



CALLICOON BUSINESS ASSOCIATION

2024 Monthly Member Meeting | 12.17.24 MINUTES

Meeting date | time 12/17/2024 | 5:30 pm | Meeting location Seminary Hill & Cidery NY + Zoom

Meeting called by:	Nicole Vallance, President	Stack:	Genia Brodyn, Vice President
Facilitator:	Nicole Vallance, President	Call to Order:	5:48 pm by Nicole Vallance, <i>President</i>
Note taker:	Roy Harris, Executive Board (zoom)	Adjourned:	5:58 pm by Nicole Vallance, <i>President</i>
Timekeeper:	Genia Brodyn, Vice President		

Attendance: Board: Nicole Vallance, *President*; Genia Brodyn, *Vice President*; Roy Harris, *Secretary (zoom)*; Rosie DeCristofaro, *Executive Board Member*; Thong Keokham, *Executive Board Member (zoom)*, Lily Smith, *Executive Board Member* **Guests:** Magda Stefanski, Kate Hawk, Tom Rigney., Meng Ai (zoom), Andrew Pelky (zoom), Andrew McShane (zoom), Douglas Santoro (zoom), Matthew DeCristofaro (zoom), Stacey Cervellino, Bob DeChristofaro). With Anthony Davidowitz (lawyer) (zoom)

AGENDA TOPICS

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

- Welcome | Thank you for coming out at Seminary Hill or on zoom for this meeting. This will be a short meeting as the major business is confirming the proposed Bylaws revision. We are joined by our Consultant, Anthony Davidowitz on zoom to assist with any questions.
- Quorum | Secretary takes attendance and confirms the quorum. 15 votes are needed for quorum to approve the By-laws
- Dickens on the Delaware | Recap of the event's success of Dickens and summary of budget.
- We will go through regular reports then move straight to the Bylaws. After we we vote on them will be uploaded to the website and members will be sent out the new By-laws
- Discussion of requirements for new members to run for the executive committee in upcoming elections.
 - Candidates must be members in good standing at the time of nomination or declaring candidacy, which requires submitting application and paying dues before November 1.
 - Non-profit affiliates can also run if approved by executive committee
- Board sets a deadline of January 18th for candidate submission & plans a "meet the candidates" event at the January 28th meeting. [Secretary's Note: This has been revised due to delays over the holiday and board member illness]

Agenda topic Secretary's Report | **Presenter** Roy Harris

- **Minutes** | Review and adopt 011.17.4.24 General Meeting Minutes will be reviewed at January Meeting

Agenda topic Treasurer's Report | **Presenter** Various

- Treasury Balance of over \$9,000, but we are expecting additional advertising bills of approximately \$1200 for Dickens and the checks to be cashed for musicians, workshop materials, firelogs etc.) and materials. approx. \$1300 + the cost on the new PA system which was \$892.50. These costs exclude decorating, which was supported by funds raised at the Fall Designer Handbag Bingo Fundraiser.
 - We have received the \$2000 reimbursement from Sullivan County for the Hortonville/North Branch Corridor Project. The Businesses who asked for our support (Gardner & Co. General

Store Buck Brook Alpacas, North Branch Inn & North Branch Cider Mill) should be reimbursing us for the approximate \$114 balance.

