

1 **SEVASTOPOL BUSINESS ASSOCIATION, INC.**
2 **Door County, Wisconsin**

3
4 **Initial Meeting of Directors & Incorporators**

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6 **Date / Time:** Wednesday, August 19th 2026 – 12:00 pm (noon)

7 **Location:** Sevastopol Town Hall – conference room
8 4528 State Highway 57, Sturgeon Bay WI 54235
9

10 **Minutes:**

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12 **Call to Order.** The meeting was called to order by Director Linda Wait at 12:03 p.m.
13

14 **Introductions – Proper Notice - Establish Quorum.** The following Incorporators/Directors
15 were present and constitute a quorum: Maria Milano, Dawn Germscheid, Carolyn Ripp, Heather
16 Hoffmann, Linda Wait, and Josh Cory-Yaeggi. Also in attendance: Nicole Krauel, Stacie Denil
17 and Amy Flok.
18

19 **Recap of August 4th 2026 Sevastopol Business Association Ad Hoc Committee meeting.**
20 Denil summarized the progress made in creating a Wisconsin nonprofit corporation and
21 establishing a board to move forward. There were a number of business owners in attendance,
22 with seven offering to serve as initial directors and incorporators and proceed with filing Articles
23 of Incorporation with the Wisconsin Department of Financial Institutions (Wis DFI) in the name
24 of “Sevastopol Business Association, Inc.” An initial meeting of the Association’s Board was
25 scheduled for August 19, 2026.
26

27 **New Business:**

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29 **Articles of Incorporation.** Form 102 Nonstock Corporation Articles of Incorporation were filed
30 on August 6, 2026 with the Wis DFI. The incorporators and initial Board of Directors are as
31 follows: Dawn Germscheid, Josh Cory-Yaeggi, Linda Wait, Constance Judd, Heather
32 Hoffmann, Maria Milano and Carolyn Ripp. Judd has since indicated that she wishes to
33 withdraw from involvement with the Association.
34

35 **Election of Officers.** 1) motion by Wait, second by Hoffmann to nominate Cory-Yaeggi as
36 President; motion carried. 2) motion by Cory-Yaeggi and second by Germscheid to nominate
37 Hoffmann as Vice President; motion carried. 3) motion by Hoffmann and second by Ripp to
38 nominate Wait as Secretary; motion carried. 4) motion by Milano and second by Hoffmann to
39 nominate Germscheid as Treasurer; motion carried.
40

41 President:	Josh Cory-Yaeggi
42 Vice President	Heather Hoffmann
43 Secretary	Linda Wait
44 Treasurer	Dawn Germscheid

45

Accepting Nicole Krauel’s offer, motion by Wait and second by Gernscheid to appoint Krauel as a member of the Board of Directors; motion carried. Motion by Cory-Yaeggi and second by Gernscheid that Milano and Krauel serve as Directors at-large; motion carried.

Finances. Motion by Wait and second by Gernscheid that the Association establish a banking relationship with Nicolet National Bank; motion carried. Cory-Yaeggi has a contact at Nicolet and will reach out to see what is required in order to open an account.

Bylaws and Other Corporate Documents. In advance of the meeting, Wait came up with draft bylaws, following those used by the Southern Door Business Association. Gernscheid incorporated some of those points, drafted revised bylaws and additional governance documents, and they are before us today for our review and discussion:

- 1) Bylaws
- 2) Summary of Changes
- 3) Conflict of Interest Policy
- 4) Standing Committee Charters
- 5) Membership Application
- 6) Expense Reimbursement Policy
- 7) Whistleblower Policy
- 8) Initial Board Resolutions
- 9) Document Retention and Destruction Policy
- 10) Master Document Checklist
- 11) 3-Year Operating Budget.

Denil also presented a Sample 3-Year Budget and Year-One Plan.

Initial comments/changes on the Bylaws:

- Section 2.1 - Membership Classes. There would be just one class of membership- Business Members; delete reference to Individual Members and Associate Members.
- Section 2.5 – Dues and Assessment. Change section title to “Membership Dues” and delete the last sentence related to special assessments.
- Section 2.6 – delete references to Individual Member and Associate Members.
- Section 3.4 - Quorum. After discussion, retain as is at 10%.
- Section 4.3 – Election and Term. Retain two-year terms.
- Section 5.1 - Officers Designated. Motion by Gernscheid and second by Hoffmann that Denil be designated as ex officio officer; that we consider one to three at-large members to serve as directors and on the Executive Committee, keeping an odd number; motion carried.
- Section 6.2 - Executive Committee. Authorize up to seven members.
- Section 7.6 – Political and Lobbying Activity. Retain as is.

Gernscheid will update the Bylaws with suggested revisions and submit to the Board at the next meeting. Once finalized, we will need a resolution to formally accept the Bylaws.

Cory-Yaeggi has an attorney acquaintance who could make a preliminary evaluation of documents from a legal standpoint.

92 There were a number of questions regarding the budget and how Destination Door County might
93 interpret our expenditures and qualifications to receive dollars under the Community Business
94 Association Funding Program. Cory-Yaeggi will reach out to DDC President/CEO Jon Jarosh
95 for a discussion and it was suggested that Jarosh be invited to our next Association meeting.
96

97 **Next Meeting Date:** Wednesday, September 9th 2026 – 12:00 pm (noon)
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99 **Adjourn.** Motion Cory-Yaeggi and second by Gernscheid to adjourn; motion carried and
100 meeting adjourned at 2:20 p.m.
101

102 Respectfully submitted,
103

104 Linda Wait, Secretary
105

106 [draft 08/21/2026]