

## Ex Com Membership Report 10/8

1. Travis will email us the monthly stats and the 6 month trend xl sheet.
2. On 9/25 Elena and a small membership subcommittee met about the bylaw revisions recommended as it pertains to membership. It was a smooth meeting with consensus reached, and we are awaiting Elenas revisions to review. We agreed on revising the term Commercial Memberships to Business or Other Organization as this connotes a broader term with more flexibility in the coming years for different potential memberships. A big part of our conversation was focusing on non resident members and their limitations in CCRA: they have no voting rights and can not serve on the Board or be an officer. Currently we have 14 non-residents out of approximately 1,000 members but the bylaw committee felt its imperative to have non residents addressed in the bylaws. The committee agreed and then the discussion focused on our new Family level membership. The term Household was chosen instead of Family for the bylaws as it is a much more inclusive term: families can be an amalgamation of many different demographics. For marketing purposes we can use Family, Group, Bundle etc. and do not have to keep the same language if we choose. The critical piece during the Household discussion was the number of votes allowed per household and Board and officer service. It was agreed that a household may have up to 2.
3. William Penn High Rise update- we have revised the WPH proposal, emailed it on 9/25, and are awaiting a response from their Board President on Monday 10/5.
4. The Merchant Member enhancement Initiative has been extremely successful to date. We have 5 new Merchant Members and have begun to streamline the existing merchant members to find out if they are continuing on. All merchant members are listed weekly in our e-newsletter, including a direct (working) link to their websites. We also have feature blurbs introducing the new Merchant Members both in the e-newsletter and on social media sites. Soon to follow will be blurbs about our existing Merchant Members as we need to promote all of them and support our local businesses, especially during these times.
5. The new resident/real estate initiative will resume this month. Robin has given Travis a list of new residents over the last 4 months. There are approximately 70. We have revised the welcome letter and packet and it will be sent snail mail as we only receive mailing addresses for these residents. We will be working on a strategy to have the entire Board follow up with 'love notes' a few months after the CCRA welcome packet arrives. We were going to have pre- written postcards and have Board members sign them at Board meetings but we are no longer meeting in person. A new strategy will be developed for Board follow thru during the pandemic.

6. Membership 3 month promotion update- a luke-warm response

7. Membership stock card placement in merchant members stores a luke warm response which we expected. However, Di Bruno Brothers displays this card and it has directed people to call Travis.

8. The Board Ambassador tips will be every other month. The October Board Ambassador tip is about having all of us help in the Merchant Member effort.

9. New member welcome calls and lapsed member reach out calls will be made in early October.

Respectfully submitted

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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., Fitler 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.



## COMMUNICATIONS COMMITTEE

9/29/20

In Attendance: Jennifer Mansfield, Travis Oliver, Richard Vaughn, Nancy Coleman, Barbara Halpern, convenor.

### Decisions:

It was decided to online publish the Winter volume of the CCQ without ads, again.

It was decided to investigate the option of hiring a person to solicit ads for the CCQ on a renewable 3 month contract, so that we could bring the idea to the EC/Board in the spring. It was decided that Jennifer would research pay rates and Travis would write job description.

It was decided to table small batch (100 copies) of a print edition of the CCQ for the spring, reopening of more stores, library, Ethical Society, etc., and the ads.

It was decided that once we solicit ads, we will need to adjust the prices.

It was decided to have a link to the E-news on our website

It was determined that an important goal of Communications is to drive people to the website, so they can learn more about us and consider membership.

It was decided that Travis will make a "Membership" link available on each webpage.

It was decided to start utilizing our Twitter account. Travis will contact Jonathan Lovett , a new member, for ideas for diversity outreach, events and stories.

It was decided that postings need to cover not only events within our catchment area, but those that affect the larger downtown area. Richard will be available to Jennifer to assess what is newsworthy for postings.

It was decided that Richard will research how to increase followers on our social media sites, so we can set reasonable goals. For the website, we currently have 400 monthly "click throughs" from social media to the website. The goal is 20 additional per month, which Travis recommended.