Agenda topic By-Laws | **Presenter** *Nicole Vallance & Anthony Davidowitz*

- Anthony Davidowitz is present, as a consultant, to ensure we have the required quorum for voting and to answer any questions.
- Unresolved Questions | In our last 2 announcements to membership, we asked for any questions to be sent to Secretary, Roy Harris. Roy confirms that we have received no new questions or communications since last month's Bylaw review meeting. There are no further questions in regard to the proposed by-laws revision left open.
- Discussion & Questions | Discuss requirements for new members to run for the executive committee in upcoming elections.
 - Candidates must be 2024 Members in good standing at the time of nomination or declaring candidacy, which defines Members in Good standing as Members who submit application and paying dues before November 1 of that year.
 - Can our Non-profit affiliates also run for a board seat?
 - An NFP Affiliate may declare for a representative to run for a Board seat if approved by the executive committee.
- Quorum | Total paid membership was confirmed to be 124. A quorum is 12% of voting Members, which is 14.88.
 - We require 15 votes for a quorum to approve the By-laws. There are 16 members present.
- Next Steps: After we vote on adopting the proposed Bylaw Revision, we will work to update the Bylaws on the Website and send an announcement to membership with the new Bylaws and minutes from this meeting.
- Nicole asks for a motion to move forward with this vote.
 - Motion by Genia to Move Forward on a vote to adopt Bylaws Revisions. Seconded by Rosie. All in favor say "ay." Unanimously Approved.
- President asks for a vote to adopt the new bylaws. Please raise your hand to Adopt the CBA Bylaws Revision as the new CBA Bylaws.
- The following members voted 'aye' - approved either by zoom or in person: **Nicole Vallance (N. Vallance Design), Genia Brodyn, Roy Harris (A&R Hacienda), Rosie DeCristofaro (Callicoon Real Estate), Thong Keokham, Lily Smith, Magda Stefanski, Katehleen Hawk, Tom Rigney, Meng Ai, Andrew Pelky, Andrew McShane (AMF Inc.), Douglas Santoro (DJS Plumbing), Matthew De Christafano,, Stacey Cervellino (Seminary Hill) & Bob DeCristofaro (Callicoon Laundry)**
- The New Bylaws have been Adopted Unanimously by a quorum of 16 people
- Nicole: It's been a long and challenging process and we thank Anthony D for his critical help in creating these new Bylaws for our organization. Thank you to everyone who came out tonight!
- Next Meeting - Tuesday, January 28, 2025 at Seminary Hill
- **Adjourn** | Meeting Closing: **Motion to Adjourn: Genia at 5:58 PM 2nd- Rosie. Approved Unanimously**



CALLICOON BUSINESS ASSOCIATION, INC. BYLAWS

Adopted: December 17, 2024

ARTICLE I: NAME, MISSION STATEMENT, OBJECTIVES

Section 1. Callicoon Business Association

The Callicoon Business Association, Inc. (referred to herein as the “CBA” or the “Association”) is a 501(c)6 membership association incorporated in the State of New York.

Section 2. Mission Statement

The Association’s mission is to make the hamlet of Callicoon and surrounding areas a better place to live, work, play and visit by enhancing the economic, social and cultural opportunities of those who work, live in and visit here.

Section 3. Objectives

1. To promote, encourage and enhance business in the hamlet of Callicoon and the greater Callicoon Area.
2. To assist businesses in providing improved services for customers and visitors.
3. To preserve our cultural, historic and natural assets.
4. To encourage cooperation among Members.
5. To work with other businesses, hamlets, towns and municipalities within the Upper Delaware River Valley.
6. To recognize and acknowledge special projects pertaining to the hamlet of Callicoon.
7. To increase and improve the patronage to merchants in the hamlet of Callicoon and the surrounding area.
8. To represent the position(s) of the business community in the hamlet of Callicoon to elected officials, community partners and outside organizations.
9. To conduct activities including, but not limited to, advertising, promotion, fundraising and community service for the benefit of the business community and the population at large.
10. To increase tourism.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. Membership Classes

The Association shall provide for three membership classes: Business, Community, and Affiliate members.

- 1.1 **Business Member:** A business operating in the hamlet of Callicoon or the surrounding area on both the New York and Pennsylvania sides of the Delaware river. Business Members are counted towards fulfilling a quorum and are entitled to participate in any vote.
- 1.2 **Community Member:** A Community Member is an individual who is not a business owner and who is a full or part time resident of the hamlet of Callicoon or the surrounding area on both the New York and Pennsylvania sides of the Delaware river. Community Members are counted towards fulfilling a quorum and will be entitled to participate in any vote once they have satisfied the Community Membership Requirements as shall be determined by the Executive Committee on a biannual basis.
- 1.3 **Affiliate Member:** A not-for-profit community organization operating in the hamlet of Callicoon or in the Upper Delaware River Valley region on both the Pennsylvania and New York sides of the Delaware River. Affiliate memberships are determined by a vote of the Members. Affiliate Members are not counted towards fulfilling a quorum, will not be entitled to participate in any vote, and are exempt from Annual Dues.

