

Receipt Number: _____ INVALID: _____ Receipt Number: _____
 Community Manager Initial: _____ REASON: _____ JUDGE'S INITIAL: _____
 Circulation Manager Initial: _____ JUDGE'S INITIAL: _____ Ballot No.: _____

CHCA Ballot for Bylaws Amendments

I hereby submit my vote for the bylaws amendments as outlined below for the Chestnut Hill Community Association, which I have indicated by placing an "X" in the "Approved or Not Approved" section below each proposed bylaw.

I hereby certify that I am a member of the Chestnut Hill Community Association in good standing as of April 8, 2009.

Name: (Please Print Clearly) _____
 Address: _____ City/State _____ Zip _____
 Name of Household (if different): (Please Print Clearly) _____
 Signature: _____ Date Signed: _____
 Email Address: _____ Membership Number: _____
 (Optional) (Number found on Membership Card - if known)
 Phone Number: (____) _____

PLEASE NOTE: Individual members from the same household must vote on separate ballots, which may be included together in the same envelope or mailed/hand-delivered in separate envelopes. All envelopes must be sealed and marked "BALLOT," and mailed or hand-delivered to the CHCA office, Town Hall, 8434 Germantown Avenue, Philadelphia, PA 19118. Ballots must be received no later than 5 PM, April 22, 2009 at the CHCA office, the day of the Annual Meeting, though submissions can still be given at the Annual Meeting.

ALL INFORMATION ABOVE MUST BE FILLED OUT ON BALLOT

Receipt Number: _____
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CHCA Ballot (Bylaws Amendments)

1. Article IV/A/1: Directors Duties and Powers, change to:

"The Board of Directors manages and conducts the affairs of the Association. The Board exercises all powers of the Association and does all lawful acts not required by law or by these Bylaws to be done by the Members. a) The Board of Directors acts in accordance with the procedures outlined in its Bylaws with the purposes of the Association as delineated in the Amended Certificate of Incorporation of 1959, the Composite Certificate of Incorporation of 1986, and in the Bylaws. b) The Board of Directors elects the Officers and At-Large members of the Executive Committee at the Organizational Meeting each year. c) The Board is the governing body of the Association and determines all policy. d) Unless the Bylaws state otherwise, the Board determines the purpose, scope, authority, and membership of all committees and approves their respective guidelines. [from Article VI/A/1] e) The Board of Directors determines the number, duties, powers, and compensation of the Association's employees. [from Article VII/A/1] f) As members of the Board of Directors, the governing body of the Association, Directors are entitled to attend any meeting held in Executive Session." [Rationale: This change does two things: (1) it entitles board members to be present at any executive session of any committee, and (2) it gathers into one section duties and powers currently scattered throughout the bylaws].

Approve _____ Not Approve _____

2. Article IV/A/4/b: Directors Generally, change to:

"Any Director who has more than four absences in any 12-month period is automatically removed from the Board." [changes from four unexplained absences in a fiscal year]

Approve _____ Not Approve _____

3. Article IV/B/1: Directors At-Large, change to:

"There are 24 Directors At-Large." [changes from 36 Directors At-Large]

Approve _____ Not Approve _____

4. Article IV/B/1/d: Term, change to:

"Each Director At-Large holds office for three years beginning with the May Organizational Meeting of the Board. Directors At-Large may serve two consecutive terms, after which they must be off the Board for two full years." [changes from an unlimited number of terms]

Approve _____ Not Approve _____

5. Article IV/B/2/a: Institutional Directors, change to:

"The Board may appoint up to two Institutional Directors during any fiscal year; there shall be no more than two Institutional Directors at any one time." [changes from up to six Institutional Directors]

Approve _____ Not Approve _____

6. Article IV/B/2/d: Institutional Directors, change to:

"The Board elects up to two Institutional Directors each year at the March meeting of the Board." [changes from up to six Institutional Directors]

Approve _____ Not Approve _____

7. Article IV/B/3: Interlocking Directors:

Delete this section [eliminates the four Interlocking Director positions on the Board]

Approve _____ Not Approve _____

8. Article IV/B/4/c: Vacancies for Past President Directors, change to:

"If the Immediate Past President Director is unable to serve, the position remains vacant." [changes from the next Immediate Past President serves as the Past President Director]

Approve _____ Not Approve _____

9. Article IV/B/5: Student Directors:

Delete this section [eliminates the three Student Director positions on the Board]

Approve _____ Not Approve _____

10. Article IV/B/1/e: Directors, add:

"TRANSITION. These amendments shall be effective as of the March 2010 Board meeting, with the exception of Directors At-Large. With respect to Directors At-Large, those already elected whose terms do not expire in 2009 and those elected in 2009 may continue to serve the balance of their terms. If any of them at any point resign, their place shall remain vacant for the balance of their terms. This provision concerning transition with respect to Directors At-Large shall be deleted from the Bylaws at the time of the election for Directors At-Large in 2012."