### Facts:

We have a 1/3 open rate for the CCQ; that is high for the industry. Cost of production is \$2,500.

Ad sales: We had 19 advertisers pre-Covid for the CCQ

We have 2-3 likes for each post on FB

We have 91 followers on Instagram

### EC Actions Required

It was decided to start utilizing our YouTube streaming capability to drive our message and increase viewership/membership. Looking for guidance from EC as to what to publish.

Categories of items:



Zoom community meetings (development, near neighbors' meetings for Zoning, Liquor) Zoom trainings (Zoning 101 from Wade) Candidate debates which we sponsor.

## DEVELOPMENT COMMITTEE REPORT

October 9, 2020

The Development Committee has identified two on-line fundraisers to replace in-person events for the balance of this fiscal year and to close the expected budget shortfall.

### Matching Gift Raffle

We have obtained commitments from Tower Development (Bart Blatstein) and Astoban Investments (Tim Shaaban) to match a total of \$10,000 in contributions by year-end. We will conduct an online raffle event to sell 100 tickets at \$100@ and, if successful, raise \$20,000. At the end of the year we will select one luck ticket purchaser to receive a week at a luxury guest home in Namibia, Africa. Details are being finalized now and the raffle will kick off on November 1<sup>st</sup>. Board members are strongly encouraged to participate.

### Luxury Villa Auction

We have received the donation of a week at each of three luxury homes in Europe: one in Scotland, one in Spain and one in Tuscany. We will conduct an on-line auction event during the spring. Minimum bids will likely be \$3,000 - \$5,000 (the homes sleep up to 8 people and some come with the services of a chef.) We are hopeful to raise at least \$15,000 from this event.

### Restaurant Zoom Events

A sub-group of the committee is working on ideas with several Rittenhouse restaurants to do virtual cooking events or other similar activities. While not expected to raise substantial funds, the events are intended to be fun and provide ongoing support for the restaurant community during the pandemic.

To: CCRA Board

From: Elena Cappella

Date: October 1, 2020

Re: Summary of the one-hour PDAC meeting held by Zoom on Sept. 29, 2020

I attended the September 29<sup>th</sup> meeting of Police District Advisory Council for the 9<sup>th</sup> police district, substituting for Tina McLintock, CCRA's regular PDAC representative who was unable to attend. What follows are not official minutes but my summary with a few after-notes added in parens.

### **Report of the Captain and other officers**

1. Homeless Encampment: N. 22<sup>nd</sup> St. is now open and the police hope it can be kept open. However, Captain Hooven noted that the homeless encampment is now at the "city political level" and outside of his "chain of command."

2. Safe Streets and Noise on the Parkway, JFK, and Market St.:

(a) The rumble strips that have been installed on the Parkway near the Art Museum have been of minimal help in addressing the problem of ATVs and dirt bikes. Light movable barriers at the museum have also not proven a good deterrent; stronger barriers are required. ATVs are legal but not for use on the streets and sidewalks. But such use is not a criminal offense. When they aren't moving they can be confiscated by the police and about 5 to 7 per week are being taken. Police are not permitted to pursue moving ATVs and dirt bikes due to the high risk of harm to the community from such pursuit; the risk to safety outweighs the gain from apprehending the vehicle and its rider. The police urge witnesses to report their locations to 911; if the vehicle stops, an officer may be near enough to respond. Reporting is also important to amass data on problem areas.

(b) Loud racing motorcycles and autos, especially on the apron of the Art Museum (someone reported counting 61 such vehicles one night), continue to pose serious safety hazards as well as to disrupt peace and quiet in the neighborhood. But the police are being pulled in all directions and lack sufficient staff to apprehend the drivers (and, again, pursuit is dangerous). Speed bumps and red-light cameras – and cold or inclement weather – would be more effective tools. Cameras don't require officers and do capture license plates. Again, good data-gathering is important to support the efforts to getting those tools installed so the police recommend that concerned individuals call 911. (In her summary of the August PDAC meeting, Tina noted that the police suggested that citizen efforts to push the city to better address these problems are better focused on increasing safety for pedestrians and other motorists rather than on reducing noise in the neighborhood.)