Section 2. Membership Application

Prospective members must submit a signed copy of the current year's Membership Application and agree to adhere to the Association's By-laws and Code of Conduct to be considered for acceptance to the Association along with their Dues. Memberships must be renewed annually.

Section 3. Membership Dues

The cost of membership and required method of payment ("Dues") will be set annually in April by the Executive Committee.

Section 4. Annual Renewal; Payment of Dues

The Association will send an Annual Dues Notice in May. Dues must be paid within 30 days of due date listed in the Annual Dues Notice.

Section 5. Record of Members

The Secretary shall maintain the Record of Members, which shall include all members in Good Standing, suspended, and removed. In the case of a Member with more than one employee, the Record of Members shall also include the name of the individual entitled to vote on behalf of the Member.

Section 6. Good Standing; Removal of Members

A Member is in "Good Standing" where the Member has timely paid Dues and has not been suspended or removed from the Record of Members.

Section 7. Suspension of Members.

A Member shall be automatically suspended for non-payment of Dues by the due date. The Member will be reinstated 30 days after payment is received. If payment is not received within 90 days of the due date, the Member will be considered Self-Removed.

Section 8. Removal of Members

- 8.1 **Self-Removal.** A Member may relinquish their membership by written notice to the Secretary or for non-payment of Dues.
- 8.2 **By Executive Committee.** The Executive Committee may determine, by supermajority vote at a Regular Meeting, that a Member be temporarily suspended or permanently removed from the Record of Members (i) where, in the opinion of the Executive Committee, conduct by the Member or by the Member's employees or representatives is determined to be detrimental to the purposes and goals of the Association or which bring the Association into disrepute; or (ii) for breach of the rules or policies of the organization that are in force at the time of the breach, including these By-laws. A Member identified for removal will be provided notice of the intended action no less than 15 days from the Regular Meeting at which the vote will take place and will be given an opportunity to be heard at the meeting.
- 8.3 **Suspended or Removed Members.** Suspended or removed members shall not receive any of the rights and privileges of membership including appearing in any Association listings, attending meetings, or voting. A Member removed or suspended from the Record of Members shall not be entitled to repayment of dues. After no less than one year, a removed Member may be permitted to reapply for membership if permitted by a supermajority vote of the Executive Committee.

Section 9. Voting – General Business; In-meeting voting only

Except as otherwise detailed herein, all Members in Good Standing are entitled to vote on the business of the Association brought by the Executive Committee at meetings with a quorum. Except as otherwise required, votes shall be on a simple majority basis. Each Member in Good Standing is entitled to one vote. The Association does not allow proxy voting and all votes, except for elections (See Article III, Section 4), must be made in person.

ARTICLE III: ADMINISTRATION

Section 1. Executive Committee

The Executive Committee shall be elected from and by the Membership. The Executive

Committee will number no less than three (3) and no more than seven (7) individuals. The Executive Committee will consist of the Officers and additional Members at Large.

Section 2. Members at Large

Members at Large will be responsible for assisting the President and Vice President in the day-to-day operations and business of the CBA, including social media, marketing and website maintenance. Members at Large must volunteer and assist in the production of community events.

Section 3. Officers

The Executive Committee by majority vote will elect from its members the Officers. The Officers shall be the President, Vice President, Secretary, and Treasurer. The Executive Committee will elect its Officers at the February Regular Meeting or, if there is no February Regular Meeting, in a special Executive Committee Meeting held on the last Monday of February for the purpose of electing Officers.

