



Saugatuck/Douglas Area Business Association

Wednesday, September 3rd, 2008

Saugatuck City Hall

Meeting Called to Order: 8:36 a.m.

Chaired By: Angela Holmes Co-President

Recording Secretary: Marilyn Starring

Upcoming event or news about your Saugatuck/Douglas business that you would like to have included in "View from the Dunes" radio program contact Fred Schmidt or Jon Helmrich:

jon@ibctv.info

Board Members Present: Julie Abel, Ben Barton, Mike Carey, Angela Holmes, Kerry O'Donohue, Fred Schmidt, Janet Schmidt, Marilyn Starring, and Fred Weber

Board Members Absent: Kim Mannion, Frank Rojek

Membership in Attendance: Jane Verplank–Victorian Inn/Saugatuck City Council – Marty Lubben/Ivy Inn

Meeting called to order at 8:36 a.m. by Angela Holmes.

SECRETARY'S MINUTES: Fred Weber moved to accept as submitted. Julie Abel second. Motion passed.

TREASURER'S REPORT: Kerry O'Donohue – passed out profit and loss statement for fiscal year (We are currently 10 months into the fiscal year.) Kerry noted that there has been a spike in membership dues during the last month – Fred and Janet Schmidt have been recruiting. Kiosk expense \$4,069.70 – rest is pretty normal. Income reflects dues received after November 1st of 2007 – most dues were received prior to this date. There is some more income coming in for Sidewalk Sale and also some more advertising expenses. Fred Weber move to accept as presented. Seconded by Mike Carey. Motion passed.

MARKETING COORDINATORS REPORT – Janet Schmidt – sold 70 bags to Merrill Lynch from Grand Rapids for upcoming event at SCA. Worked with The Van & Brent Allen at Sidewalk sale and gave away four "Things are Great Here" bags. Coordinated efforts for WGUV's live broadcast (Shelley Irwin and Jon Helmrich) to air 9/9/08 beginning at 9 a.m. Worked Sidewalk Sales with giveaways and popcorn – was a big hit. Worked Douglas Social and Taste of Saugatuck with balloon giveaways and collected over 100 names. Did ribbon cutting for kiosks. Signed up 10 new members – Chris on Culver, Sheridan and Haddock Attorneys, Back Bay, Ida Red's, Pet'cetera Unleashed, Hercules Hot Dogs, Lakeview Lanes,

Laundry Tyme, Old Farmhouse Antiques – eight (8) of the new members are on the new kiosk maps, two are awaiting next printing. All new members were a direct result of the kiosks. Each new member has been welcomed with a personal visit (Back Bay was personal phone call) and membership kits. Deadline for WMTA info on Harvestfest is September 5th.

Angela Holmes– How many names is the e-mail list up to? Janet Schmidt – over 700 names on list now – it hasn't been a problem getting e-mail addresses.

OLD BUSINESS –

Drug Store Wall – No empty spaces.

Brochures – About 3,000 brochures remaining.

Community Walking Map Kiosk – Completed and looks great – had ribbon cutting last week in both Douglas and Saugatuck. The Saugatuck kiosk is lit. Many thanks to Fred Weber for all the hard work he put into the kiosk – as well as Lisa Lungaro, Angela Holmes, and Marilyn Starring.

Fred Weber – had an error on the Douglas map (on the map location) “You are Here” had to be changed because sign was moved from Berry Field to in front of police station. Turned out okay because had forgotten to place Duck Stop on map, so it all worked out.

EVENTS –

Music in the Park – Last outdoor event is tonight. Next week is karaoke amateur night at White House.

