

**EXECUTIVE COMMITTEE MEETING**

**THURSDAY, October 8, 2020, 6:30 p.m.**

**Streaming Via Zoom**

The meeting was called to order at 6:32. Executive Committee members present were Maggie Mund, Rick Gross, Pip Campbell, Michele Ettinger, Barbara Halpern, Charles Robin, Matt Schreck, Robin Sweet and Nan Robinson. Also attending were Zoning Committee co-chair Janice Woodcock and member Ben Zuckerman (also a Board member).

1. Major Development Task Force reps Janice, Ben and Charles provided the current status of the 2012 Chestnut project, on which they were seeking Ex Comm input. The discussion focused around whether to go the ordinance or ZBA route, given the high likelihood of appeal. The CCRA Task Force has made the recommendation, along with the approval of the remapping committee, to go the ordinance route. Rick Gross presented an alternative view, and ultimately it was determined the Task Force should reapproach the developer to discuss parking, review of restaurants, etc, further, before it is presented to the Board for a formal decision.
2. Matt provided the Treasurers Report, including mention of the installment dues from the Hi-Rise membership, which puts CCRA in reasonable shape moving forward. Matt brought up possible future events, such as that proposed at the Mutter Museum, and had explored securing General Liability Insurance that would include Communicable Disease coverage (pandemic). Following discussion of pricing options and switching insurance carriers, along with possible single event policies, the decision was ultimately made to remain with our current insurance and stick with virtual events for the safety of the membership.
3. On the Development Committee, Rick Gross reiterated that the Matching Gift and Raffle programs remain on track to replace the Casino Night and House Tour fund raising efforts in this unique time. He is optimistic that, provided enough enthusiasm and participation can be generated, ample funds can be generated for the year. A presentation will be given at next weeks Board meeting. There was also a further note on several restaurant ideas, including Cook evenings, as well as other sustaining events.
4. Maggie began the Presidents Report by sharing her summary of participating in the Controller's Community Accountability Council, currently a work in progress. The Board Retreat has been postponed and a subcommittee will revisit this again sometime in the next few months. The WeWorks office space is expiring at the end of December and alternative spaces are being considered. A question was raised about whether to weigh in on a Fireworks Bill and the consensus was that it is lower on the priority list at this time, although feedback should be solicited from members through the newsletter.
5. Michele referred to the handouts for the Membership updates and in particular, the member count exhibits indicate a 5% increase from 6/30/19 to 6/30/20. It also looks like an 11.5% from 12/31/19 to 9/30/20, which is the first time double-digit growth has been generated since tracking began. Many people and multiple efforts are contributing to this and the plan is to keep up the momentum.
6. Barbara brought up the idea of CCRA having a UTube channel to post various related items, such as public meetings, CCRA's Zoning 101 class, special clips highlights, a video library, etc.. It was agreed she has authorization to move forward on this. Barbara also floated becoming active on Twitter and a potential volunteer with new Board member, Richard Vaughn. The consensus was to pursue this further. Lastly, another Photo Challenge is coming for Halloween – Dress Your Pet Up. No prize will be awarded, it is just for fun.
7. The two virtual chef participation ideas in process with Cook and Vetri were again noted by Barbara of the Events Committee.

8. No further discussion points or objections were raised to the Streets resolution as laid out in the agenda.
9. With respect to Ad Hoc Committee reports:
  - a. It was proposed that key By Laws concepts for change be introduced and related questions be resolved over the coming month, with the goal to bring any changes for a vote in November.
  - b. Updates were provided by Rick of the Major Development Task Force on:
    - i. 113-119 South 19<sup>th</sup> Street
    - ii. 33 North 22<sup>nd</sup> Street
    - iii. CVS new development
  - c. A replacement is being sought for the head of the Liquor Committee and a legal background would be helpful in this position.
10. The meeting adjourned at 8:34 p.m.

Respectfully submitted,

Nan Robinson, Secretary

## ExCom Membership Report 11/5

1. Membership Stats enclosed. We broke 1,000 members... Woo Hoo!
  - a. We created a new line item Non-Residents at Elena's request. To date we have only 3 NON RESIDENT members- (paid member but lives outside our catchment area) Travis said since our last total of 14 non resident members, 11 of those either moved away, did not want to renew, or are taking a year off.
  - b. Besides 3 new members from the Murano, DiBruno's has been the reason people have become members. That little CCRA sign in their window has proved to be very helpful for us to attract new members.
  - c. we lost 4 members: 2 seniors moved, 1 senior upgraded (not really a loss), and 1 individual moved.
2. High-Rise Initiative:
  - a. The Murano currently has 51 members that activated their membership.
  - b. WPH Board unanimously approved CCRA's high-rise proposal. When WPH collects 200 names (which includes the 35 existing CCRA members) their high rise membership will go into effect. They announced the promotion last week in their building newsletter.
  - c. Penn Center House- we had an extremely successful zoom meeting last month with members of the Penn Center House Board. Maggie, myself, Bill West & Matt Fontana represented CCRA . Their full Board meets after Thanksgiving and they will present our proposal to the rest of the Board to get approval to move forward. The Board members we zoomed with were very enthusiastic.
3. Real Estate Initiative, 6 months free for new residents was re-launched last week. The membership committee will be discussing the best way to follow up with these folks to warmly welcome them and see if we can get a better renewal rate.
4. The membership subcommittee stewardship team reached out this quarter to welcome new members and connect with lapsed members. Two new members reached back out to us and further conversations were had. One of these new members will join us as an observer at the November Board meeting and the other has agreed to sit on some committees. Our relationship building is working!
5. Photo Challenge- will have info at Ex Comm meeting
6. Merchant Partners- The membership committee weighed in and we changed the name from Merchant Members to Merchant Partners. We continue to publicize them weekly in the e-newsletter and are trying to create a system to keep in touch and get some metrics to analyze the program. Are CCRA members supporting these businesses? Tina is checking in with 4 of the new Merchant Partners she secured, especially the ones that had October promotions. A membership subcommittee will try to create a system with metrics and ongoing communication for our Merchant Partners.
7. The Affiliate Marketing Initiative has been put on hold.

CCRA Remapping Taskforce  
Major Development Taskforce Resolution

Remapping Task Force: Mike Schade Co-Chair, Charles Robin Co-Chair, Charles Goodwin, Steve Huntington, Jeff Braff, Brian Johnston, Tim Kerner, Janice Woodcock

The CCRA Remapping Taskforce has been charged with working with the Philadelphia City Planning Commission to review all zoning classifications within CCRA boundaries.

CCRA Remapping Taskforce has been meeting since December 2014. Over that time, we have remapped all of CCRA's catchment.

The Remapping Taskforce would like to propose the following resolution;

***Resolve, that CCRA's Major Development Policy be amended to require that, for so long as the CCRA Remapping Committee is in operation, every Major Development Taskforce shall include at least one current member of the Remapping Committee, and that the Remapping Committee have the opportunity to provide input to the Taskforce prior to the issuance of any formal recommendations by the Taskforce to the CCRA Board.***

To: CCRA Board

From: Elena Cappella

Date: Nov. 5, 2020

RE: Issues for Board discussion on Nov. 10

To make efficient use of the time allotted to the bylaws on Nov. 10, below are key issues on which we should make headway at the meeting. Next to each issue you will see where it is addressed in documents distributed to you, namely, Oct. 9th memo, Oct. 11th Addendum, Oct. 28th memo. **(These documents are wholly contained within this document)**

Please review those in advance of the Board meeting. You are, once again, invited to email me (at [bklynsig@gmail.com](mailto:bklynsig@gmail.com)) before the meeting with questions, comments, or concerns on any bylaw issue; that will allow me to respond at the meeting or by reply email. (Thus far, I received a thoughtful email from just one board member.)