Duties of the Officers:

- 3.1 **President.** The President shall oversee and coordinate the business of the Association and carry into effect or cause to be carried into effect all resolutions of the Association. The President shall also: preside over all meetings of the Association; direct official correspondence; and be an ex-officio member of all committees. The President shall approve all extra budgetary bills or claims against the Corporation before the same are paid by the Treasurer. The President shall enforce these By-laws and perform all other duties incidental to the office of President.
- 3.2 **Vice President.** The Vice President shall assist the President in overseeing and coordinating the business of the Association; act as public relations liaison between the Executive Board, member businesses and the community; in the absence or disability of the President, perform the duties and exercise the powers of the President; and perform such other duties as the Executive Committee, members, or the President shall prescribe.
- 3.3 **Secretary.** The Secretary shall keep the minutes and records of all proceedings, including attendance of and votes during meetings. The Secretary shall be responsible for the timely giving and serving of all notices of the Association and for attending to all correspondence of the Association. The Secretary shall keep the general record of the Association, maintain the Membership Database, and attend to and perform all duties regarding any matter pertaining to the office of Secretary.
- 3.4 **Treasurer.** The Treasurer shall be responsible for the receipt, care, and custody of all funds of the Corporation and shall maintain safe custody of all Association funds and securities. All funds of the Corporation shall be deposited to the credit of this

Association in depositories designated by the Executive Committee or members and may be withdrawn only by a check signed by the Treasurer or President, or an authorized electronic payment. The Treasurer shall keep or cause to be kept a full and correct books of account. The Treasurer's books and accounts shall be open for inspection at all times by any member of the Executive Committee. The Treasurer shall furnish written financial reports to the membership at Regular and the Annual Meeting.

Section 4. Executive Committee Elections

- 4.1 **Timing.** The Executive Committee will be elected by vote of the membership, administered digitally, after the January Regular Meeting. Executive Committee members will be elected to a term of one year taking office at the February Regular Meeting following the election or, if there is no February Regular Meeting, on the last Tuesday of February.
- 4.2 **Candidates.** Candidates and Executive Committee members must be a Member in Good Standing at the time they are nominated or declare their candidacy and throughout their term. Nominations made without a candidate's consent will be invalid. Candidate nominations and declarations must be made in person at an Association meeting at which minutes are kept or in writing to the Secretary no less than 1 month prior to the election.
- 4.3 **Qualification to Vote.** In order to vote in Elections, Members must be in Good Standing on the last business day of the October preceding the election.
- 4.4 **Election Format.** Elections will be administered digitally using third party voting software selected by the Executive Committee. Voting instructions and access will be provided through the Member's registered email address.

Section 5. Resignation

Individuals in elected positions may resign at any time. The resignation of an Officer shall not also result in that individual's resignation from the Executive Committee. Resignations shall be effective when made in writing to the Secretary. Any Executive Committee member who without reasonable excuse fails to attend three consecutive scheduled Executive Committee meetings will be deemed automatically to have resigned from the Executive Committee.

Section 6. Vacancies

Any vacancy in the Executive Committee may be filled through an in-person vote at a Regular Meeting. A notice of vacancy will be sent to Members no less than 14 calendar days prior to a Regular Meeting. Declarations or nominations for vacancies must be made to the Secretary between the date of notice of vacancy and 9 days prior to the Regular Meeting at which an election is to be held. Notice of the intention to fill an Officer or Executive Committee vacancy and candidates for the position will be provided with a notice of meeting and no less than 7

calendar days prior to the Regular Meeting at which an election is to be held. Vacancies will be filled by a majority vote of those present at the properly noticed meeting where a quorum is met. Where timing does not allow it, where there are no candidates, or where a quorum is not established the vacancy will be filled at the next Regular Meeting.

Section 7. Removal of Executive Committee members

The Executive Committee may, by simple majority vote, present to the Members a vote to remove any Officer or any Executive Committee member for or without cause. Removal for cause may include: failure to adhere to the reasonable policies and rules of the Association; criminal act; acts of dishonesty, fraud, misrepresentation; and acts bringing the Association into disrepute, whether or not such act or acts occur in their capacity as a member of the Association.