Sidewalk Sale – felt it was quite successful in both Saugatuck and Douglas. Kerry O'Donohue – hasn't collected any funds from Douglas yet. Angela Holmes will call Bill Smith about the funds Douglas collected – there were 15-17 participants in Douglas. October Events – Harvestfest month – every weekend there is something going on around town. 3rd week event is going to be at Coughlin Park – posters and fliers are going to be made. Flier will list all the weekend events for the month. 1st weekend – Douglas doing Oktoberfest (German) 2 German bands/ 2nd weekend – Gallery Stroll/Goose Festival/Chili Cook Off – 3rd Weekend – tug of war across the river between Saugatuck and Douglas (Coughlin Park to Keewatin) Wagon Rides – Pumpkin Carving with prize – pie eating – best scarecrow – biggest pumpkin 11 a.m. to 5 p.m. – pumpkin launch into river will also have a band and food (will ask local restaurants if they want to participant) and beer tent (Saugatuck Youth Center is going to do this as a fund raiser) and 4th Weekend – Harvest Fest - Halloween Event – parades. Matt Balmer is now coming to the events meetings and representing Douglas. Janet Schmidt has submitted the events permit to city for this event already.

HARBOR MEETING UPDATE – Representatives from Saugatuck are Harold Thieda, and Mark Bekken – citizen at large has not been named – interviews were completed yesterday for this position. This citizen will be named at next city council meeting.

WGVU – Angela Holmes will talk about Harvestfest in September with Jon in View from the Dunes. Jon indicated that he would like to get more businesses and restaurants on the air. Fred Schmidt – Feel we should address store hours issue – we have a bad image that we need to undue. Get a couple of retailers to participate who stay open on a regular basis– suggestions

were Land Sharks and Good Goods. Janet Schmidt - a lot of retailers are not answering their e-mails – does a hard copy mailing and includes a postcard and they can be returned to obtain their open hours. Angela Holmes will be talking about businesses that are remaining open on the September's View from the Dunes show. Julie Abel – if businesses are going to be open we could possibly give them a free ad in the next e-mail blast. Angela Holmes– would like to post store hours on the internet. Mike Carey – Why not give this to block captains instead of mailing it for personal contact.

BLOCK CAPTAINS – Want businesses to know whom their block captains are and stores they will call on. Marilyn Starring will make a list of block captains and the stores they represent.

COMMUNITY LEADERS LUNCH – SABA is sponsoring this lunch in September and it will be at Saugatuck City Hall– Macatawa Bank is providing the food - trying to coordinate a date to do later this month. Fred Weber said he would go with Angela Holmes to this meeting.

OFF BUTLER STREET BUSINESS SIGNAGE – Angela Holmes – We are going to readdress this issue – just need to schedule a meeting end of September or in October. Jane VerPlank, Marilyn Starring, Angela Holmes, Lisa Lungaro, Kirk Harrier and Tony Vettori were on this committee. There are six signs that we are discussing lowering and changing their color.

NEW BUSINESS PACKETS: Finishing up what is going to go into the packet. Julie Abel has to draft the welcoming letter – board list – block captains – mayors and township supervisors – want pictures of board members/block captains etc. so businesses know who is who – will make up 40 packets initially. Julie Abel – this project needs to go on SABA calendar to be reviewed once a year. Fred Schmidt's business card will also be included in the packets as well as the SABA contact person. Need to make up calendar for the year – should try to have this all ready by October 7th membership drive kick-off.

NEW BUSINESS

FALL MEMBERSHIP KICK-OFF: October 7th at 5:30 p.m. till 7:30 p.m. – short business meeting and will be held at Saugatuck Brewing Company. This will be our October general membership meeting. Mike Carey – Feels strongly all businesses should join and support SABA - If SABA doesn't exist who is going to promote Saugatuck and Douglas businesses? Should also ask businesses that aren't joining what are they are doing to help promote the two cities. There are two billboards on the expressway – can we work with CVB in securing one northbound and one southbound. Angela Holmes – Could use the “Things are Great Here” theme. Angela Holmes – during the membership drive we need to have members talking about the organization and all the good things we do and our accomplishments – we need to be the organizations biggest cheerleaders.

MEMBERSHIP – Fred Schmidt between now and the 7th membership drive letters will go out – annual membership cost \$200 – if you join after February your business will not get into brochure. Non-profits Lisa Lungaro and Angela Holmes went through list of 19 non-profits - churches/cities will not be charged and the other 15 non-profits will be charged \$100. Would pay: Christmas Carol, Boys and Girls, Fennville Recycling, Historical, Waterfront Film Festival, SCA to name a few. Janet Schmidt – Felt \$100 was a little too high – need to make cost to cover

mailing expenses to their organization – since these organizations do not receive e-mails – suggested \$40. Angela Holmes is thinking \$50 would be an appropriate charge. Mike Carey made a motion that we charge the 15 non-profits (churches/municipalities excluded) that we charge \$50. Julie Abel seconded. Motion passed.