I propose we discuss the following issues in the order listed here:

- 1) Termination of membership for non-payment of dues & for other reasons (Oct. 9 memo, bottom half of p. 5)
- 2) Timing of the annual membership meeting (Oct. 9 memo, p. 6 item #1)
- 3) Quorum for membership meetings (Oct. 9 memo, p. 6 item #3); number needed to force a special meeting of the membership (Oct. 28 memo, p. 1 item #3) Additional comment: If the number of members who can force a special meeting is increased, as proposed, from the absolute number 25 to 10% of those eligible to vote, we should consider raising the quorum for membership meetings from an absolute 50 to 10%. From just one high-rise building, we have 40+ new members, a number that could go higher and possibly be enough to fulfill the current quorum of 50 for taking action at membership meetings. (e.g., electing directors, amending bylaws). Is that prudent?
- 4) Number of directors (i.e., board members) & role of past presidents (Oct. 9 memo, pp 7-8)
- 5) Officers who move out of CCRA district (Oct. 28 memo, p. 3 item #7). Should any officer who moves elsewhere, in or out of Phila, be able to continue in office and, if so, for how long? (This issue does not apply to the President & VPs, who under Art V.D. are deemed to have resigned office upon moving.)
- 6) Membership Classes (Oct. 9 memo, pp 2-4, items #1 to 5; Oct. 11 Addendum; Oct. 28 memo, p. 1 items # 1- 2) These issues are among the trickiest. Under PA law classes of members with voting rights must be in the Bylaws & all members of the same class must be treated equally. How many classes of voting members do we want & how should each class be defined? We won't get all these issues resolved on Nov. 9 but I hope the Board can reach consensus on some broad policies. Here are some specific questions:
  - a) How to divide the Commercial Class into one for humans "doing business" in our district (with voting rights), one for (nonhuman) business entities in the district (with voting rights: who has the right?).
  - b) What does "doing business" mean?

- c) Should we add a separate class for non-business/nonprofit entities (e.g., assns, govt groups, churches, et al.? If so, who has the right to vote? Note: Among our current Business Members are these: Society Hill Civic Assn, Green Montessori; Reading Terminal Market, First Baptist Church, PCI library, Plays and Players. (The first three of these are not physically in CCRA's district.)
- d) What should Bylaws say about "group/household memberships"; who & how many get to vote?
- e) What about high-rise residential buildings? Do we need a special class for human members in them?

To: Members of the CCRA Board of Directors

From: Elena A. Cappella, Board member & Chair of Ad Hoc Committee on CCRA Bylaws

Date: October 9, 2020

Re: Report and Recommendations on the Bylaws

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After reviewing my March 31<sup>st</sup> memo on the Bylaws, the Executive Committee in April agreed with President Maggie Mund that I should work with Jeff Braff and Matt Schreck as an ad hoc committee to recommend Bylaw changes for the Board's consideration. The three of us worked diligently over the next months and submitted a written report to the Executive Committee in early August. The Executive Committee reviewed our report, provided advice on several matters, and agreed with my suggestion to seek additional advice from the Membership Committee on matters relating to membership. I then met on September 25 with Membership chair Michele E, and members Susan K, Nan R, and Barbara H. Not all issues were fully addressed at that time but those that were are reflected in this memo.

You will note that the recommendations below (underscored for convenient reference) are not in the form of red-lined or new bylaw text. Line-drafting in nonprofit bylaws can, as those who have done it know, be a long, meticulous project and thus is not usually undertaken until at least tentative consensus is reached on important policy questions.

We have also postponed to a later date the careful review of the Bylaws for non-policy improvements, such as clarification of expression and consistency within and among the Articles. Finally, although many Board members involved in this process thus far have had at least practical and maybe even professional experience in nonprofit governance and drafting, we have not consulted with a specialist currently working in the field, and, before a set of proposals goes to CCRA's membership for approval, it may be prudent to have the benefit of such consultation.

While I greatly appreciate the time, effort, and thoughtful contributions of other Board members since spring, this memo is the product of my laptop and has not been reviewed by any of them.

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## ARTICLE III: OBJECT

Although the object of CCRA stated in Article III differs from the organization's recently revised mission statement, the statement remains accurate and amendment is not recommended.

## ARTICLE IV: MEMBERSHIP

1. **RE: Membership classes.** Article IV defines three classes of membership: Resident, Non-Resident, and Commercial. CCRA's website currently uses the label "Business" member for the third class, and its recent e-newsletter used yet another term: "Merchant" member. All three names imply that the third class is limited to for-profit endeavors. The Membership Committee agrees that the class should have a new name, one that would be broad enough to include (perhaps as subclasses) non-business entities that CCRA may now or in the future want to recruit for membership. Some examples: museums, social or athletic clubs, academic organizations, theatrical and other nonprofit associations.

**Recommendation:** Amend name of the Commercial Membership class to class of "Businesses and Other Organizations."

*Comments: The type of Commercial member that CCRA initially recruited may have been limited to smaller and one-venue businesses, e.g., a single dry cleaner, restaurant, floral or photo shop. However, the name "Commercial," both then and now, would also encompass larger and even multi-venue for-profit businesses within CCRA's district (e.g., Fidler and Pyramid Clubs, multiple City Fitness gyms). But neither "Commercial" nor "Business" fits other entities we might wish to recruit in the future. (Some examples currently in CCRA's district: Union League, Center City Proprietors Assn., Philadelphia School, Economy League of Greater Philadelphia, Philadelphia Works, Cosmopolitan Club, Mutter Museum, Friends of Rittenhouse Sq., Friends of PCI library, and public entities like Greenfield School.*

2. **RE: Election of officers.** Under Article IV, those CCRA members who are accorded the right to vote at our annual meeting have the right to elect CCRA's officers.

**Recommendation:** Amend Bylaws so that CCRA's Board of directors (rather than its membership) elects future officers.

*Comments: Large membership nonprofits generally give the right to choose the organization's officers to the board and not to the general membership because board members are in a better position than the membership at large to know what qualifications, experience, and commitment are desirable for the important roles assigned to the officers. That is true of CCRA's board. (The CCRA membership would continue, at the annual meeting, to elect the Board members.) (Note: The Bylaw provisions on the election of Board members should be moved to Article VI and those on the election of officers should be moved to Article VII.)*

3. **RE: Group memberships and certain CCRA rights.** CCRA recently created a sub-class of membership, currently named "Family Membership," for groups of up to four individuals in the same household. Family Members pay a single dues assessment, which is more than dues for one individual but less than double those dues. Before Family Memberships became available, two spouses in the same residence in our district were permitted to join CCRA and pay one single-member dues assessment; yet each spouse apparently was accorded all rights and benefits of membership. The Bylaws are silent as to whether each person in such a membership would get all the benefits and rights of individual Resident members, and, most importantly, whether each adult in the family membership would have the right to vote at membership meetings.

