

**Chestnut Hill Community Association
Special Meeting of the Board of Directors**

Norwood-Fontbonne Academy
Monday, September 14, 2015

MINUTES

Board Members Present: Liz Bales (VP Social Division), Jason Bissonette, Bob Boyer, Julie Byrne, George Coates, Dan Compton, Will Detweiler (President), Sam Earle, Lisa Howe, Mark Keintz, Andy Kite, Joyce Lenhardt, Laura Lucas (VP Operations), Karl Martin, Larry McEwen (VP Physical Division), Jenny McHugh (Springside CH Academy), Jack McMeekin, Arianna Neromiliotis (Teenagers, Inc.), Remy Pizzichini, Christopher Plant (CH Business Association), Dan Pulka, Bob Rossman, Michelle Sage, Richard Snowden (CH Parking Foundation), Brien Tilley (Immediate Past President), and Jean Wedgwood (Secretary)

Board Members Absent: Patricia Cove (Chestnut Hill Historical Society), Mary Lynskey (Jenks Academy), Drew Meschter, Marilyn Paucker, Tony Reilly (Treasurer),

Attendance: 26 present and 5 absent = 31

Others Present: Rod Bartchy (CHCA Member), John Falco (Attorney), Celeste Hardester (Community Manager), Jean Hemphill (CH Community Fund President), Larry Hochberger (Associate Publisher), Pete Mazzaccaro (CH Local Editor), and Noreen Spota (Administrative Coordinator)

(This special meeting of the Board was requested in a written statement signed by three Board members in accordance with Article IV, Section C.2 of the CHCA bylaws.)

President Will Detweiler called the meeting to order at 7:33 PM, and the roll call was conducted by Celeste Hardester. The agenda was approved.

Approval of Minutes. There was a motion to approve the Board meeting minutes from July 23, 2015 and August 27, 2015. This motion passed.

Proposed Amendment of CHCA Bylaws (DE Corporation), New Bylaws for the CHCA (PA Corporation), and Proposal to the General Membership in order to Implement 501(c)(3) Status

Copies of the three documents listed above were distributed to Board members in advance of the meeting and also at the meeting. Since the previous version of the DE Corporation (Local) bylaws, one change was recommended by attorney John Falco: in Article IV, Section C.3 (page 6), the following sentence was deleted: "In addition, posting of meetings shall be printed in the issue of the Chestnut Hill Local the week prior to the meeting, as well as the week of the meeting." Also, since the previous version of the PA Corporation (new CHCA) bylaws, John recommended the following change: in Article I, Section F.1.b (page 3), the following sentences were deleted: "Election of Directors of the Local. The Association, as sole voting member of the Local, appoints the Local's

Board of Directors. Nominees for appointment to the Local's Board of Directors shall be recommended by the Nominating Committee of the Association and approved by the majority of those Directors present at a Meeting of the Board called for such purpose." This was replaced by: "Appointment of Directors of the Local. The Association, as sole voting member of the Local, appoints the Local's Board of Directors. The appointment of a Director to the Local's Board shall be approved by the majority vote of those Directors present at a Meeting of the Board called for such purpose."

Laura Lucas thanked Julie Byrne, Bylaws Committee Chair, and John Falco for all of their work on amending the bylaws.

Jack McMeekin offered a motion to approve the proposed bylaws for the DE Corporation (the Local); this motion was seconded and passed unanimously by voice vote. There was a second motion to approve the proposed bylaws for the PA Corporation (the new CHCA); this motion was seconded and also passed unanimously by voice vote. This was followed by applause from Board members.

George Coates offered a motion to approve the following "Proposal to the General Membership" (draft dated September 14, 2015):

Chestnut Hill Community Association, Inc.
("CHCA")

Proposal to CHCA Membership:

To approve the spin-off of the activities of the Community Association
Division into a newly formed 501(c)(3) tax-exempt corporation
(the "Proposal")

As previously reported, the Board approved the reorganization of CHCA's two operating divisions – the Community Association and the Chestnut Hill Local – into two separate legal entities in order to obtain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code with respect to certain of its activities that qualify under Section 501(c)(3) as exempt activities ("exempt activities"). Accordingly, Chestnut Hill Community Association (PA), Inc. (the "New CHCA") was formed to assume the exempt activities of the Community Association division. The activities of the Chestnut Hill Local division will remain with the current organization, which will be renamed the "Chestnut Hill Local, Inc." (the "Local"). In November 2014, the New CHCA was granted tax-exempt status under Section 501(c)(3) by the Internal Revenue Service.

In order to effect the spin-off, current CHCA members ("Members") are being asked to approve the Proposal. The Board believes that the spin-off will facilitate fundraising for the Community Association and provide greater support for its exempt activities. If Members approve the Proposal, on the closing date, 1) Members will become Members of the New CHCA, 2) the New CHCA will become the sole member of the Local, 3) revised bylaws of the Local will become effective to reflect the spin-off, 4) the Directors and Officers of CHCA will become the Directors and Officers of the New CHCA, and 5) the New CHCA Board will appoint a new Board for the Local. Members are not being asked to vote separately on these matters. Voting "FOR" the Proposal constitutes a vote for the actions described above. In order for the spin-off to occur, a majority of the Members present and entitled to vote at the Meeting must approve the Proposal. Copies of the Proposed bylaws for both entities are available on CHCA's website or upon request by email at [insert address].

The motion to approve the Proposal was seconded and passed unanimously by voice vote. It was suggested that hard copies of all of the documents be available upon request, and also that Noreen's contact information be included at the end of the Proposal.

Bob Rossman offered a motion to hold a Special Meeting of Members on Thursday, October 22 (the same date as the Board meeting); this motion was seconded and passed. Larry McEwen offered a motion to cancel the regularly-scheduled Board meeting to be held on Thursday, September 24; this motion was seconded and passed unanimously.

Mark Keintz recommended that written ballots be published in the Local. John Falco recommended that the usual voting process for the CHCA's elections and bylaws amendments should be followed (don't limit the franchise). Accordingly, the reference in the Proposal to Members "being present" at the meeting will be deleted and replaced by the availability of proxy ballots for those not able to attend. Other matters (budgets, staffing, etc.) will be voted upon by the Board rather than the general membership. Richard Snowden suggested that an "Op-Ed" article by Will Detweiler should be published in the Local, explaining the process and including a mention of the Board's unanimity on these motions.

Old Business and New Business: None.

Announcements. Laura Lucas stated that CHCA Committee reports will be sent to the Board via email. Michelle Sage and Liz Bales mentioned the need for volunteers for the Circle of Trees event, to be held on Saturday, November 21 from 5:30 to 7:00 PM outside the Woodmere Art Museum.

There being no further business, the meeting was adjourned at 8:02 PM.

Respectfully submitted on 10/20/15 by:

Jean Wedgwood
CHCA Secretary

Initial draft of minutes prepared by Noreen Spota.

Approved by the Board of Directors without amendment on 10/22/15.