WORKSHOP DATE: Not needed at this time. Scott Eilbes is no longer a board member – his business has been sold. Scott indicated that he would continue to help with events. Need to send Scott a thank you note and SABA bucks – Fred Schmidt will take of this.

MEMBER SURVEY UPDATE: Volunteers are needed to be involved in this group. Lisa Lungaro, Angela Holmes, Julie Abel and Mike Carey. Marilyn Starring suggested reviewing the old survey and updating questions, and to ask municipalities if they have any questions they would like to have included on the survey. Angela Holmes will send e-mail today.

BY-LAWS: Updates have been made and will be attached to the minutes for this month.

OFFICERS: John Jerome from Butler Pantry has agreed to run as co-president along with Angela Holmes and Jodi White from Macatawa Bank has agreed to be treasurer. We could still use a few more people for the board.

Mike Carey – There is a lot of stuff going on for Venetian and juried art show the Saturday before the 4th of July – specifically the art shows. Marilyn Starring commented that the art shows have been on these dates for a long time, and things have just been built up around them over the years.

UPCOMING EVENTS:

Music in the Park – View from the Dunes – Douglas Social – Amateur Karaoke Contest – Mt. Baldhead Challenge - Heritage Festival (home tour w/7 homes – Old School House tour – Clothesline Art Show - walking tours – hike through Tallmadge Woods) View from the Dunes.

Next SABA business meeting – TUESDAY, October 7th at 5:30 p.m. at Saugatuck Brewing Company – networking to follow after a brief business meeting.

Meeting adjourned 10 a.m.

**BY LAWS
OF
SAUGATUCK/DOUGLAS AREA BUSINESS ASSOCIATION**
(A MICHIGAN NON PROFIT ORGANIZATION)
(Revised September 2008)

ARTICLE I

NAME

The organization is a non-profit organization, and shall be called Saugatuck/Douglas Area Business Association (referred to hereafter as S.A.B.A.).

ARTICLE II

MISSION STATEMENT

We as a business association believe in healthy business, a productive, and well-trained workforce, functional infrastructure and public and private sector collaboration. This organization is irrevocably dedicated to and primarily operated for nonprofit purposes.

ARTICLE III

PURPOSE

The mission of any business association should be to help the area grow and prosper by providing business assistance, services and counseling to new and existing business large and small. An association's mandate should be to enhance economic viability and quality of life through a variety of programs and services that benefit all members of the community at large.

ARTICLE IV

MEMBERSHIP

Section 1. Requirements

- (a) Members shall not be based on race, color, religion, sex, sexual preference, national origin, age, or disability.
- (b) Membership geographical boundaries shall be in the surrounding Saugatuck and Douglas area.

Membership outside of these geographical boundaries will be reviewed by the board of directors. Non-profit organizations will be referred to as associate members.

Section 2. Dues

- (a) All members and associate membership are required to pay annual dues as proscribed by the board of directors. Such dues may be waived by the board of directors for specific members by board approval.
- (b) Membership may be cancelled for non-payment of dues according to renewal terms fixed by the board.

Section 3. Rights of Membership

- (a) One membership only per business name and location.
- (b) Each membership shall have one vote.
- (c) Associate membership will have no voting privileges.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition of Board

- (a) The Board of Directors shall be selected from members in good standing.
- (b) The Board of Directors shall consist of an uneven number of no more than fifteen (15) appointed members and no less than five (5), including the elected officers. The existing board of directors shall appoint new board members (from the membership) as the need arises.

Section 2. Responsibilities of Board Members

- (a) Board members will be expected to support the purpose of SABA by maintaining ongoing communication with any member or non member businesses.
- (b) Board members must remain members in good standing of SABA, and must act consistently with the purposes and goals of the organization.