Relevant here is Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa. C.S.A. (§§ 5101-6146), which applies to nonprofit organizations incorporated in Pennsylvania (including CCRA). Section 5758(a) of the statute states this general rule regarding voting rights:

**“Unless otherwise provided in a bylaw adopted by the members, every member of a nonprofit corporation shall be entitled to one vote.”**

**Recommendation:** Amend the Bylaws to provide that, if CCRA provides for any type of Resident membership with a group of more than one individual, then those who are within the group membership have the benefits of regular Resident membership but no more than two persons in the group (limited to those of at least age 18) have rights to vote and to serve as officer or director.

*Comments: (a) The issue raised here is relevant to group memberships in the Resident member class; non-residents apparently can also join CCRA as a family (though thus far none has) but Non-Resident Members do not have the rights to vote (thus, they are not “members” of CCRA within the meaning of the PA statute) or serve as officer or director. (b) Without the proposed amendment, one could reasonably argue that a family membership with four adults means that each of the four adults is a “member” with voting rights under the PA statute since there would be no bylaw limiting the family’s voting rights to two adults. This proposal would have no more than two adults be “members” under the statute; others in the group would not. (c) The Membership Committee is considering changing the name “Family Membership” to a more flexible and inclusive name, perhaps “Household Membership.” However, since the Bylaws do not name subclasses of the membership classes, the Bylaws can simply refer to group memberships without a more specific label.*

4. **RE: Commercial Membership.** The first sentence of Article IV.C. defines a Commercial Member as an **“individual or entity not qualifying for resident membership** but owning real property or doing business within the community” (emphasis added). The second sentence of that section says that Commercial Members do not have the rights to vote and serve as a director or officer. However, the third (and final) sentence appears to grant those rights to certain Commercial Members, namely those who reside within CCRA’s district and who are human (as opposed to non-human entities). These provisions appear (to me, at least) to be internally inconsistent with respect to human Commercial Members since any human who lives within CCRA’s district (regardless of whether also engaged in or owning a business in the district) does in fact qualify for Resident Membership. Article IV.C. raises several questions that in my mind are important to answer before further consideration is given to revising it. Here are two to ponder:
- (a) What is the meaning of “doing business” in the first sentence? The meaning is not transparent. Consider just one hypothetical: Zoë lives in CCRA’s district and is employed full-time by her own business located in New York City, to which she travels most weekdays for work. But she often brings work home to do on weekends; and on occasional weekdays, she works from home. Is she “doing business” in our district such that she can choose to join CCRA as a Commercial Member? Or can Zoë only join as a Resident Member? (It’s not clear why she might want the higher cost Commercial Membership; perhaps to deduct her dues and donations to CCRA as business expenses rather than as charitable contributions? But her reasons are not relevant to whether she is “doing business” in CCRA’s district.)
- (b) What rights do human members in the Commercial class have now or should have? Rights to vote and to be an officer and director are rights that can only be exercised by human beings, not by entities. Because the PA statute says that, unless a bylaw provides otherwise, **“every member** of a nonprofit corporation **shall be entitled to one vote”** (emphasis added), the question about which – and how many – humans within a single Commercial Membership are “members” for voting purposes is not just an interesting and theoretical question but a real and important question to which the answer is not clear in the Bylaws and it is not obvious (at least to me) what the answer

should be. (I hope to draft for later distribution to you some hypotheticals to instigate more thought on these questions.)

5. **RE: New membership classes.**

**Recommendation:** Amend Article IV to make explicit that the Board has the power to create additional membership classes other than those stated in the Bylaws, to define the rights and benefits of those in any new class, and to provide what rights, if any, and benefits are accorded to those in the new class.

*Comments: Envisioned here is a provision parallel to that in Article IX.B. on CCRA's committees, which makes explicit the Board's power to create new committees without amending the Bylaw or otherwise getting membership approval. The Board should also have the clear unilateral authority to define new membership classes without the need to get a Bylaw amendment.*

*Flexibility is especially important here for at least two reasons, one practical, one legal: (a) The practical relates to novel types of CCRA membership, such as those the Membership Committee has lately been successful in recruiting, namely, multi-person family memberships and at least one condo building membership that, for a set fee paid by the HOA, allows each condo owner to become (via the owner's opt-in) an individual CCRA member for one year without paying dues. As CCRA gains experience with these and other novel types of membership in the future, the Board may decide that the best interest of the organization is to structure the rights for each (and perhaps also the benefits) somewhat differently than is structured for the traditional Resident membership class. Flexibility to do that without having to amend the Bylaws will permit the Board to experiment and tailor membership rules for each unique situation. (b) A second reason is the relevant state law on voting rights (quoted above). There should be no ambiguity about who is a CCRA member entitled to vote (and who is not).*

6. **RE: Termination of CCRA membership.** No Bylaw addresses the questions of whether, when, and how membership in CCRA may be terminated for nonpayment of dues or for any other reason. Problems in this regard may not have occurred in the past but it clearly could in the future, especially as our membership continues to grow. The time to have governing rules on termination is before, and not when, the problem arises. And the statutes quoted below say, in effect, that if a nonprofit organization wants to terminate a membership, it must be done in accordance with its bylaws.

**Recommendation:** Add provisions to the Bylaws for the termination of CCRA membership.

The following sections of 15 Pa. C.S.A., Pennsylvania's Nonprofit Corporation Law, concern termination of membership in nonprofit organizations:

Section 5769 provides in relevant part:

(a) **General Rule.** Membership in a nonprofit corporation shall be terminated in the manner provided in a bylaw adopted by the members....

(b) **Expulsion.**

(1) A member shall not be expelled from any nonprofit corporation without notice, trial and conviction, the form of which shall be prescribed by the bylaws.

(2) Paragraph (1) shall not apply to termination of membership pursuant to section 5544 (relating to dues and assessments).

Section 5544, in relevant part, provides:

(c) **Enforcement of payment.**--A nonprofit corporation may make bylaws necessary to enforce the collection of dues or assessments, including provisions for the termination of membership, upon reasonable notice, for nonpayment of dues or assessments, and for reinstatement of membership.

Possible termination provisions: The following ruminations are mine alone since the prior memoranda did not include ideas for implementing the above recommendation. Reactions are invited:

- (a) For nonpayment of annual dues my current thoughts are: (i) Membership terminates automatically after reasonable written advance notice is provided to the member of the due date and of automatic termination if dues remain unpaid as of that date. (ii) Membership is automatically reinstated retroactive to the date of lapse if dues are paid no later than 15 (or perhaps 30) days following the due date. (iii) If the dues payment arrives after the grace period, then the date of payment triggers the start of a new membership. (One disadvantage of a grace period, in addition to record-keeping and tracking tasks, is that it effectively extends an annual membership beyond a year.)
- (b) As for non-dues-related reasons for seeking to terminate a member (e.g., a member's loud obnoxious behavior effectively disrupts CCRA's annual meeting or causes a CCRA-sponsored event to be ended abruptly; or a member sexually harasses another member or other person at a CCRA event), my thoughts are: (i) The member must get written notice of the proposed termination with the reason stated. (ii) The member must be given a reasonable opportunity to respond to the charge, which is either – at the Board's discretion – in writing or in person at a meeting of the Board. (iii) Termination requires the approval of 2/3 of the voting Board members in attendance at the meeting at which the question is considered. (iv) Certain types of behavior (e.g., fraudulent, dangerous, or criminal conduct) might justify immediate suspension of membership rights and privileges until the termination process is completed and the question decided.

