

CHCA Board Meeting 11/17/16
UCP – 102 E Mermaid
Meeting began at 7:05pm.

Present: Jason Bissonette, Mike Chomentowski, Dan Compton, Patricia Cove, Will Detweiler, Haviva Goldman, Jason Huber, Andy Kite, Laura Lucas, Karl Martin, Larry McEwen, Jack McMeekin, Arianna Neromiliotis, Marilyn Paucker, Bob Rossman.

Regrets: Liz Bales, Bob Boyer, Sam Earle, Joyce Lenhardt, Jenny Mchugh, Drew Meschter, Remy Pizzichini, Chris Plant, Dan Pulka, Richard Snowden, Jean Wedgwood

Ryan did Roll Call.

Minutes Approved.

Nomination of New Chestnut Hill Community Fund Trustee

Ellen Williams introduced Jeremy Gudgeon and asked for his approval for CHCF Trustee Board. Motion Unanimously Passed.

Referred from LUPZ: 8236 Germantown Avenue

Bob Rossman introduced motion for CHCA Commercial Support variance of Barber Shop. Motion Unanimously Passes.

2 E. Chestnut Hill Avenue Construction Update

Laura introduced Stuart Udis of 2 East Chestnut Hill Ave Company (Patriot Real Estate Capital) who was in attendance in audience and asked for a few minutes to update Board and the community. Stuart said they got variances for project but it was met with an appeal from neighbor, which is delaying project and is the reason why stones which will be reused are piled on property. Their goal is to settle with the neighbors. They have been actively working to getting this project back on target. They are hoping to proceed so they can build a great product. Patricia Cove asked if they can do a general property cleanup. Laura encouraged Stuart Udis to write a letter to the Local to share their update so community would see update.

Bylaws

Laura thanked Jack for leading the Bylaws streamlining efforts and stated that Jack's challenge was to make bylaws more efficient and modernized. If it appeared that the group was agreeable to vote on the recommendations after hearing them and discussing, Laura noted that Board would do so.

Jack introduced the members of the committee: Will Detweiler, John Falco, Chris Padova, Dan Compton, Drew Mescher, Julie Byrne, Jean Hemphill, Laura Lucas

Bylaws Went from 32 pages to 20 page document. Key points that were agreed to by the Board:

1. Changing Fiscal year to 6/30. By doing this, budget will be 15 months (4/1 – 6/30)
2. Reducing "Elected Director" positions from 24 to 21. Combining Interlocking/Institution Directors to be known as "Appointed Directors" and reducing total from 6 to 5. A total of 26 all together (plus past president – if not counted already in elected).
3. Increasing membership age from 14 to 18 years-old
4. Changing term of president to an initial term of two years followed by 2 consecutive one year terms (for a potential total of 4 total years) to better position us with outside groups when we try for funding and to give the president time to get things done.

5. Introducing a new committee entitled "Committee on Governance to handle what has traditionally been once a year functions. It would be responsible for nominations, elections, bylaws and board education. This committee would be led by Past President, and include the VP of Operations and 5 others.
6. Board absences were reduced from 5 to 4 meetings.
7. New terms for Special Membership Meeting: 100 signatures needed at 30 days.
8. FYI, Procedural info moved out of bylaws and introduction of charters for committees that does not need to be detailed in bylaws.

DISCUSSION:

Patricia Cove asked why the decision was made to eliminate board positions. Jack said it made it more manageable. Laura said the point is to have an engaged group. She also mentioned that the absentee benchmark is only 4 UNEXCUSED absences.

Patricia asked how positions would be filled if people drop off the board. If an Appointed Director, Laura stated Institutions would be filled by another from that institution with board approval and if interlocking, we would go back to the organization for a new rep. For Elected Directors, they would be filled by candidates who ran in last election but did not get enough votes for board seat that year. If there was an uncontested board election, however, there would be no candidate replacement for vacant director seats.

Mike Chomentowski asked if membership must vote on bylaws. The answer is "Yes" in a special election that will take place after Holiday House Tour.

Larry wanted a clarification on the presidential terms.

Bob Rossman noted he was NOT in favor of eliminating board positions. He feels as though that decreasing board size doesn't make it more or less manageable. Mike Chomentowski concurred with Bob's sentiments. Arianna said that Millennials are looking to join community groups. Karl explained its aspirational but we haven't seen this at CHCA.

Chris Padova (guest and part of Bylaws Committee) argues that when there is a large board, people think their vote doesn't matter as much thus they tend not to show up.

Mike Chomo recommends we reduce the board by two but not by six.

Laura indicated that committees were left out of bylaws to reduce processes. Committee information will have charters separate from general bylaws.

Mike Chomentowski wanted to know why the bylaws changed from 20 to 150 members needed to sign a note to call special Membership meeting with President. Also took task to the days of notice changed from 20-30 days. Laura explained 20 was simply a small amount of members and 30 days made more sensible with timing. 150 members is roughly 10% of membership. Mike suggested a new number be instituted. Board settled on 100 members as a compromise. There was discussion if this section could be removed entirely since no one remembered it every being used in the history of CHCA that they were present for.

Mike Chomo questioned absents. Wanted it to go back to 5 instead of 4. Several board members disagreed. Also took to task the definition of "unexcused" absence being too subjective. The board settled on compromise of removing unexcused.

Mike Chomentowski wanted clarification on interlocking/ institutional and how we chose. Arianna concurred and asked about impact on CHCA members serving on other community boards. Jack said these will be decisions made by Committee on Governance.

Mike Chomentowski – Was looking to reduce EC committee even further than what bylaws stipulates by reducing number of At Large Directors further. After discussion, board stayed with recommendation to only reduce At Large Directors by one after Laura said it has been useful for her to use At Large EC to oversee specific efforts.

Laura reconfirmed that the point of bylaws is to have this be a document that is key for grant and funding proposals.

**BOARD VOTED FOR THE FOLLOWING COMPROMISES FOR BYLAW RECOMMENDATION MODIFICATIONS
ORIGINALLY PROPOSED VIA EMAIL BEFORE THE MEETING:**

Board Decided that there would be 21 elected board members as opposed to 18.

Also 5 appointed directors Interlocking/ Institutional instead of 4.

Thus the new Board size would be a total of 26+ Past President

Board Members will get 4 absences: The term “unexcused” will be struck from the bylaws when describing absences

New terms for Special Meeting: 100 signatures needed at 30 days.

OTHER BUSINESS

Laura announced that Michelle Sage resigned from the CHCA board due to health reasons. Jason Huber discussed Teens Inc “Taste Of” event this Sunday. Laura mentioned the need to drive ticket sales for Holiday House Tour Tickets. Ryan celebrates 1 year at CHCA Executive Director. Dan Compton is having a grandbaby. Laura agreed that new bylaws will be published in January for membership vote and she and Ryan will work on date for Special Meeting.

Meeting ended at 8:30pm

Respectfully, Ryan Rosenbaum