A complaint against any Executive Committee member may be presented to the President, or in the case of the President, the Vice-President or Secretary, by any Member. The Executive Committee shall investigate the complaint for up to 30 days from receipt of the complaint. The Executive Committee may seek advice of counsel or an independent investigator in any investigation and may, in their sole discretion, determine whether to release findings, if any, to the membership. The subject of the complaint will not participate in any investigation.

A statement of the reason for any proposed removal must be given to the Executive Committee member being considered for removal at least 15 days before any vote. The statement shall be accompanied by a notice of the Regular or Special Meeting where Members will vote on the proposed removal. The Officer or Executive Committee member will be given an opportunity to be heard during any investigation and at the Meeting. The Executive Committee members may be removed by a supermajority vote at the noticed meeting providing a quorum is established. Where a quorum is not established the vote will occur at the next Regular Meeting.

Complaints may be brought by Executive Committee members. Complaints may not be anonymous, may be made by any Member in Good Standing, and must be made in good faith. Complaints found by supermajority vote of the Executive Committee to have been made in bad faith will result in the removal of the complainant Member.

ARTICLE IV: MEETINGS

Section 1. Regular Meetings

The Executive Board will set an annual schedule of monthly Regular Meetings at the February meeting. Meeting dates, times, and places may be amended from time to time as necessary. No fewer than 8 Regular Meetings shall be held per year.

Section 2. Executive Committee Meetings

The Executive Board will set an annual schedule of monthly Executive Committee meetings at the February meeting. Meeting dates, times, and places may be amended from time to time as necessary. The President may decide to hold open, partially closed, or fully closed meetings. The President may oblige Committee Chairs to attend any Executive Committee meeting.

Section 3. Special Meetings

Special meetings may be called by the President and one other Officer or upon request of 20% of Members in Good Standing and the giving a minimum of five (5) days' notice to all Members.

Section 4. Annual Meeting

The Annual Meeting will be the January meeting.

Section 5. Meeting Notices

The Secretary will notify each Member no earlier than 2 weeks and no later than 5 days before any Regular, Executive Committee, or Annual Meeting.

Section 6. Quorum

A quorum for the transaction of business shall be constituted by 12% of the total Members in Good Standing who must be present subsequent to notification of agenda items. If a quorum is not established, the Executive Committee is empowered to make decisions at Regular Meetings by supermajority vote.

Section 7. Organization

The President shall preside at all meetings. Parliamentary procedure questions or concerns shall be determined by reference to the most current edition of "Robert's Rules of Order". In the case of conflict, these By-Laws supersede Robert's Rules of Order.

ARTICLE V: FINANCE

Section 1. Budget

A budget will be prepared each year by the Treasurer in consultation with the Executive Committee and presented to the Members for vote and approval no later than April. The financial performance to budget shall be reviewed quarterly by the Executive Committee at an Executive Committee meeting.

Section 2. Fundraising

The Association may sponsor and conduct fundraising events and undertake grant writing and other fundraising initiatives to promote the community and achieve the goals of the Association.

Section 3. Reporting

A financial report will be presented by the Treasurer at each Regular Meeting.

ARTICLE VI: COMMITTEES

Section 1. Committees.

- 1.1 The Association will have Committees of the Corporation. The Committees of the Corporation shall be as described in Article VI, Section 5 and such other Committees of the Corporation as the Executive Committee may by resolution determine from time to time to be appropriate. Committees of the Corporation shall have such responsibilities as shall be conferred by these By-Laws or by the resolution appointing them. The number and composition of Committees of the Corporation will be determined by the Executive Committee from time to time. Committees of the Corporation shall not have any authority to bind the Executive Committee or Association.
- 1.2 Except as otherwise provided in these By-Laws, the Executive Committee shall appoint the chair of each committee but, failing such appointment by the Executive Committee, a committee shall appoint its own chair by majority vote. Except as otherwise provided in these By-Laws, the Executive Committee shall have the power at any time to change the membership of any committee, to fill vacancies on any committee, and to dissolve any committee.