## **ARTICLE V: MEMBERSHIP MEETINGS AND ELECTION OF OFFICERS AND DIRECTORS**

*Note: The subject of Article V should deal only with **membership meetings**. Provisions on the election of directors should be moved into Article VI and provisions on the election of officers should be relocated to Article VII. However, the election issues are covered here since they are currently treated in Article V.*

### **1. RE: Timing of annual meeting.**

**Recommendation:** Amend Article V to provide that the annual membership meeting should “ordinarily” be held in May but that, for good reason stated on the record, the Board may schedule the meeting in a different month no later than September 30 or fifteen months after the last annual meeting, whichever is later.

*Comments: (a) With a fiscal year ending on June 30, May is an appropriate month in which to hold CCRA’s annual membership meeting, but recent experience suggests the need for flexibility.*

*(b) The Bylaw on the annual membership meeting may need further revision to conform to other changes. For example, if in a future year the annual meeting is held after July 1, then those who are elected to the Board at that meeting should be seated on the Board immediately upon election and not have to wait until July 1 of the following year as Article V.G. now literally provides.*

## **2. RE: Right to petition for a special membership meeting.**

Article V.A. gives Non-Resident and Commercial members the same right as Resident members to demand, by petition, the calling of a special membership meeting. This seems odd given that Non-Resident and non-human Commercial members cannot vote at membership meetings.

**Recommendation:** Amend the Bylaw (a) with respect to Non-Resident Members to eliminate the petitioning right; (b) with respect to Commercial members, to limit that right to human beings living within the CCRA district (thus excluding non-human entity members and humans not in the district).

## **3. RE: Quorum for membership meetings.**

Under Article V.C., membership meetings require a quorum of 50 voting members. We considered whether to reduce that number or perhaps state the quorum as a percentage of members then eligible to vote. In the end, we do not recommend changing the quorum. Although not relevant to the quorum provision per se, future concerns about achieving the quorum might be alleviated if CCRA members are permitted to attend by remote technology even when the meeting is held in person.

## **4. RE: Virtual attendance at annual (and other) meetings.**

**Recommendation:** Create a new Bylaw provision (a) to allow any meeting at which votes may be taken (including meetings of the membership, the Board or the Executive or other committee) to be held remotely, in whole or in part; (b) to permit persons with the right to vote at any meeting at which votes may be taken to attend by the use of a technology that allows them to hear the proceedings and to speak and vote; and (c) to provide that remote attendance counts toward any quorum required for action.

*Comment: Article V was amended previously to provide that any Bylaw requiring a “writing” may be met through the use of email or similar technology. We would add a provision to allow meetings to be held virtually and allow voting members to attend by remote technology even if the meeting is held in-person. The provisions on use of remote technology for writings and for meetings should be placed together in a separate new Article of the Bylaws.*

## **5. RE: Election of officers.**

**Recommendation:** Amend the Bylaws to provide that CCRA’s officers are elected by the Board.

*Comments: (a) Article V.E. currently gives CCRA members attending the annual meeting the right and power to elect the officers. Because the Nominating Committee is generally trusted by the membership to have done its work well in producing a slate of candidates and because the members traditionally lack sufficient information about the candidates to independently decide on their qualifications, the members*

*have approved the slate offered without much, if any, discussion or dissent. If the above recommendation is adopted, the Nominating Committee would still be responsible for recruiting and vetting officer candidates, but the Committee would have the added duty of reporting its officer nominations to the full Board for its consideration and vote. That is an appropriate responsibility to give to the Board members, since they are in a better position than CCRA's general membership to judge the qualifications, experience, and commitment necessary to fulfill the important duties assigned to the officers. (b) The membership would still, at annual meeting, have the power and duty to elect directors in accord with current Article V.F., but that provision should be moved into Article VI on Directors while the revised provision on election of officers is moved to Article VII on Officers.*

## **ARTICLE VI: DIRECTORS**

### **1. RE: Number of CCRA Directors (i.e., Board members)**

Under Section A of Article VI CCRA's Board consists of 10 officers and 21 elected Board members. In addition, the Board has these ex officio members (with the right to vote): under section E, two Zoning Committee co-chairs (appointed by the Board), and under section D, all former CCRA Presidents who continue to live within CCRA's borders and pay membership dues. (It should be noted that whether or not ex-Presidents actually attend Board meetings, they remain on the Board if they do not resign and do not have three unexcused absences in the fiscal year (see Article X on vacancies), but their right to vote at a particular meeting is conditioned on their having attended at least two of the prior five meetings.) Thus, the number of Board members is about 36, which is an unusually large governing body for a membership nonprofit organization like CCRA. Whether to reduce the size of the Board was a major topic of discussion but, in the end, we agreed not to recommend changing the size or composition of the Board as currently constituted except with respect to former Presidents, as described below.

Section D of Article VI provides in essence that whether or not former Presidents attend Board meetings often enough to have voting rights when they do attend, they remain "ex officio members" so long as they live within CCRA's boundaries, continue to pay dues, and neither resign nor are deemed to have resigned (by virtue of having three unexcused absences in a year). Thus, they count in the number of Board members no matter how short a time they served as President and no matter whether they regularly attend Board meetings. We wrestled with the question of whether CCRA should continue to grant lifetime Board status with voting rights to all former Presidents, a status almost unheard of in the nonprofit world. Common practices in that world are for the immediate past president to (a) be assigned a specific substantive role in the organization, perhaps with ex officio board membership status, but limited to a fixed period, typically one to three years; or (b) be given an honorary title (e.g., President Emeritus/Emerita) with the right to attend board meetings but without the obligations and powers of directors; or (c) some combination of a defined role and/or limited continuation on the board and/or a lifetime honorific.

#### **Recommendation: Amend the Bylaws to provide as follows:**

- (a) Anyone who, after the effective date of the amendment, serves at least twelve months as President (and continues to live within CCRA's borders and pay dues) may choose to remain a full Board member, ex officio, for two years immediately following their presidential tenure.
- (b) Any past President who, as of the effective date of the amendment, had served at least twelve months as President may serve ex officio on the Board for two years following the effective date of the amendment.
- (c) Past Presidents serving ex officio on the Board have all rights and obligations\* of other Board members except that voting privileges are conditioned on the past President's having attended at least two of the five Board meetings prior to the meeting at which votes are taken.
- (d) Former Presidents serving ex officio (as well as other Board members) may resign from the Board at any time and, if they have three unexcused absences from Board meetings in a fiscal year, they are deemed (under current Article X) to have resigned.