Approve _____ Not Approve _____

11. Article IV/A: Limitation of Liability, add Section 7:

Limitation of Liability. No person who is or was a Director of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director, unless:

- (a) he/she has breached duties as a Director or has failed to perform his/her duties as a Director in good faith, in a manner he/she reasonably believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
- (b) the breach or failure to perform constituted self-dealing, willful misconduct or recklessness.

This provision of the by-laws shall not apply to:

- (1) the responsibility or liability of a Director pursuant to any criminal statute; or

CHCA Ballot (Bylaws Amendments), cont.

(Continued from page 14)

(2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

Approve _____ Not Approve _____

12. Article V/A/5: Term of Officers, change to:

"Officers hold office until the Board elects their successors at the next Annual Organizational Meeting of the Board. Any Officer who is simultaneously a Board member may serve two consecutive one-year terms in his/her office and then must have a break of a year before running again for that position." [Rationale: The work is demanding. More extended terms might discourage others from volunteering to serve in those positions if they would have to run against an incumbent.]

Approve _____ Not Approve _____

13. Article V/B/2: Vice President-Operational Division, change to:

"a) The Vice President-Operational Division oversees the committees established from time to time to deal with the operational and administrative functions of the Association, and ensures that all proper processes, as outlined in the Bylaws, are observed by committee chairs in the Operational Division. b) The Vice President-Operational Division, assisted by the Election Procedures Committee, presents for Board approval no fewer than five names of disinterested members of the Association to serve as Judges of Election at any Meetings of Members. The Vice President and the Election Procedures Committee act together to ensure that all proper nomination, election, and voting processes are observed for the Annual Meeting of Members and any Special Meeting of Members." [Rationale: To clarify the duties of the position. The function of the Judges should be elsewhere in the bylaws, preferably under membership meetings. Standing Committees are already listed elsewhere in several places. It is important to simplify and clarify when possible so as to avoid confusion and duplication.]

Approve _____ Not Approve _____

14. Article V/B/3: Vice President-Physical Division, change to:

"The Vice President-Physical Division oversees the committees established from time to time that are concerned with the physical aspects of the community and ensures that all proper processes, as outlined in the Bylaws, are observed by committee chairs in the Physical Division." [Rationale: To clarify the duties of the position and avoid unnecessary duplication in the bylaws.]

Approve _____ Not Approve _____

15. Article V/B/4: Vice President-Social Division, change to:

"The Vice President-Social Division oversees the committees established from time to time that are concerned with the social aspects of the community and ensures that all proper processes, as outlined in the Bylaws, are observed by committee chairs in the Social Division." [Rationale: To clarify the duties of the position and avoid unnecessary naming of committees.]

Approve _____ Not Approve _____

16. Article VI/A/2: Standing Committees, change to:

"The Association has the following standing committees: Executive; Nominating; Land Use Planning and Zoning; Membership; Awards; Budget and Finance; Bylaws; Traffic, Transportation, and Parking; Aesthetics; and Election and Voting Procedures." [adds the Election and Voting Procedures Committee]

Approve _____ Not Approve _____

17. Article VI/B/1: Executive Committee, add Section j, Service on Other Committees:

"Executive Committee members may comprise no more than one-third of any other standing or ad hoc committee. The President, as an ex-officio member of all committees, does not count toward this limit." [Rationale: This proposal allows wider participation by members of the community and of the Board, and encourages greater openness of process.]

Approve _____ Not Approve _____

18. Article VI/B/2/b: Nominating Committee, change to:

"The Nominating Committee usually meets in closed session. It presents nominations for Institutional Directors at the March meeting of the Board of Directors. The Nominating Committee presents nominations for Officers of the Association and At-Large members of the Executive Committee to the Board as soon as practical following the Annual Meeting of Members but not less than 10 days before the Annual Organizational Meeting of the Board." [changes from not less than seven days before the Annual Organization Meeting of the Board, to be consistent with Article V/A/3/a]

Approve _____ Not Approve _____

19. Article X, Indemnification, change to:

Section 10.01. Right to Indemnification.