- (c) Board members are expected to attend monthly board meetings, as well as the Spring and Fall General Membership meetings.
- (d) Three (3) consecutive absences or five (5) absences from monthly board meetings within a 12 month period may be grounds for dismissal by a majority vote of the board.

Section 3. Terms and Vacancies

- (a) Once seated, non-officer board members shall remain on the board indefinitely unless he or she, voluntarily resigns, incapacity to act, or removal or until such board member no longer fulfills his/her responsibilities set forth in these bylaws. The board, by majority vote, can remove the board member from office. This action may be initiated by the board.
- (b) When a vacancy occurs, such vacancy shall be announced by the monthly board meeting. The membership shall be notified of such vacancy, and nominations shall be accepted at the next board meeting.

ARTICLE VI

OFFICERS

The officers of SABA shall be Co-Presidents, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 1. Election and Terms of Offices

- (a) Co-Presidents shall be elected for a two year team. The officers shall be elected annually by vote of members of the association. Their term of office shall be for one year, beginning November 1st and ending October 31st.
- (b) A nominating committee shall submit a slate of officers for election at a meeting of the association to be held in the fall of each year. The election shall be by a ballot mailed to each member business. The ballot must be returned, counted, and results reported to the membership during the month of October. The nominating committee shall be appointed by September 1 of each year.
- (c) Vacancy of an office. In the event of a vacancy of an office during the year, a replacement will be appointed by the board of directors for the remainder of the term.

- (d) The directors shall serve without compensation. Upon resolution of the board of directors, the directors may receive reimbursement of any expenses they have incurred on behalf of the association. Nothing herein shall be constructed to preclude any director from serving the association in any other capacity or receiving compensation therefore.

Section 2. Office of Co-Presidents

The Co-Presidents shall consult with the board to define and maintain a set direction of SABA while adhering to the purpose and goals of the association.

- (a) Further duties of the co-presidency shall include, but not be limited to:
 1. Setting the agenda for each meeting.
 2. Presiding over all meetings.
 3. Appointing committee heads as the need arises with recommendations from the board of directors.
 4. Acting as a member of any SABA committee as the need arises.

Section 3. Office of Recording Secretary

The Recording Secretary, or his or her designee, shall act as secretary of all members of all meetings of the board of directors and the members, and shall keep minutes of all such meetings in books designated for that purpose. The recording secretary shall also keep the archives of the association.

Section 4. Corresponding Secretary

The Corresponding Secretary shall attend to the giving and serving of all correspondence and notices of SABA.

- (a) The Corresponding Secretary shall maintain the SABA mailing list, and be responsible for the distribution of printed materials to board members. The corresponding secretary will also be responsible for the SABA newsletter. (The corresponding secretary may be assisted by SABA members.)

Section 5. Office of Treasurer

The Treasurer shall have charge and custody of, and be responsible for all funds of the association, and deposit all such funds in the name of the association in such banks, as shall be selected by the board of directors. The treasurer shall prepare, in consultation with the board, the annual budget and treasurer's reports for each general meeting. In general, the treasurer shall perform all duties incident to the office of treasurer, and other duties which may be assigned to him or her from time to time, by the board of directors. (The treasurer may be assisted by other officers or a bookkeeper.)

Section 6. Responsibilities of Officers

Officers must remain members in good standing of SABA and must act consistently with the purposes and goals of the association.

Officers are expected to attend monthly board meetings, as well as the spring and

fall general membership meetings.

Three consecutive absences or five (5) absences within a twelve (12) month period from monthly board meetings may be grounds for dismissal by a majority vote of the board.

ARTICLE VII

MEETINGS

Section 1. Types of Meetings

- (a) Regular Meetings. The board of directors shall meet once a month at a place and time designated by the board. Members shall be notified of all meetings and attendance is open to all members. The president or co-president shall set the agenda. Board members and general membership may ask to be put on the agenda prior to a meeting under the category of “New Business”. The president or co-president has the right to limit speakers to not less than three (3) minutes.
- (b) General Membership Meetings. A general membership meeting should be held twice annually with written notice, at least seven (7) days before the meeting, to all voting members. General membership meetings shall be held in the Spring and Fall. These meeting dates may be changed by the board of directors as deemed necessary.
- (c) Special Meetings. A special meeting may be scheduled by the board of directors as the need arises.