(c) Because the problems of racing vehicles present dangers in various areas of the city, not just in the 9<sup>th</sup> district, the police have created a special city-wide task force that meets every other

week by Zoom to work on this. (Note: After the meeting ended I looked online for info about the task force and found this informative news article:

[https://www.phillytrib.com/news/state-and-region/police-promise-more-atv-seizures/article\\_e1ee3a6a-2d5c-5a3d-8514-6ab3b661d741.html](https://www.phillytrib.com/news/state-and-region/police-promise-more-atv-seizures/article_e1ee3a6a-2d5c-5a3d-8514-6ab3b661d741.html))

3. Recent Incidents: More police, some in plain clothes, have been assigned to the Spring Garden area given the uptick in violence there. Investigation of the recent killings in the Roberto Clemente Playground at 18th and Wallace Streets is ongoing in so the police can say little now except that they believe the shootings were not a random act of violence.

4. National Night Out will be on Tuesday, October 6<sup>th</sup> and PDAC members will be emailed information to communicate to their constituents. (Note: I wasn't familiar with the Night Out so learned online that it is an annual community-building campaign to promote police-community partnerships and neighborhood camaraderie to make neighborhoods safer and more caring places in which to live. On this Oct. 6th Philadelphia Town Watch groups, PDACs, Clergy, Block Captains and other community stakeholders across the city will participate in small, block-oriented National Night Out neighborhood sit-outs, safety walks, meet & greets, and clean ups. Block Captains will host some events and faith-based initiatives will also help celebrate the Night Out to promote safer communities & quality of life developments. Social Distancing & [Face Mask](#) are Required. For additional information contact 215-686-1459.)

### **ADA Report**

No one from the District Attorney's office attended the meeting but Officer O'Shea, who was in recent contact with that office, suggested that in a few cases, the police were able to persuade the prosecutor to increase the bail sought; but in other cases, they were not and defendants wound up back on the streets soon after arrest. (Note: I sense much tension between the DA's office and the police with respect to the use of bail as a condition of pre-trial release.)

### **BARN Report**

Jonathan Hunter said that a number of establishments are now serving patrons outdoors with no serious complaints. He noted that his own bar cannot do so because its street and sidewalk are too narrow to meet the requirements.) He did say that sidewalk seating at some restaurants do not meet the ADA-requirement of six feet of open space to the curb but that that's been a problem even before Covid; in that regard he mentioned Rouge on Rittenhouse Sq where strollers and wheelchairs have always had a tough time navigating through and around the tables and people outside. Jonathan said that there is little regulatory consistency but much variation block to block.

One PDAC member pointed out that as the weather gets colder and people will still dine outdoors, restaurants will add propane or electric heaters to the sidewalks. Those will present more safety issues.

Jonathan would like to receive any complaints about bars and restaurants so that he can approach the establishment in an attempt to get the matter satisfactorily resolved; he clearly

does not want to see places shut down because of violations that can be corrected, especially given Covid-related losses in the industry. Complaints can also be made to 311, the police, the Health Dept., Liquor Control, and L&I.

One PDAC member mentioned that a person in each RCO gets notice from L&I of businesses that apply for a permit for outside seating and given three days to respond to support or object. (My question: I assume CCRA gets these but are they then timely sent to CCRA Board or other members who live near the applicant?)

Near the meeting's conclusion, a member asked the officers still on the Zoom (the captain had left the meeting early) about police morale. They were unwilling to say much but the impression I got is that they are being pulled in every direction, sometimes with inconsistent or rapidly shifting assignments, and that both "manpower" and morale are low.