*Comments:*

*(a) The first recommendation allows a President of at least a year's tenure to remain ex officio on the Board for two years immediately following the presidency.*

*(b) The second "grandparents" for two years those current past Presidents who had served as President for at least a full year. (One member of the ad hoc committee dissented, preferring to continue lifetime ex officio Board-member status, with all rights and duties of Board members, to those former Presidents who had served at least a full two-year term as President.)*

*(c) The third recommendation retains the current condition regarding former Presidents' voting rights and makes explicit (what has always been the case but was not stated explicitly) that ex-Presidents serving ex officio on the Board bear all obligations of Board membership.*

*(d) The fourth recommendation makes explicit that resignation is an option for an ex-President (as well as for any Board member) who no longer wants to be on the Board and bear Board member obligations.*

*(e) After the ex officio years, a past President who wishes to continue on the Board could seek to fill a Board seat through CCRA's regular nomination and election process; if elected, the past President would be subject to the same term limits as other elected directors.*

*(f) If the total number of Board members is reduced as a result of an amendment regarding past Presidents (or any other amendment), consideration should be given to whether the quorum for Board action should be reduced as well. That quorum is currently 16 (thus, under half of the present Board membership) and might be lowered or the quorum could be set as a percentage of the number of Board members then in service (since there may at times be several board vacancies). E.g., some nonprofits set their Board quorum as "a majority of the directors then serving." A similar adjustment might also be made to the number required to call a special meeting of the Board, which currently is 10 (thus, under a third of the current Board membership); that might be changed to something like "one-third of the directors then serving."*

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## 2. RE: Removal of non-officer directors.

**Recommendation:** The Bylaws should be amended to provide a process for removing non-officer directors similar to that in the current Bylaws for removing officers.

Background: Nonprofit experts strongly advise that an organization's bylaws set forth a process for removing an officer or a director. (One expert put it this way: "If you do not have a way to vote out board members, add this now to the bylaws, not when there's a problem with a first and last name.") Section I of Article VII sets forth the process for removing an officer of CCRA, namely by a two-thirds vote of the Board after written notice is provided. (That two different verbs – suspend and remove – are used in that section bears further examination.) (I should also note here that, under Bylaw Article V.D., if the CCRA President, Executive VP, or any other VP moves outside CCRA's district, that officer is deemed to have resigned from the office as of the date of the move; thus, no "process" is required since the move itself creates a vacancy.)

In contrast to Article VII's process for removing an officer, no Bylaw currently sets forth a process for removing a non-officer Board member. Instead, what our Bylaws provide is automatic removal of a Board member in three cases:

- (a) Under Article X **directors** (also officers) **with three unexcused absences from Board meetings** in any fiscal year are deemed to have resigned from the Board (or office).
- (b) Under Article V.D., **directors who move outside CCRA's district are off the Board unless they remain Philadelphia residents in which case they may continue to serve on the Board but only through the end of the fiscal year in which the move occurs.**

- (c) Also under Article V.D., **directors who fail to pay membership dues are automatically removed from the Board; they “may” be reinstated by promptly paying all dues retroactive to the date of lapse.** (“May” here implies that while removal is automatic, reinstatement upon payment is not automatic and presumably requires Board action.)

Note: Paragraph I of Article VII should not only be amended but should also be moved to Article X, the Bylaw that concerns vacancies.

Query whether Article X’s unexcused absences provision, which appears now to apply to all Board members including Zoning Committee co-chairs and former Presidents serving ex officio, should so apply or whether the Article should be amended to exempt the ex officio directors.

## **ARTICLE VII: OFFICERS**

1. **Recommendation:** Amend the method of electing CCRA officers to provide their election is by the Board and not by the CCRA membership. (As previously noted, provisions on the election of officers should be moved from the Annual Meeting Article into this Article.)
2. **Recommendation:** Amend Article VII. A. to require at least two and generally no more than five Vice Presidents (in addition to the Executive VP). *Comment: The current provision mandates four Vice Presidents in addition to the Executive VP. The recommendation is intended to give future Presidents more flexibility in structuring their administration.*
3. We considered whether the Bylaw requirement that all non-executive VPs must previously have served as officer or director should be made more flexible to permit recruiting a new VP from rank-and-file CCRA members who had, e.g., extensive other CCRA volunteer experience. After discussion, we agreed not to recommend a change since such individual could be appointed or elected to Board seat and would then be eligible to hold a VP office.
4. One other officer question we considered was whether CCRA should “generally” (rather than always) have an Assistant Treasurer and an Assistant Secretary to give the administration and Board some flexibility in that regard. No change in the current mandate is now recommended.

## **ARTICLE VIII: FINANCES**

1. Article VIII.A. provides that all checks must be “signed by” any two officers (with the exception of the “assistant” officers).  
**Recommendation:** Amend the section (a) to make explicit that a required signature can be made by secure electronic means; and (b) to provide that only one instead of two of the officers must sign checks that are under \$300. *Comment: Checks of \$300 or more would still need two signers. Also note that any expenditure of \$500 or more must have been previously approved in the adopted budget or by separate Board or Executive Committee resolution.*
2. **Recommendation:** Amend Section C of Article VIII (a) to make explicit that the Board (as well as the Executive Committee) has the authority to discount dues for an appropriate purpose and (b) to add “such as” before the one purpose now in the Bylaw (that one purpose is: “retaining existing members or attracting new members”). *Comment: There could be other purposes, e.g., to discount dues for students and persons of limited income; to reduce or suspend dues or even forgive non-payment of dues during unusual circumstances (like a pandemic); to provide discounts for persons who join CCRA and another nonprofit organization with which CCRA has a discount agreement.*
3. **Recommendation:** Delete the reference to “executive secretary” in section D.

*Comment: CCRA has had no officer or employee with that title in the memory of those involved in our process to date.*

## **ARTICLE IX: COMMITTEES**

Background: “Standing committees” differ from other committees in that they are intended to be permanent (or at least long-term) and charged with essential, ongoing, year-long duties. Common standing committees in membership nonprofits include executive and some or all of the following (either separately or combined): membership, events, fundraising, development, finance, investment, public relations, communications, nominations, and governance. When new issues or needs arise, nonprofits often name an “exploratory,” “special,” or “ad hoc” committee or a “task force.” These are intended to be short-lived to address the new issue or to handle a limited and well-defined task; once the task is completed (or the goal unable to be achieved), the group is dissolved. Each committee, regardless of type, name, duration, or structure, should have a written statement in a bylaw, committee charter, or Board or Executive Committee resolution setting forth its purpose, composition, duties, and any time limits and decision-making powers.

1. **Recommendation:** Amend Article IX to add a fifth Bylaw-mandated standing committee, namely the Committee on Membership.

*Comments: Current Article IX establishes four standing committees: Executive, Nominating, Finance, and Zoning. In addition to those, CCRA lists about another dozen committees on its website, not specifically designated as standing or non-standing. Although some of the additional committees have existed for a long time and do important year-round work, thus functioning essentially as standing committees, the recommendation is to add only one new one to the Bylaws: the all-important Membership Committee. (Note: Article IX. B. gives the Board broad authority to create other committees without the necessity of a Bylaw amendment or CCRA membership approval.)*

2. **Recommendation:** Amend Article IX. A.2 (a) to make clear that the Nominating Committee is intended to work year-round and (b) to delete reference to a slate “of officers” for nomination at the annual membership meeting (assuming approval of the Bylaw change that would have officers elected by the Board and not by the annual meeting).