The Corporation shall indemnify, to the extent permitted under these by-laws, any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding (herein called collectively the "Indemnified Liabilities"), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

In addition, the Corporation shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by Section 7741, 7742 and 7743 of the Nonprofit Corporation Law of 1972, as amended.

Section 10.02. Authority to Indemnify Agents.

The Corporation shall have power to indemnify any person who is or was an agent of the Corporation, or is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her by reason of his/her services on behalf of the Corporation, except as prohibited by law.

Section 10.03. Payment of Expenses in Advance.

Expenses incurred by an officer, Director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided in Section 10.04 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the corporation as authorized in this Article.

Section 10.04. Procedure to be Followed.

(a) Any indemnification under Section 10.01 of this Article (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the director, officer or employee is not proper in the circumstances because he/she has not satisfied the terms set forth in Section 10.01 of this Article.

(b) Expenses shall be advanced by the Corporation to a Director, officer or employee upon a determination that such person is an Indemnified Person as defined in Section 10.01 of this Article and has satisfied the terms set forth in Section 10.03 of this Article.

(c) Any indemnification under Section 10.02 of this Article or advancement of expenses to an agent under Section 10.03 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of section 10.02 or 10.03 of this Article, as applicable, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or advancement of expenses.

(d) All determinations under this Section 10.04 of this Article shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 10.05. Other Rights.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity which holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.06. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

Section 10.07. Exception.

Anything in this Section 10 to the contrary notwithstanding, no indemnification shall be required or permitted hereunder if it would constitute "self-dealing" taxable under Section 4941(d) of the Internal Revenue Code of 1954.

Approve _____ Not Approve _____

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Judges Initial: _____

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OFFICE USE ONLY

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CHCA Ballot (Directors)

I hereby submit my votes for the candidates for the Chestnut Hill Community Association Board of Directors, which I have indicated by placing an "X" in a box appearing opposite their names. I hereby certify that I am a member of the Chestnut Hill Community Association in good standing as of **April 8, 2009**.

ALL INFORMATION MUST BE FILLED OUT ON BALLOT

Name: (Please Print Clearly) _____
 Address: _____ City/State _____ Zip _____
 Name of Household (if different): (Please Print Clearly) _____
 Signature: _____ Date Signed: _____
 Email Address: _____ Membership Number: _____
 (Optional) (Number found on Membership Card - Fill in if known)
 Phone Number: (____) _____

Directors At-Large

NOTE: The three-year (12 seats), two-year (3 seats), and one-year (3 seats) terms on the Board will be filled in order of the number of votes received by the candidates. Vote for up to 18 directors by placing an "X" in the appropriate box. This ballot will be invalid if it contains more than 18 such designations or if received later than the close of voting at the Annual Meeting on Wednesday, April 22, 2009.

PLEASE NOTE: Individual members from the same household must vote on separate ballots, which may be included together in the same envelope or mailed/hand-delivered in separate envelopes. All envelopes must be sealed and marked "BALLOT," and mailed or hand-delivered to the CHCA office, Town Hall, 8434 Germantown Avenue, Philadelphia, PA 19118. Ballots must be received no later than 5 PM, April 22, 2009 at the CHCA office, the day of the Annual Meeting, though submissions can still be given at the Annual Meeting.



Chestnut Hill Community Association
 8434 Germantown Avenue • Philadelphia, PA 19118

For information regarding Election Procedures
 visit www.chestnuthill.org

- Louis F. Aiello, II
- Stephanie Chomentowski
- Michael Chomentowski
- Vanessa Mullen
- Mary Ann Ross Cowper
- Lisa Webb Howe
- Wendy S. Kern
- George J. Tyndall, Jr.
- Francis X. O'Donnell
- Mary Regina Wedgwood
- Nancy H. Hutter
- Christopher A. Padova
- James H. Foster
- John (Jay) Valinis
- Tom Hemphill
- John D. Ingersoll
- Brien P. Tilley
- Frank Hendrie
- Thomas Cullen
- Arthur Howe
- Walter J. Sullivan
- David Mansfield