to raise funds for the organization's general expenses & initiatives. (i.e. advertising, insurance, Beautification, special initiatives, etc.). Unless moneys are specifically earmarked, for a specific use, they go back into the organizations bank account for future use.
- **How does the Organization determine how much gets allocated to what?** (TD) There is a yearly budget for the operating expenses, then there are additional budgets for advertising & each individual event. An event does not always make money, often it will break even or lose money. It's important to have a reserve. (TD) In addition, each Committee must do their own fundraising for their budgets and initiatives and get Board approval. Once it is approved by the board it is announced at a meeting to the membership.
- (Danielle H) **How do the Plan & Budget Approvals work?** The Membership has elected a board. It is our job to comb over the budget and act responsibly in the organizations best interests. (JEK) With oversight

- by the Treasurer. (TD) Once the budget is approved, the proposal & budget summary is always presented to membership at the next General meeting. This is the opportunity for feedback and comments. (NV)
- (Krissy S) **Is there a time of year in which the budgets are published and are available for the wider membership to see?** It should be & we are working on a better way to post all public CBA documents. (NV) In the past, remaining funds were so minimal, there was nothing really available to publish. (TD)
  - (Eva B. & Danielle H.) **This year's Artwalk got started late this year. Why was Gina going around town raising funds instead of taking from the budget surplus?** Each Event should be self sustaining if it can be. It doesn't need to make money, but it should be able to pay for itself. By doing this, we enable ourselves to build up a cushion so that we can budget next year's initiatives and other items beyond events, such as Institutionalized Advertising, Beautification, Signage, etc. (TD) If every event is run at a loss, you can't sustain any net positive balance & you will enter next year with nothing. In addition, it is also unfair to other Committees that do raise their own funds. There are 5-7 Committees working at any given time. Any one can request some funding if required, but they need to present the case for it. If every Committee were to receive a majority of their funding out of the dues, there would be no budget for Advertising, Insurance or much else. The amounts that Gina has been asking for are much lower than requests historically. Also, Committees usually start fundraising and marketing initiatives far in advance.
  - (Danielle H.) **Did someone drop the Ball this year? There seemed to be no planning until the group working now picked it up some weeks ago** There were a number of issues. First there were 2 co-chairs for the Art Committee, one of which left in June (Irene N.) & Andrea R. The volunteers that came together in September have done a great job & we have tried our best to help them. When it became apparent that there would be an issue, (5+ weeks ago) they were given a very clear, very simple instructions on how to fast-track their budget and approval process in order to access their funds more quickly by the Secretary. They had to submit 1) their co-chairs, 2) draft a proposal & 3) a budget. The advice was not taken. The result was dozens of emails & making the situation much more complicated than it should have been. The revised budget came in a month later, which is exactly what we were trying to avoid to start with. (NV) Gina thanks Irene & Patti who has all the notes from previous years and graphics and advertising to pick it right up and use it to get started. (Gina F) Part of it was that the committee chair didn't do that much and it's a serious issue that created a vacuum. Everyone who is on the Artwalk Committee should be thanked for jumping in and helping to move this forward. (JEK)
  - (Danielle H) **Should something be done with this person and done to the Bylaws have recourse on how to deal with egregious actions?** The ByLaws cover a variety of ways to address those issues, but I don't know that this qualifies or the this isn't part of a much larger conversation, and I don't know that we should be having these conversations at a meeting about voting. (NV) Is this something that you want to put on the Agenda in the future? or should we postpone this meeting to discuss that point instead of the vacant seats and candidates that are on the agenda? (NV) No. I just think that question is relevant to an issue that I am bringing up later that is related to the same person. (JEK)
  - (Rosie D) **What about becoming a 501(c)3?** Treasurer states that in the past we may not have had enough financial information to satisfy the federal requirements, but we may have enough now. (TD) We are researching it now and that topic is on the agenda for the next Board Meeting. (NV)

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Agenda topic Secretary's Report | Presenter *Nicole Vallance*

- The Secretary has been backlogged & extends her apologies. Taking on the Chair of the Train Depot Committee, has taken up a large amount of time & typing out the minutes has taken a back seat. Our minutes and communication are important, but I've found that my other duties in relation to the Visitors Center at the Depot are taking priority. Hopefully, they should be up to date & posted publicly by the next general meeting.
- We started the year with the best of intentions. The process was to record them, send a draft to the Board for Approval within a week for comment. Have them approved at the next board meeting, announce them at the general meeting and post them to the member Tab on the website. In Shawn's absence the website component has been paused, but we are working on getting that up and running again.

- Thank you for your patience. In order to reduce some of my administrative duties, I will also be running for VP later this evening, provided that someone is willing to stand for Secretary, in order to work on other very important CBA related work.

