

## **Chestnut Hill Community Association Board of Directors Meeting**

Chestnut Hill Library  
Thursday, March 26, 2015

### **MINUTES**

**Board Members Present:** Sister Mary Helen Beirne (Norwood-Fontbonne Academy), Jason Bissonette, Julie Byrne, George Coates, Patricia Cove (CH Historical Society), Tom Cullen, Will Detweiler (President), Lee Foulkrod, Lisa Howe, Mark Keintz, Joyce Lenhardt, Laura Lucas (VP Operations), Larry McEwen (VP Physical Division), Arianna Neromiliotis (Teenagers Inc.), Chris Padova (VP Social Division), Marilyn Paucker, Remy Pizzichini, Tony Reilly, Bob Rossman (Treasurer), Richard Snowden (CH Parking Foundation), Kristina Sullivan (Secretary), Brien Tilley (Immediate Past President), and Jean Wedgwood

**Board Members Absent:** Liz Bales, Sam Earle, Nell Kahil (CH Friends Meeting), and Walt Sullivan

**Attendance:** 23 present and 4 absent = 27

**Others Present:** Kevin Dicciani (CH Local), John Falco (Attorney), Celeste Hardester (Community Manager), Larry Hochberger (Associate Publisher), Caryl Johnston (Recorder), Pete Mazzaccaro (Editor), and Floramae McCarron (Fund Drive Co-Chair)

Will Detweiler called the meeting to order at 7:33 PM and Celeste Hardester conducted the roll call.

**Approval of Agenda and Minutes.** The night's agenda was adopted and the Board meeting minutes for February 26, 2015 were approved.

Will Detweiler made an announcement saying that he had met the new State Senator, Art Haywood, who is eager to help.

**Welcome to New Interlocking Director: Patricia Cove from the Chestnut Hill Historical Society**

**Plans for Annual Meeting—April 23rd:** Richard Snowden said that plans have been made to have an old-fashioned covered-dish supper. A sheet will be passed around so that members can sign up to bring a dish. The location is Norwood-Fontbonne Academy, which has a kitchen. There have been some generous donations of wine. There will be a \$10 charge to cover incidental expenses.

**Approval of Three Judges of Election for 2015: Elizabeth Richardson, Kate Corbally, and Kathi Clayton, with Cecile Mihalich as back-up.** Laura Lucas spoke to this matter. There was a motion to approve, which passed unanimously.

**Presentation by Fund Drive Committee Regarding 2015 Proposed Grant Allocations.**

Laura Lucas presented a list of the proposed CHCF grant allocations showing that all CHCA programs except the Movie Night are fully funded (almost \$25,000). She introduced her colleague Floramae McCarron who has been a member of the committee for three years. Ms. McCarron said that \$90,000 has been raised in the Fund Drive so far—just in the past month the response has been extraordinary. She thanked Honorary Co-Chairs Gail and John Detweiler in particular, also Richard Snowden. Richard thanked Laura and the Committee for the beautiful presentation of the grant allocation budget. The motion to support the grant recommendations passed unanimously.

The Board wished to convey to Jean Hemphill wishes for speedy recovery of her husband, Bob Warner.

**Consideration/Recommendation of Proposed Bylaws Amendments to enable CHCA to become a 501(c)(3):** The remainder of the meeting dealt with this issue; the other business listed on the agenda had to be omitted.

The basic question discussed concerned whether the Board was ready to vote on the bylaws. Lawyer John Falco said this has been an intense process, but that he thought the bylaws, having been extensively and intensively worked on, were in pretty good shape. Bob Rossman admitted that they were not perfect, but pointed out that they can always be amended later. Tony Reilly asked if there had been any changes since the last discussion. Julie said most of the changes that have been made dealt with the issue of tightening control of the Local.

There are to be three documents to be presented to the membership: plan/template of the two organizations, two sets of bylaws, and the composition of the two Boards and their officers. Mark Keintz said that the idea would be to present these three documents to the membership to approve in one vote.

There was much discussion about timing, about how to present whether or when to publish the bylaws in the Local or to furnish a website address so that the bylaws could be published on the CHCA website, and many other issues. George Coates asked whether it would be premature to vote on the bylaws tonight. Julie Byrne (Co-Chair of this year's Bylaws Committee) did not think so; she thought the bylaws were in as good a shape as can be gotten. Richard Snowden raised a dissent, saying why do we need to vote on these bylaws tonight? He wanted to avoid haste and the problem of presenting something "half-baked" to the membership. He believed that the membership had many concerns and that the vote would not be a "slam dunk," all the more reason for the Board to be united in its presentation and support for the bylaws amendments. Mark said there needs to be discussion on the actual bylaws; Julie Byrne said the original expectation for tonight would be to vote on bylaws, which would start the 30-day clock leading to final presentation to the membership. Richard Snowden again counseled delay rather than risk getting a divided vote.

Will Detweiler asked: what are the advantages and disadvantages of voting on the bylaws tonight?

John Falco said if we were to try to do the bylaws and the other two issues at the next meeting, there would not be enough time. But perhaps if the Board is not ready to vote, the matter should be tabled.

Richard Snowden was asked, and spoke to his concerns, namely, what happens to the Local's finances? He said we are spinning off our most valuable asset. There is substantial cash now in the Local's account. Could there not be an exit dividend or perhaps could there be some sort of arrangement whereby the Local – the Delaware Corporation – paid a regular dividend to the new Pennsylvania Corporation? The point was that once we obtain nonprofit status, we will no longer have the ability to get money from the Local. And conversely, we will no longer be responsible for the Local's expenses. At the very least we ought to have some assurances that we are getting some return on our investment. Should there not be some kind of settlement when we cede control of the Local? Richard said that he would want to negotiate this as part of the whole deal.

Joyce Lenhardt asked, how do we control the leadership of the Local? She also expressed some questions relating to the wording, typos, and other matters about the bylaws.

Since it was now 9:00 PM, John Falco said it may make sense to table at present. Will Detweiler called for a vote to terminate the discussion: there were 8 voting aye and 11 voting nay.

Having run out of time, the meeting was adjourned at 9:10 PM.

*Initial draft of minutes prepared by Caryl Johnston.*

*Approved by the Board of Directors without amendment on 5/28/15.*