## MINUTES REMAPPING COMMITTEE SEPT 23, 2020

Attendees via Zoom : Jeff Braff, Chuck Goodwin, Steve Huntington, Brian Johnston, Tim Kerner, Charles Robin, Mike Schade, Janice Woodcock, Ben Zuckerman

NEXT MEETING: Wed Oct 28 at 6:30

### I. HOMEWORK

- A. MIKE/JANICE: Set up a meeting with the PCPC and BIA re Bill 200118. Mike is to contact the PCPC and Janice is to reach out to the BIA both re the PCPC meeting and present our talking points once again
- B. MIKE: Will determine from Rick Gross the prospects for the "Developers/Clarke Summit" re CMX 4 Lite.
- C. MIKE: Mike is to take up 3 discrepancies between Committee and PCPC in area Spruce to JFK west of 20<sup>th</sup> and inquire of PCPC whether we should divide up this area into 3 maps, as was originally planned, and have three separate meetings or have more than one meeting for the entire area.
- D. JEFF :To prepare a board resolution that one or more Remapping committee members should be placed in the personnel of all Major Dev. Taskforces and that there should be Remapping Committee input before Taskforce recommendations are issued.
- E. CHARLES: To (1) report to the EC that this Committee moved unanimously to endorse the recommendations of the 2012 Chestnut Street Taskforce and (2) to ask for the EC's endorsement of these Taskforce recommendations and (3) that, once a public hearing is held, to move that the Board approve the Taskforce recommendations in support of the currently proposed design and for approval not via the ZBA variance process but instead through the enactment of the proposed West Chestnut Overlay District ordinance

### II. SKYPLANE/SANSOM ORDINANCE Bill 200118

#### A. BACKGROUND:

On March 2, Mike and Janice met with James Maransky, former BIA president, and the Exec Dir of BIA, Marianne Scott, re Bill 200118 which deals with two issues – Sansom Street zoning and Skyplane lot widths.

Janice reported that the BIA presented three issues:

1. The building envelopes called for by the Sansom Street provisions make construction more expensive because they necessitated setbacks and problems with reference to the placement of elevator columns.
2. These changes will create revisions, delay, and increased expense on projects where planning is already underway.
3. There was concern expressed that other changes might be requested thereby compounding the expenses/difficulties outline in #2.

As for the first issue, the design professionals indicated that these setback/elevator concerns were unfounded. As to the second item, Mike and Janet offered to discuss any issues with developers who have projects on the drawing board. As for the third issue, Mike and Janice responded that these suggestions were not ad hoc "one shot" initiatives but were part of the 5 year comprehensive neighborhood remapping program. While this response is correct, Tim pointed out that our proposals re CMX 4 light are indeed in the nature of "other changes" alluded to by the BIA.

Maransky advised Janice that he wished to discuss our responses with his Board. With Covid, it seems unlikely that this occurred. Moreover, the BIA now has a new President, Leo Addimando (sp?) who is the developer at the PHA project at 2018 Chestnut.

The BIA mentioned that it hoped to discuss the Bill with the PCPC and Mike/Janice requested that CCRA be included.

Janice followed up the meeting with an email to Maransky (attached) and Mike emailed him requesting that CCRA be invited to the PCPC meeting.

The last email in the chain from Maransky dated Mar 17 pleads a "pandemic hiatus"

#### B. NEXT STEPS:

We hope to set up a meeting with the PCPC and BIA re Bill 200118. Mike is to contact the PCPC and Janice is to reach out to the BIA re the PCPC meeting and present our talking points once again. They agreed to talk about coordinating this effort after the meeting. They will consider whether to involve the three District Council people involved – Clark, Johnson and Squilla.

## II. CMX 4 LITE

A.BACKGROUND: The Committee was told to "stand down" on this effort last October pending a promised meeting Rick Gross was to convene with Clark and various developers including Blatstein ,Dranoff and Southern Land. The meeting was originally promised for Nov then Dec then early in 2020 then the pandemic stopped the project.

B. NEXT STEP: Mike will reach out to Rick to see whether and when the meeting is still possible.

### III. REMAPPING SPRUCE TO JFK WEST OF 20<sup>TH</sup>

A. BACKGROUND: Brian presented a map with green circles designating areas where there were changes from current zoning proposed by either the PCPC or the committee. There were only three areas of concern:

1. The color coding on the south side of Market (other than the two blocks dealt with in the CBAs we negotiated) leaves it uncertain as to whether these parcels are CMX 4 which we want or CMX 5.
2. The northern block faces on the 1600, 1700, 1800 and 1900 blocks of Spruce are currently RM 4 and Committee wants RM1
3. The parcel betw 15 and 16<sup>th</sup> and Locust and Spruce are on the PCPC map CMX 5 and we want the current mix of RMX 3, CMX 4 and CMX 5

B. NEXT STEP: Mike is to take up these issues with PCPC. Given the advent of Zoom meetings, Mike also inquire of PCPC whether we should divide up this area into 3 maps, as was originally planned, and have three separate meetings or have more than one meeting for the entire area.