Section 2. Action At A Meeting

- (a) Quorum. A majority of the number of directors in office constitutes a quorum for the transaction of business at any meeting of the board of directors. Acts or decisions done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act or the decision of the board of directors.
- (b) Adjournment. A majority of the directors present (though less than such quorum) may adjourn the meeting without further notice.

Section 3. Action Without a Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if the majority of the board of directors, individually or collectively, consent in writing to such action. Such written consent shall be included in the minutes of the next regular business meeting of the board.

Section 4. Meeting by Telephone or Remote Equipment

Any member of the board of directors or of a committee designated by the board may participate in a meeting of such board or committee by means of conference telephone or remote communications by means of which all persons participating in the meeting can hear each other. Participation pursuant to this section shall constitute presence in person at such meeting.

Section 5. Waiver of Notice

Notice of the time and place of any regular or special meeting of the board of directors may be waived in writing either before or after such meeting has been held. If all the directors waive notice of the meeting, no notice of the same shall be required. All waivers shall be made a part of the minutes of the meeting.

ARTICLE VIII

COMMITTEES

The board of directors may designate one or more committees, each which shall consist of one or more directors or other person selected by the directors; and, when the board of directors is not in session, such committees, to the extent provided in said these bylaws, may exercise any or all powers and authority granted to them by the board of directors, provided that no such committee shall have the power or authority to:

- (a) Amend these bylaws.
- (b) Fill vacancies in the board.

Section 1. Composition of Committee

Committees shall consist of at least one board member and may include members who are not on the board.

Section 2. Responsibilities of Committees

Activities of each committee meeting shall be reported to the board of directors at a regular meeting. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, these bylaws. The designation of such committees and delegation of authority thereto shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon the board.

Section 3. Nominating Committee

A nominating committee shall consist of no fewer than three (3) and nor more than five (5) members to be appointed by the board of directors at the August meeting. At least one (1) member of the nominating committee shall be of the membership at large, and no more than two (2) members from the previous years nominating committee shall serve in the current year. A chairperson shall be selected by the committee.

- (a) The nominating committee shall nominate a sufficient number of qualified persons to fill all vacancies of the directors seats. The nominating committee may in its

discretion nominate more persons than are necessary to fill said seats in order to give the members an opportunity to select among the various persons, however, it is within the nominating committee's discretion to nominate only a sufficient number to assure that the director seats are filled.

ARTICLE IX

FUNDING

Section 1. Budget

Expenditures and the income necessary to fund them will be determined by the board of directors. An annual budget will be prepared at the direction of the board of directors. This budget must be approved by a majority of the voting members present at a regular or special meeting.

- (a) Fiscal Year. The fiscal year of the association shall commence on October 31st and end on November 1st, unless some other fiscal year is fixed by resolution of the board of directors.

Section 2. Income

Projects and other activities of the organization will be funded by donations, dues, fund raising, and special assessments. The latter applies only to projects in which members are assessed according to their participation in the project.

Section 3. Checks and Drafts

All checks, drafts, or other orders for the payment of money and evidences of indebtedness issued in the name of the association shall be signed by such officer(s) of the association and in such manner shall be determined from time to time by resolution of the board of directors. Endorsements of deposit to the credit of the association in any of its duly authorized depositories may be made, without countersignature, by the president or co-president, or by the treasurer, or by any other officer of the association to whom the board of directors, by resolution, shall have delegated such power.

Section 4. Bank Accounts

The board of directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks or other depositories as may be selected by the board or by any officer(s) of the association to whom such power may be delegated from time to time by the board of directors. The board of directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the board may deem expedient. The board of directors may also from time to time authorize the making of such other lawful investments as the board may deem appropriate.

ARTICLE X

AMENDMENTS TO THE BY LAWS

Recommendations for bylaw amendments may be brought to the board for consideration. If such recommendation is approved by the majority vote of the board, it shall be put to a vote at the next general membership meeting or a special meeting called for this purpose. Each member must be notified in writing of the proposed changes, and ratification will ensure upon majority vote of present members of such meetings.