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Agenda topic Arts Committee | Presenter Irene Nickolai

- The original Curator with the big budget has been eliminated. The New plan includes all of the stores on Upper & Lower Main participating & by partnering with a local artist. In addition, there will be Music & Dance performances scheduled at the Train Depot from noon-8pm. New participants LAVA Performing Arts will join Catskill Dance Company & NACL. There will be a short Film Festival curated by Elizabeth Ennis & Frosty Myers Sculpture Garden will be open on Sat.
- (Krissy) In addition. There will be an additional artwork curated by Stephen Zacks mini festival, having a mini coordinating Artwalk. This is not competition, it is an addition and he is not

COMMENTS:

- (Lori G.) **Is there more money to be raised for Artwalk? If I would like to be on the map what is the cost?** We're in the black, but are asking \$50 per business to be included to go towards marketing. (IN)

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Agenda topic Train Depot Committee | Presenter Nicole Vallance

- The project is moving forward really well. Glenn Pontier of UDSB, Laurie Raimie of UDSB & Depot Committee and myself had a terrific phone call with DASNY and Senator Bonacic's office about allocating the Grant to the CBA. It can be done. We were also able to confirm that we are eligible for payment on invoices (as opposed to reimbursement) and that we do not need to ascribe to the prevailing wage requirement or MWOB requirement as previously thought.
- UDSB meeting last night: Tusten rep, Lane Luchsinger submitted a procedural inquiry regarding the decision to select the Callicoon Depot as a site. She was answered by the Chair that they acted appropriately and will not be changing their direction at this point. She is more than welcome to partner with them to apply for a grant for a Narrowsburg Visitor's center, but this one will be in Callicoon.
- We are now working with UDSB on a DRAFT MOA/MOU to outline what each partner hopes to get out of the deal and that will be shared with you after we draft it.
- We are in good shape and will be working the next few months to button up the deal and negotiate the lease terms.
- We are exploring expanding community awareness & involvement. We will be bringing that to you soon.

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Agenda topic Social Media | Presenter Various

- CBA Website: We do have a volunteer, but right now he is incredibly busy with work. We should think about investigating professional website maintenance to handle it going forward. (NV)
- We also need to get a social media Chair on Board. We have reached out to several Members, but no one has stepped forward yet. In the meantime JEK is manning the Instagram ad I have just this week gotten the logIn to Facebook & creating posts whenever possible.

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Agenda topic Beautification Committee | Presenter John Erik Karkula

- We received a Award from Sullivan Renaissance for \$1,000 for the efforts in Callicoon Creek Park
- Next planting day is Oct. 7th for Bulb planting. Committee has received Bulb-dollars from Sullivan Renaissance & purchased 32 Frutilaria (\$10/ea)
- Next Beautification Meeting is October 17th at 5:30
- Chair requested \$500-1000. from Town Board on 9.12.18. They will let them know.

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Agenda topic Procedural Complaint | Presenter *John Erik Karkula*

- JEK feels it was a violation that last week's Executive Board meeting was moved from Tuesday at 4:30pm to Sunday 9.23.18 to facilitate the attendance of the CBA President. The complaint is Censure. The Bylaws state meetings should be called between 5 days and 2 weeks. This was 4 days and he could not make it.
- **Response to the Complaint:** Secretary supported calling the meeting because of extenuating circumstances. The President did receive that she had to leave town unexpectedly & there were some very important matters that needed to be discussed PRIOR to TODAY's meeting, such as Artwalk Budget, voting procedure & Chairs appointments that were time sensitive. In addition, there was another highly contentious matter that specifically needed the President & the Treasurer to be in attendance, which was the primary reason to move the meeting. An Agenda with all topics that would be covered was given to all Board Members, and every attempt to schedule the meeting at a good time for him was made. All topics up for discussion were laid out in advance, and it was requested that he way-in on all topics and cast his votes in absentia, if he so choose. All of the motions at the meeting made were non-contentious & JEK decided to support them 'in absentia,' while contesting the actual meeting. Secretary feels strongly that it was not a violation. It was crucial in cleaning up a number of topics. While the Secretary agrees the time frames are important to guide a group in order not to censure or exclude. That line of reasoning is completely unfounded in this instance. It was a special circumstance and not a violation. There was no intent to exclude JE.

Comments: JEK brings up another issue he has that was not listed on the agenda. That of a Bold Gold Advertising Campaign from 2017 that was co sponsored by multiple members of the CBA, The Western, Pepino's and The Callicoon Brewery.