*Comments: The paragraph currently says the Nominating Committee must meet “prior to the Annual Meeting” to nominate candidates for election at that meeting, which could be read to mean that that is the only time period in which the committee needs to work. With CCRA’s history of relatively frequent vacancies on the Board and of occasional mid-term officer vacancies, the Nominating Committee should be working throughout the year to seek good potential candidates.*

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\* Current obligations of Board members include (but are not limited to) those stated or implied in Bylaw Article X (attendance at or excused absence from Board meetings since three unexcused absences in a fiscal year is deemed a resignation), in CCRA’s conflicts of interest policy, and in its Board Pledge. In addition, nonprofit directors have certain legal duties (sometimes called “the three D’s”), briefly described as follows:

**Duty of Care:** Directors must use their own informed judgment in decision-making, and to that end must have the facts and ask the questions needed for clarity of the issues.

**Duty of Loyalty:** Directors must put the interests of the nonprofit ahead of their own personal and professional interests.

**Duty of Obedience:** Directors must ensure the organization’s compliance with applicable laws and regulations.

,

To: Members of the CCRA Board of Directors  
From: Elena A. Cappella, Board member & Chair of Ad Hoc Committee on CCRA Bylaws  
Date: October 11, 2020  
Re: Hypotheticals relating to Membership Classes

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Here is the addendum mentioned in my October 9<sup>th</sup> memo which was distributed to you with the packet of materials for the upcoming Board meeting. The hypotheticals below are designed to focus attention on questions about CCRA's membership classes. As you peruse them, consider how the questions would be answered under current Bylaws and what the answers should be if the Bylaws were amended (or if new membership classes are created outside of the Bylaws). In particular, please consider who would (or should) be a CCRA "member" under our Bylaws with voting rights. The relevant PA statute is quoted in my Oct. 9<sup>th</sup> memo and repeated here:

**"Unless otherwise provided in a bylaw adopted by the members, every member of a nonprofit corporation shall be entitled to one vote."**

Since there will be little time at Tuesday's Board meeting to discuss the many issues raised on the Bylaws, I would very much appreciate receiving – by email to [bklynsig@gmail.com](mailto:bklynsig@gmail.com) – your helpful comments, suggestions, and questions, inspired by my earlier memo or this addendum.

1. Store X is a business in CCRA's district co-owned by six humans, one of whom asks CCRA if Store X joins as a Commercial Member, who and how many of its co-owners, all of whom live in CCRA's district, would have the rights to vote, hold office, and serve on the Board. Could they exercise those rights separately or can only one do so? If the latter, must that one person be designated in advance, and must it be an owner or could it be the manager of the store? Would the answer differ depending on whether the manager lived outside of or within the CCRA district?
2. The board of the Homeowners Assn (HOA) of Upscale Z, a high-rise condo building in CCRA's district, wants Upscale Z to join CCRA in such a way that its unit owners can be offered the new perk of becoming individual members of CCRA (at their election). HOA's board agrees to pay a large amount as "dues" to CCRA; CCRA in turn would let one owner of each condo unit who lives in the CCRA district (even if not in Upscale Z) and who takes advantage of the perk be a Resident CCRA Member and pay no dues for one year. (Z's Condo owners who live outside CCRA's district could also enjoy the perk but only as non-Resident CCRA members.) Is Upscale Z (or its HOA) a non-human Commercial member of CCRA? If so, with what rights, if any? Is this a new type of hybrid membership deserving a newly defined membership "class" or does it fit as a "subclass" of an existing membership class?
3. The BENJI, a high-rise rental-only building in CCRA's district, has 100 apartments. It also has four non-residential tenants: ICEY, an ice cream parlor; FANCY, an upscale restaurant; TAXHELP, an independent accounting firm, and ENVIRON, a small nonprofit organization, each of which has its own owner or board, and none is related to the corporation that owns BENJI. The owners of ICEY, FANCY, TAXHELP, are either humans or corporations; ENVIRON is a nonprofit corporation with an all-volunteer board and one paid employee. The BENJI's owner makes a deal with CCRA for its residential tenants similar to that of Upscale Z. The non-residential tenants would like to join CCRA. What type of membership is currently available to them and who gets to act for each with respect to

CCRA matters? In particular, who, if anyone, has rights to vote at membership meetings and to serve as a director or officer of CCRA?

Assume the named individuals in 4, 5, and 6 all live within CCRA's district. Do, or should, our Bylaws permit them to join as a Commercial (rather than Resident) member regardless of their reasons for preferring that.

4. Jamaal works remotely fulltime from his home as an independent diversity consultant for private schools located outside of Philadelphia. His clients rarely come into Philadelphia, but when they do, he sometimes meets with them in person at a café a half block from his home.
5. Rosa works as an architectural assistant for a New Jersey firm, doing all of her work on-site on projects at the Jersey Shore. It is possible that the firm may someday have a project in CCRA's district.
6. Jason, a long-time Resident member of CCRA, has retired from his teaching position in Newark, DE and has begun renting out a bedroom suite in his home through VRBO in accord with Philadelphia regulations. He hopes that by switching his CCRA membership from Resident to Commercial, he might be able to attract some locals to book his bedroom suite for their guests rather than a hotel or other lodging.

The next one concerns someone living outside of CCRA's boundaries.

7. Gina lives in South Philly and works for herself as a housecleaner for her neighbors, one of whom has just moved near Rittenhouse Sq. Gina, who has never worked in Center City, knows she can charge and earn more if she is able to attract wealthier clients, such as residents in the Rittenhouse area, and hopes a CCRA Commercial membership would help her do so.

The final four deal with Pizza Joint, a new business in CCRA's district owned by Mario and cousin Rocco.

8. The owners of Pizza Joint have their business get an entity Commercial membership in CCRA. Rocco, who lives outside CCRA's district, is Joint's contact person for CCRA matters. What CCRA rights, if any, does Rocco have? What CCRA rights does the entity (not the human contact person) have, if any?
9. Pizza Joint is not a CCRA Member. Mario, who lives in CCRA's district, seeks to join as a Commercial member. Under the 1<sup>st</sup> sentence of Article IV.C., he cannot do so because he qualifies for Resident membership. Does the final sentence of Article IV.C. clearly negate the first so that Mario, the person (not Pizza Joint, the entity), can become a Commercial member with all Resident Member rights?
10. Pizza Joint is now an entity Commercial member of CCRA. Rocco moves into CCRA's district and now he and Mario each want rights to vote and hold office in CCRA since they co-own the entity member of CCRA. Do they each get those Resident Membership rights even though Pizza Joint, as a non-human entity, is the only CCRA member and neither owner has joined as a Resident (or Commercial) member?
11. Rocco now lives with Mario in a condo in CCRA's district. They still jointly own Pizza Joint, which is no longer an entity Commercial member of CCRA. Can the two cousins get a Family Commercial membership with each having all the rights and benefits of a Family Resident membership?

To: Members of the CCRA Board of Directors

Copy: Wade Albert, CCRA Counsel

From: Elena Cappella, Board member and chair of the Ad Hoc Committee on the Bylaws

Date: October 28, 2020

Re: Additional Bylaw-related issues

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Based on a more comprehensive review of the PA statute applicable to CCRA (Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa. C.S.A. (§§ 5101-6146)), some additional items are herein proposed for your consideration, along with the pertinent statutory text.