Section 2. Formation

New committees will be formed by majority vote of the Executive Committee. Newly established Committees will be announced at the subsequent General Meeting and a 30 day open call provided for chair candidates to declare their interest to the Executive Committee. Following the 30 day open call, the Executive Committee will appoint the committee chair. To the extent not defined by the Executive Committee, the committee's scope will be defined by the chair and approved by the Executive Committee. Committee chairs shall report developments and recommendations to the Executive Committee upon the Executive Committee's request and then to the Membership, as needed.

Section 3. Committee Membership

Committees may be comprised of any class of Member or non-member and the committee chair may be of any class of Member or a non-member.

Section 4. Committee Operation

A simple majority shall constitute a quorum for the transaction of business at any committee meeting and the vote of the majority of the members of the committee at the time of the vote, if a quorum is present at the time of vote, shall be an act of the committee.

Section 5. Established Committees

- 5.1 Events Committee. Responsible for organizing and overseeing events such as Callicoon Country Fair, Callicoon Art Walk, Tree Lighting, and Dickens on the Delaware.
- 5.2 Beautification Committee. Responsible for beautification efforts and maintenance; exploring grant opportunities with other committees; and managing communications with Main Street businesses.
- 5.3 Fundraising Committee. Responsible for coordinating fundraising for beautification, events, planning, development and other CBA efforts; and for conducting sponsorship drives for Town-wide events.
- 5.4 Social Media and Marketing Committee. Responsible for developing and executing plans to promote the Association through various communications and marketing initiatives including social media; maintaining the Association's social media profiles and website; and developing an annual advertising plan and budget.

ARTICLE VII: INDEMNIFICATION

To the fullest extent permitted by the New York Not-for-Profit Corporation Law ("NPCL") Section 722, as may be amended from time to time, the Association shall indemnify and hold harmless each person who shall serve at any time hereafter as an Executive Committee Member or Officer of the Association from and against any and all claims and liabilities to which such person may become subject by reason of their having heretofore or hereafter been an Executive Committee member or Officer of the Association, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by them in such role, and shall reimburse each such person for all judgments, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorneys' fees and costs, reasonably incurred by them in connection with any such claim or liability, including any appeal in any action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of their own intentional or willful misconduct. Such indemnification shall inure to the benefit of the heirs, executors and administrators of such persons. Such indemnification shall be limited to the amount actually paid by a successful claim to CBA's insurance provider.

ARTICLE VIII: AMENDMENT OF BY-LAWS

These By-laws may be altered or amended by a supermajority vote of the Members at any Regular, Special, or Annual meeting at which a quorum is present.

Any proposed amendment shall be presented for review and consideration at any Regular Meeting. The Executive Committee may send proposed amendments to an attorney for review and shall provide any resulting recommendations to the Members. A vote on the proposed amendment will take place at the next Regular Meeting following the proposal.

The full text of any proposed amendment shall be included in the notice of meeting sent prior to the meeting at which there is scheduled to be a vote to amend these By-laws.

ARTICLE IX: DISSOLUTION

Should it become necessary or desired to effect a liquidation or dissolution of the Association, it shall be accomplished in the following order:

- 1.1 An affirmative vote of two-thirds of the Members present at a Special Meeting called by the Executive Committee for the purpose of authorizing dissolution.
- 1.2 If dissolution is authorized, the Executive Committee shall immediately begin the dissolution as proscribed by the NPCL Section 1001.
- 1.3 The balance of all monies remaining after all claims, bills, and accounts have been settled shall be distributed to a tax exempt, charitable organization under Section 501(c)3 or 501(c)6 of the Internal Revenue Code, operating in the same geographic area as the Association, and with a similar mission to the Association, and as determined by a majority vote of the Executive Committee.