- There was discussion about it last year, JEK contends that there is no clear record of the campaign being approved by the board. As JEK investigated, he states was informed by last year's Treasurer and our sales agent from Bold Gold that a similar situation occurred in 2016 by Irene Nikolai.
- Irene refutes any such situation and maintains that his assertion is incorrect and he should be stopped from continuing.
- JEK continues that the campaign was not approved. He is asked by the facilitator (NV) to stop, as this is not part of the agenda. He continues. Facilitator asks again to table the topic for a Board Meeting discussion. This request is ignored.
- Facilitator (NV) requests that Treasure to step in and explain the situation.
- Treasurer explains the promotion was for \$1500 to promote Callicoon and featured short taglines from 3 businesses (Pepino's, the Western, & Callicoon Brewery) 50% would be paid by CBA and 50% would be paid by the businesses. They were arranged last year and played this year. All bills have been paid in full by all parties at this point and it is a non issue. (TD)
- Eva remembers the issue from last year as a non-issue.
- The parties (JEK & IN) disagree heatedly. There are additional requests to stop the conversation from the facilitator which are ignored. Irene protests that this is inappropriate.
- **Motion (NV) to Table discussion 2nd (TD) Approved by Eva, Evan, Lori, Gina, Krissy, & Kate,**
- Secretary explained that getting to the bottom of this particular issue was what necessitated Sunday's meeting that was just being contested. (NV)

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Agenda topic Vacant Board Seat | Presenter *Nicole Vallance*

- We have 2 Board Seats open and one VP Slot. Call for Nominations & Declarations
- **Nicole Vallance nominated for Vice President by Krissy Smith, Seconded by Eva Barnett**
- **Declaration by Irene Nickolai for Vice President. Seconded Krissy Smith**
- **Declaration by Kate Hawks for a Board Seat. Seconded by Irene Nickolai**

- **Declaration by Krissy Smith for a Board Seat. Seconded by Nicole Vallance**
- **Declaration by Gina Fenton for a Board Seat. Seconded by Irene Nickolai**
- **Declaration by Lori Grant for a Board Seat. Seconded by Nicole Vallance**
- Declaration 'in Absentia' by Richard Winter. [statement read] Declaration was not Seconded, solely on basis of the ByLaws stating that only members present may run for vacant seats
- Declaration by Krissy Smith for Secretary, 2nd by Tom Dent
  
- The Secretary suggests establishing the Candidates & taking a anonymous vote via Survey Monkey poll, similar to the January 2018 vote.
- The present membership want to consult the Bylaws. Treasurer consults Bylaws and they state that Candidates must be Present & Members must be Present to Vote.
- Candidate Statements:
  - **Gina** - She has been volunteering her whole life from School Fundraisers, Community Events, Country Fairs etc. She loves this town and wants to put her talents to good use.
  - **Krissy** - The board needs support, especially b/c the the depot project – a giant project. I would like to help support this organization. She also sees an opportunity to serve a purpose in helping to bridge the rift that exists.
  - **Kate** - Has recently moved here, but has been traveling here for many years, She was first involved with the depot project and now wants to be part f the larger community group to volunteer her time. She has extensive experience with operations, grants and historical preservation.
  - **Lori** - Has been weekenders since 2013, but recently left her corporate job in January. She is deeply in love with the area. Her background is corporate & can help bring in some organizational structure, and help to bring people together and to bring down the drama.
  - **Irene** - she stepped down earlier this year, she has experience with the CBA and owns several businesses in town and wants to work to help bring the community together.
  - **Nicole** - The current Secretary, has taken on much of the vice president role these past few months in addition to Chairing the Train Depot Committee. One the great things about the role is that it enables her to spend time facilitating relationships, creating partnerships, networking & attending events representing the CBA. She feels she is a good fit and would like to formally take on the role, if an alternate Secretary is interested.
- Voting Procedure is described. Please write in Gina Fenton. Choose 1 Vice President, 2 Board Seats & Secretary is conditional on VP choice.
- Ballots were submitted directly to Treasurer Tom Dent. And attendees began leave directly.

**MEETING CLOSING - Move (NV) to Adjourn at 7:02 pm - 2nd (TD) Approved Unanimously.**

**Remaining witnesses: John Erik Karkula Loretta Grant,**

**Ballot Counting: 1st Count:** Treasurer (Tom Dent) counting & CBA Secretary, (Nicole Vallance) recording  
**2nd Count:** Peg Luty (Formerly, Sullivan West) counting & Debbi Knack (Catskill Hudson Bank) recording

**Results: The counts were consistent**

**Meeting Attendance: 25      Ballots Cast:                      19                      Ballots Counted:                      19**

<b>Vice President:</b>	<b><u>Nicole Vallance</u></b>	<b><u>13</u></b>	Irene Nickolai	6
<b>Secretary (conditional):</b>	<b><u>Kristina Smith</u></b>	<b><u>16</u></b>		
<b>Board Seats (2 available)</b>	<b><u>Loretta Grant</u></b>	<b><u>15</u></b>	Kristina Smith	13
	<b><u>Gina Fenton</u></b>	<b><u>9</u></b>	Kate Hawks	5