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**1. Creation of new membership classes.** Because the recommendation in §5 on p. 4 of the Oct. 9<sup>th</sup> memo is not allowed under state law, that recommendation must be withdrawn. Under the following statute, new membership classes may only be created by a bylaw adopted by the CCRA members and not by the Board:

§ 5751. Classes and qualifications of membership.

(a) General rule.-- Membership in a nonprofit corporation shall be of the classes, and shall be governed by the rules of admission, retention, suspension and expulsion, prescribed in bylaws adopted by the members, except that the rules shall be reasonable, germane to the purpose or purposes of the corporation and equally enforced as to all members of the same class.

**2. Equal treatment of those in the same membership class.** Section 5751(a) (quoted above) requires membership rules to be “equally enforced as to all members of the same class.” That provision provides support for the following:

Recommendation: The Bylaws should be amended to divide the “commercial” membership class (however it is labeled) into separate classes, one for humans in business in CCRA’s district, another for non-human businesses in the district.

**3. Special meetings of the membership.** Bylaw Article V.A. mandates the calling of a special membership meeting “on the written application of any twenty-five members.” The relevant statute reads as follows (emphasis added):

§ 5755(b) Special meetings of the members may be called at any time by:

- (1) the board of directors;
- (2) members entitled to cast at least 10% of the votes that all members are entitled to cast at the particular meeting; or
- (3) other officers or persons as may be provided in the bylaws.

Recommendation: Amend Article V.A. in accord with § 5755(b)(2).

*Comments: (a) This change would greatly increase the minimum number of CCRA members who can force a special meeting to be called. That would be warranted given the growth in CCRA’s membership since the number 25 was set. (b) The change would also be consistent with the recommendation in §2 on p. 6 of my Oct. 9<sup>th</sup> memo, i.e., that the right to call a special membership meeting be limited to those CCRA members with the right to vote.*

**4. Only the board may fill a board vacancy.** The following statute limits the powers of committees and, in particular, reserves the power to fill a board vacancy to the board (emphasis added):

§ 5731 Executive and other committees of the board.

(a) Establishment and powers. Unless otherwise restricted in the bylaws:

(1) The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation.

(2) Any committee, to the extent provided in the resolution of the board of directors or in the bylaws, shall have and may exercise all of the powers and authority of the board of directors, except that a committee shall not have any power or authority as to the following:

(i) The submission to members of any action requiring approval of members under this subpart.

(ii) The creation or filling of vacancies in the board of directors.

(iii) The adoption, amendment or repeal of the bylaws.

(iv) The amendment or repeal of any resolution of the board that by its terms is amendable or repealable only by the board.

(v) Action on matters committed by the bylaws or a resolution of the board of directors exclusively to another committee of the board.

Recommendation: Amend the Bylaws to say that the power to fill a Board vacancy is reserved to the Board.

**5. Annual reports.** Nonprofits must, under the following statute, issue annual reports to its members containing specified financial and membership information:

§5554. Annual report of directors or other body.

(a) Contents. The board of directors or other body of a nonprofit corporation shall present annually to the members a report, verified by the president and treasurer or by a majority of the directors ..., showing in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(5) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Recommendation: Amend the Bylaws to require the Board to issue to its members an annual financial and membership report. *Comment: The statute does not require CCRA's annual report to include the names or addresses of CCRA's members (which in the statute means those with voting rights); it only requires the report to indicate where that information is located.*

**6. Rules for board meetings.** Rules and procedures by which a nonprofit board operates need not be in the nonprofit's bylaws or an appendix to them. Having such rules and procedures is advisable but they should be adopted by the board so they are readily amendable by the board as it gains experience, especially important that meetings will likely continue to be held in whole or in part by remote technologies.

Recommendation: Delete from the Bylaws: Appendix A -- "Rules of Order for Meetings of CCRA Board of Directors" – and any references to Appendix A. *Comment: The Board should review the rules*

*in current Appendix A and revise them as is deemed warranted and desirable based on the Board's long experience with in-person meetings and its more recent experience with virtual meetings.*

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**7. Officers and director who reside outside of the CCRA district.** I had finished this memo and then I received an email from a Board member with thoughtful comments and questions on my prior memo, one of which concerned Bylaw Article V.D. with respect to a directors and officers who no longer reside in CCRA's district. The two relevant sentences of V.D. read as follows:

“Directors and officers must remain resident members throughout their terms in office; provided, however, if a Director moves from [the CCRA district] to another residence within the City of Philadelphia, such Director may remain a Director until the end of the then-current fiscal year .... In all cases, if the President, Executive Vice President or any other Vice President move from the territory of the organization, he/she shall be deemed to have resigned effective as of such relocation.”

The first sentence says that while directors and officers must reside in our district, a director who moves elsewhere in the city may stay on the board through the current fiscal year. The exclusion of “officers” in that proviso literally means an officer who moves out of the district, and thus no longer qualifies as a resident CCRA member, cannot remain in office. (Note, however, that the person might still qualify to remain on the board through the FY.)

But the second sentence quoted above is also relevant though it explicitly applies only to the named officers: President, Exec VP, other VPs. If any of them move outside the CCRA district, they "are deemed to have resigned effective as of" the relocation. That sentence raises two questions in my mind:

(a) Resigned from what? If one of the named officers moves elsewhere in Philly but had been a director immediately before taking office, the answer, I believe, is that the deemed resignation is from the "office" only and not from the Board. Thus, the person can remain a director but not an officer to the end of the FY

(b) If the officer who moves is not one of those listed but is the secretary, treasurer, assistant secretary, or assistant treasurer, may that officer remain in office to FY end? That may be what was intended and is probably in the best interests of CCRA, but is it what the text permits or must the text be amended? An example may help: Assume the secretary moves to Germantown next month. Upon moving, she would no longer qualify for resident membership under Article IV.A. because she would not be a “bona fide resident” of our district. Yet all officers “must” be resident members throughout the term of office under the first sentence quoted above. (The proviso there may allow her to remain a director, but not secretary, through next June 30.) Now look at the second sentence quoted above. It doesn't mention the secretary. So does that mean she can remain as secretary through June 30, 2021? Although that may have been the intent and, I believe, it is the desirable result, the answer is not clear from the text. If the Board agrees that that is the desirable result, then I would recommend a clarifying amendment to Article V.D.



## Community Relations Report 10/31/20

Fidler Square Leaders' Group met by Zoom and worked on how to address Halloween and other holidays. House decorating and the Panama Street Initiative for socks was discussed and CCRA published the info in the ENews.

Barbara attending a Zoom meeting with Josh Isserman and Ben Keys, at the instigation of Kenyatta Jonson's office to move forward with the re-naming of Taney Street. FSNA is setting up a Town Hall via Zoom to discuss community ideas.

Following the meeting Josh asked Barbara to be one of the facilitator at the meeting. She consented.

This is the first successful interaction between the two groups and it is hoped that we can continue to collaborate, as appropriate.

**CIMILLO  
420 S. 20<sup>TH</sup> STREET  
PHILADELPHIA, PA 19130**

**OCTOBER 27, 2020**

Dear CCRA and Zoning Committee:

My name is Michele Cimillo, and my husband Robert and I are writing as CCRA members in good standing to ask you for help with a serious and troubling situation that has developed with our property at 420 S. 20<sup>th</sup> Street. Our home was built in 1914 and we have lived here since 2003. If you will remember, we first came to you approximately August 2019. Nancy Gilroy, our neighborhood lead coordinator, headed the zoning appeal on this issue.

