

Meeting Minutes for WCGN Community/Board Meeting (04/11/2024)

Board Members Present: Suzanne L. Ponsen, Mike Ramos, Bob Lane, Lora Lewis, Johan DeJong

Board Members Absent: Julie Stapleton Carroll, Roberta Moore, and Phil Kane

Community participants: Carla Willard, Susan Wright, Marge Russell, Luke Russell, Lois Buckner

Suzanne Ponsen called the meeting to order at 7:15 PM.

1. Minutes of 3/27/24 Community Meeting

The Board passed on approval of the minutes until they are posted to WCGN's website. be approved at the next Community Meeting.

2. Incorporation Committee report

Members of the Task Force to investigate incorporation: Johan DeJong, Suzanne and Mike Ramos recommend proceeding with incorporation to provide more robust legal protection for the Board and membership and to allow the WCGN more access to funding and grant resources, in particular the City of Philadelphia and the Philadelphia Foundation.

Lois Buckner asked about initial filing costs and any recurring filing fees. After a break to discuss upcoming events while Johan researched the cost, we returned to the topic. There is a one-time fee of \$150 to incorporate.

Our annual tax reporting requirements would stay the same with no filing fee.

Suzanne noted that we will need a permanent address for incorporation as we can't continue to use the home address of the current Treasurer (since that could change after each election) and a P.O. Box is not permitted. As WCGN owns no physical space, our attorneys advised us to establish one through a company that supplies addresses for a cost of about \$150 a year. We are currently researching those with the annual fee in the range of \$130-\$150.

Lois moved to proceed with incorporation, Carla Willard seconded. All agreed with no nays and no abstentions.

3. By-Laws Committee report

To address incorporation requirements as well as the need to update the WCGN by-laws where they are ambiguous, the WCGN Bylaws are being revised. The committee reported their progress with the pro bono Cheshire Law Group, who specialize in non-profit work. Cheshire returned a 21-page revised copy which the committee has gone over with them line by line.

The major proposed changes to the by-laws:

- The fiscal year shall be the calendar year ending on December 31st instead of June 30th. This will also make bookkeeping easier after the first year and simplify end-of-year donation acknowledgments.
- The Board will consist of a minimum of five to a maximum of 15 members.
- Standing Committee Chairs will remain on the board but in the future, they will be elected by the general membership at the October Community Meeting along with the officers.
- Committees will no longer have co-chairs. Instead, they may have vice-chairs with only the Chair able to vote at board meetings.
- Terms of office will change to 2 years instead of 1 and there will be term limits for officers.

Questions raised about these changes:

1. Bob Lane asked if for efficiency, shouldn't the President be able to appoint a committee chair.
The president, in consultation with the board could appoint a standing committee chair and/or raise a committee to a standing one. However, at the very next community meeting that chairperson would be elected.
2. Marge Russell encouraged the Bylaws Committee to try to make sure the bylaws were general enough that the Board would have the latitude it needs to make reasonable changes in its practices when the situation called for that, rather than constantly making revisions.
3. Lora Lewis questioned the growth of the Board through committees and asked we would hit the maximum of 15 too quickly.
If it should become necessary, the bylaws can again be amended.
It was also noted that the Board can always create Ad Hoc committees as needed.
4. Suzanne, Michael, and Johan all noted that WCGN needs fully working board, either as an officer (President, V. President, Treasurer or Secretary) or as a committee chair.
5. An additional change will be made to cover the transition period of current board members and officers so that the next full election will not need to occur until October of 2025.

Once updated by the attorneys (currently planned for the week beginning April 15), the board will meet to vote on the bylaws and then present them to the community at the next Community meeting scheduled for Wednesday April 24th at 7:30 PM which will be held via Zoom. After this meeting the revised bylaws will be posted to the website and

links will be available on all Newsletters until the May 27 Memorial Day Potluck Picnic when a final vote will be taken for their adoption.

4. Upcoming Announcements/Events

A City Council in the Community Budget meeting will be held April 1 6PM at MLK high School. It is open to the public. Suzanne will attend.

The new police captain for the 14th District and he will host a 'Meet the Captain' on Tuesday, April 16th at 455 East High Street. Suzanne will attend.

The regular 14th police PSA 3 community meeting will be Wednesday, April 17th at 8PM at Children's Services at Colter and Greene Streets. Suzanne will attend.

The annual Memorial Day Picnic will be held May 27th at Luke Smith's home at 131 Walnut Lane. Mark your calendars and get the word on the street.

WCGN will host a table at the Juneteenth Celebration in the 6300 & 6400 blocks of Germantown Avenue on Saturday June 15th. Suzanne is looking for help to man the table in 2-hour shifts.

Suzanne called the meeting adjourned at 8:15 PM.

Minutes submitted by Lora Lewis 4/16/24.