### IV. COORDINATING REMAPPING CMTEE & MAJOR DEV. TASKFORCES

The consensus was that there should be more coordination between our Committee, which, in theory, has an overview of development in the neighborhood and the various Development Taskforces which are focused on individual parcels. We agreed that:

1. Remapping committee members should be included in the personnel of all Major Dev. Taskforces
2. Our Committee's input should be obtained before the taskforce recommendations are issued.

NEXT STEP: Jeff is to prepare a Board resolution to implement this program.

### V. 2012 CHESTNUT (PHA PROPERTY)

A. BACKGROUND: This parcel is owned by the Housing Authority. Their agenda is to build below market rate units. The current developer, Alterra headed by Leo Addimando (sp?) presented an unacceptable design in early summer but has been receptive to input from a CCRA Major Dev Taskforce in which Charles, Ben, Tim and Janice were involved and as a result, three further designs were presented. In



addition, Ben reported that in ongoing CBA negotiations, Alterra was being reasonable.

All the designs call for density with total lot coverage and FARs which exceed the current CMX 4 zoning designation because Alterra asserts that the density is needed to make the project profitable given that 31 of the 162 units are to be below market. Tim and Janice reviewed the latest design, dated 9/11, and have found it "acceptable" given the constraints presented by the below market requirements. Alterra also wishes to have the approval issued by ordinance not via the ZBA process because they assert that below market projects tend to draw appeals from the ZBA, a contention corroborated by the PHA.

To avoid a "spot zoning" challenge, the ordinance will rezone the 5 properties to the East of the PHA lot. To minimize the opportunity for a second oversized development in the ordinance's footprint, an 80 foot frontage requirement will be inserted in the ordinance. One of the properties to the East of the PHA site is of historical significance. Tim, who is chair of the Historic Designation Subcommittee, believed that we would be better served by extending the new zoning area East with the 80 foot protection than to the West to cover the former Utrecht store lot where it would be easier to assemble a similarly oversized project.

The taskforce reps in our meeting recommended that (1) we approve the beyond Code density because of the below market "carrot" offered and (2) that we approve the zoning revision via ordinance rather than via the ZBA. There was discussion as to whether the second recommendation conformed to CCRA's policy re encouraging developers to use the ZBA process in lieu of the ordinance process. The conclusion was that the proposal would meet these guidelines IF a public meeting were held before CCRA approval issued.

Ben, who is working with Wade on negotiating a CBA, agreed to insert a requirement that a public meeting be convened.

A motion was made and unanimously approved to "Not oppose 2012-18 Chestnut Street's 9/11/20 design and not oppose a Council Ordinance permitting the construction of the building described in the 9/11/20 design which ordinance shall also include the area subsuming 5 properties on the north side of Chestnut east of 20<sup>th</sup> Street and which ordinance shall have an 80 foot lot frontage requirement.

B. NEXT STEP. Charles as a Taskforce member and Remapping CoChair is to (1) advise the EC of the Committee's unanimous vote supporting the Taskforce (2) ask for the EC's endorsement of these Taskforce recommendations and (3) once a public hearing is held, move that the Board approve the Taskforce recommendations

# CCRA Streets Committee Meeting, September 15, 2020

Inbox



**William West**

Thu, Oct 1, 11:16 AM (1 day ago)

to FKroon, Elena, Harvey, Peter, Ben, me, Phillipa, Barbara

The CCRA streets committee met by telephone conference on Tuesday, September 15, 2020 at 2 pm. Present were Bill West, Fred Kroon, Elana Cappella, and Ben Weinraub.