Many months ago, the developer Ricky Liss knocked on our door to introduce himself as the developer to the project that was about to begin on the properties next door. He said he wanted to apologize in advance for living through a teardown and rebuild which was about to begin. I asked if he knew what was happening with the Kim's Cleaners property at 414-16 S. 20<sup>th</sup> Street, and he said he was unaware of what was going on with Kim's and he even asked if I had heard of anything? Yet a few days later we learned from the city's property search site that the properties at 414-16 and 418 S. 20<sup>th</sup> street were in fact merged.

I had asked Mr. Liss via email to send in an engineer to inspect both properties and to brace the front of our home prior to demolition (see attached email). He did not respond by email but by phone on or around 8/14/2020 to tell me their engineer did not think bracing was necessary.

Demolition of 418 adjacent to our property began on roughly 8/25 and was halted on 8/28. It was then we were cited by L&I on 8/29 for having an unsafe structure (see attachments).

Since the project has been on hold, our home is in danger of collapse. Prior to demolition our home was structurally sound, and we had no issues until the adjacent home was torn down. In addition, we are being charged with having a home with dangerous structural conditions and were fined by L&I. We have reached out to

Kenyatta Johnson's office with no response. We are concerned that Mr. Liss has been reaching out to Kenyatta Johnson as well to support this project.

The party wall now needs to be torn down and rebuilt, an approximately \$50-75K project. Our home also needs star bolts, which will cost in the neighborhood of close to \$12K. This is an outrageous expense despite that we have appropriate structural insurance coverage.

Both the developer and the insurance company are claiming pre-existing conditions, which is very difficult to prove. We have legal counsel that we retained as well as a structural engineer that is trying his best to support our claim, but we feel this may move into a full blown litigation that we do not have the time or money to pursue.

We are looking for help and support from your groups, as you originally heard this case and supported the developer in moving forward with this project. Since time is critical, we would like to arrange a meeting with your group to discuss ways to move forward with your help. We are available to come to the next CCRA Board of Directors meeting to discuss, or to the next zoning board meeting.

We can be reached at the above address and at 201-349-6236.

Thank you for your consideration. We look forward to hearing from you promptly.

Michele and Robert Cimillo.

To: CCRA Zoning Committee, Board Members and Neighbors

From: Janice woodcock and Samuel Gordon, Co-Chairs, CCRA Zoning Committee

Re: Zoning Committee Zoom Meeting Agenda

Date: Tuesday, October 27, 2020 at 7:00 pm

**1. 2215 Pine Street (RMI)**

ZBA# MI-2020-001453: Hearing date Dec. 8, 2020 @9:30 am

Application for the erection of a one-story addition at the rear of an existing three-story attached building for use as single-family household living.

***Refusal: Code Section(s)***

TABLE 14-701-2

NOT OPPOSED

**Code Section Title(s)**

**Reason for Refusal**

Dimensional Standards

Does not comply with the minimum open area and rear yard area and depth requirements.

2. 2222 Market Street (CMX-5)

**ZBA# MI-2020-001767: Hearing date Dec. 9, 2020 @ 3:30 pm**

Application for a special exception for the use of portions of the roofs on the 13th and 19th floors as roof decks accessory to the use of the building as an office building.

**Referral: Code Section**

**Code Section Title**

**Reason for Refusal**

Table 14-602-5

Roof Decks

Roof decks for non residential uses in the CMX-5 district require special exception approval.

NOT OPPOSED WITH THE PROVISIO THAT THERE SHALL BE NO AMPLIFIED MUSIC ON THESE DECKS AFTER 7 PM ON WEEKDAYS.

3. 1910 Pine Street (RM-1 Under Ctr/Commercial Control Area and Residential Area District)

ZBA # MI-2020-001258: Hearing date Oct. 28, 2020 @9:30 am

Application for a multi-family household (seven (7) dwelling units) from first floor through fourth (4th) floors in an existing structure. No sign on this application.

**Refusal: Code Reference**

Section 14-602(3) (a) [1](b) Total dwelling units allowed: four(4),  
Proposed: seven (7) units  
Area of lots allowed, 1760 sf; Proposed 2880 sf

OPPOSED

**4. 1605 South Street (CMX2)**

ZBA # MI-2020-001373; Hearing date Dec. 16, 2020 @ 3:30 pm

Application for use as a group practitioner in unit 100 of an existing structure with other previously approved uses. (No signs on this application)

<b>Referral: <u>Code Section</u></b>	<b><u>Code Section Title</u></b>	<b><u>Reason for Refusal</u></b>
Table 14-602-2	Uses Allowed in Commercial Districts-Referral	The proposed Group Practitioner use requires special exception approval from the Zoning Board of Adjustment in the CMX-2 commercial zoning district

NOT OPPOSED

**5. 2000-24 Market Street (CMX4)**

**ZBA # MI-2020-01516: Hearing date Nov. 3, 2020 @ 2 pm**

Application for the erection of an accessory free standing non-illuminated sign accessory to existing business and professional services and other existing uses as previously approved in an existing structure(size and location as shown on the plan)

<b>Refusal: <u>Code Section</u></b>	<b><u>Code Section Title</u></b>	<b><u>Reason for Refusal</u></b>
Table 14-904-1	Accessory Sign Controls for Specific Zoning Districts	The proposed free standing non-illuminated sign does not comply with the area requirements of the CMX-4 zoning district

NOT OPPOSED

Joint Meeting of the Budget and Finance and Development Committees

October 28, 2020

The Budget and Finance and Development Committees met jointly by Zoom to consider how best to close the projected budget gap resulting from cancellation of the House and Garden Tour and Casino Night in FY 2020-2021. The projected deficit is \$28,500.

From a budget standpoint, this deficit can be addressed as follows:

- 1) A full building membership from the Murano (\$10,000);
- 2) Corporate sponsorships of \$20,000 (Southern Land and Brandywine) WPH contribution (expected to be \$10,000)<sup>1</sup>;
- 3) Matching Gifts (\$10,000)<sup>2</sup>
- 4) Auction Revenue (\$15,000) estimated

The group discussed the matching gift idea and agreed to combine it with the Annual Winter Appeal which will go out by the end of month. We will work with Breslow to include it in a revised appeal letter and offer donors of \$150 or more a chance to enter a raffle for a week in Namibia at a guest house.<sup>3</sup> Given past performance, we expect to meet the match easily.

Other savings include \$7845 in unpaid rent once the WeWork space is surrendered.<sup>4</sup>

Finally, the three villas in Europe will be offered in an online auction in the Spring with an estimated yield of \$15,000.

The group believes that this program will leave the budget balanced at a minimum for this FY. We are hopeful the in-person fundraising can commence in FY 2020-2021.

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<sup>1</sup> Corporate sponsorships from Brandywine and Southern Land at \$10,000 each are in the budget. WPH is expected to contribute again this FY but has not committed.

<sup>2</sup> Tower Realty (Blatstein) and Astalban (Tim Shaaban) have each agreed to match gifts of \$100 or more up to \$5000.

<sup>3</sup> Paul Rathblott arranged the gift of weeks at three villas in Europe and one in Africa.

<sup>4</sup> This might be offset by a new lease.