## Bus Lanes

The committee unanimously approved a statement of support for the City's proposed dedicated bus lanes on Market Street and John f. Kennedy Boulevard, between 15th Street and 20th Street. In its proposed letter of support, the committee also urged the City to move more rapidly in implementing its Complete Streets program. Here is the text of the proposed letter:

DRAFT STATEMENT - revised 9/16/20.

### CCRA Supports Pilot for Dedicated Bus Lanes on JFK, Market

The Center City Residents' Association thinks that, in general, dedicated bus lanes are a good idea, and it strongly supports the pilot of dedicated bus lanes on Market Street and John F. Kennedy Boulevard, between 15th Street and 20th Street.

CCRA also urges the City of Philadelphia to develop its entire Complete Streets program rapidly. This program should include new and improved bicycle lanes and pedestrian amenities such as corner bumpouts, speed bumps, pedestrian safety islands on wide streets, improved timing of traffic signals, mid-block pedestrian crossings where appropriate, and Open Streets,

(Open Streets are one of the tools in the Complete Streets program. They involve closing streets to motor vehicles, either temporarily or permanently, and repurposing the space for other uses. The most visible Open Streets in Philadelphia today are the weekend closures that create outdoor dining rooms. These may currently be seen throughout Center City, including the east side of Rittenhouse Square.)

## Trash

The committee also discussed outstanding trash issues, including the situation with the Cotoletta restaurant on Fitler Square and the problematic dumpsters at 20th and Locust.

Subsequent to the meeting, it was determined that the Cotoletta issue has been resolved - the dumpsters are no longer on the sidewalk

Also subsequent to the meeting, Bill West reached out to Chris Puchalsky to ask for a renewed focus on enforcing the 2016 dumpster law, which prohibits new dumpsters on the sidewalk in Center City. Here is the text of Bill's email:

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Hi, Chris. The Center City Residents' Association is very concerned about the lack of enforcement for the 2016 dumpster law, which was supposed to prevent new dumpster installations on the streets of Center City. The way things are going in our area, it seems that the law is well on its way to being a dead letter.

We did meet with you and other City officials on this topic in January. I realize we have subsequently encountered a pandemic and civil unrest, and I am aware that the Sanitation Division has had difficulty maintaining basic operations.

Still, before the doctrine of desuetude of law kicks in, CCRA would like to make a new effort to get the law enforced.

Among our poster children on this topic, I think the 1400 block of Chancellor remains at the top of the list. The new building on 15th Street, which houses the Cheesecake Factory among other things, has the required off-street trash storage facilities. But it continues to keep its dumpsters on the street. We discussed this example at the January meeting.

I and my colleagues came away from the January meeting with the feeling that there was confusion about who was responsible for enforcing this law - whether particular activities fell to Streets or to L&I. It strikes me that clearing up this confusion might go a long way toward getting us an adequate enforcement program.

I would like to talk with you on the phone about this topic, if possible tomorrow or early next week. My time is either open or can be made so. Please let me know a good time for us to chat.

Thanks. - Bill

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In subsequent phone conversations, Chris has agreed to take steps to try to move this issue along.

#### *Pedestrian Amenities*

The issue of improving street crossings around schools was also discussed. The Greenfield School recently got stop signs installed at 23rd and Sansom, and Cheter A. Arthur at 2000 Catharine Street has also been working on a number of enhancements designed to improve safety for people walking on the streets near the school. The committee discussed the possibility of developing similar enhancements for the Independence Charter School at 1600 Lombard, including enhanced crosswalks, traffic calming devices like speed bumps and raised crosswalks, and improved traffic signals and signage. There was consensus that the matter was worth exploring further.

#### *Construction Signage*

Ben Weinraub raised an issue concerning construction closures, particularly by utilities, which can remove a lane from service virtually without notice, causing traffic jams and leaving surprised motorists frustrated. He suggested placing signs two blocks before the closure, alerting motorists and giving them time to turn off the street and follow an alternate route. The committee will look into this matter further.

The meeting adjourned at approximately 3 pm.

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?