

GIRL SCOUTS OF WEST CENTRAL FLORIDA, INC.
Thirteenth Annual Meeting
April 25, 2020

The Thirteenth Annual Meeting of Girl Scouts of West Central Florida, Inc. was held virtually via Zoom on April 25, 2020.

President Laura Webb convened the meeting at 10:10 a.m.

OPENING: Girl Scout, Lindsey D. from Troop 986 from Brandon, FL performed the National Anthem, Pledge of Allegiance, and Girl Scout Promise.

INTRODUCTIONS: Laura Webb welcomed Girl Scout members and guests to the Annual Meeting. She introduced the presenters: Board Development Committee chair and Treasurer, Gwin Londrigan, CEO Mary Pat King, Parliamentarian Carol Austin, and First Vice President Vinnie Vaughn.

CREDENTIALS REPORT: As of 10:00 a.m., 169 voting members representing 34 of the 51 service units were present. On behalf of the Credentials Committee, First Vice President Vinnie Vaughn moved that the roll of delegates thereby submitted be the official roll of the voting members of the assembly. There being no objection, the report was accepted and a quorum was declared present.

STANDING RULES: There being no discussion or objection, the Standing Rules presented to each member were declared in effect for the meeting.

TELLERS: There being no objection, voting was recorded online by Data on the Spot.

TIMEKEEPER: Sabrina Nirenberg, GSWCF Staff member, was declared timekeeper.

MINUTES: Vinnie Vaughn reported that the board of directors reviewed the April 27, 2019 Annual Meeting minutes and found them to be correct. There being no objection, the board of directors will approve the minutes of the 2020 Annual Meeting at the next board meeting.

BYLAWS REVIEW TASK GROUP REPORT: Vinnie Vaughn presented the following proposed bylaws changes.

AMENDMENT - Article I, Section 8: The bylaws amendment was proposed so that nominations from the floor at the annual meeting require that information on any proposed candidate to be nominated from the floor and the consent of the candidate be submitted to the president at least ten (10) days prior to the annual meeting to permit delivery of notice of the candidate to be nominated from the floor in advance to the members.

The rationale reported was that advance notice to the members of any candidate for elected office to be nominated from the floor at the annual meeting allows members to carefully consider all candidates for elected positions equally in advance of the annual meeting. Advance notice will ensure open and fair elections at the annual meeting and avoid member confusion on the slate of proposed candidates. All candidates for whom the procedures are followed will be included in the slate of candidates voted on at the annual meeting.

There was no discussion. There being a majority vote in the affirmative, the amendment passed.

AMENDMENT - Article II, Section 2: The bylaws amendment was proposed to reflect that board development committee members shall serve a three year term.

The rationale reported was that since it takes time for BDC members to evaluate and recruit candidates and organize training for new appointees, BDC members would better be able to perform their responsibilities if the number of years in the BDC members' term is increased from 2 years to 3 years, providing more time and continuity for the committee members. Current members of the BDC discussed and proposed this change. The change is intended to apply to all current BDC members so that the 3-year term begins on the date of the committee members' election to the BDC.

Prior to the vote, there was a question from the floor about being in line with GSUSA's guidance and other councils—the answer is that GSUSA does not make recommendations and each council is left to set bylaws that are best for its needs. Another question was asked if they have to be existing or current Girl Scout members—it was answered that a variety of backgrounds and experiences are sought after so some of which are alum, others are parents of Girl Scouts, but it is possible that have no previous affiliation.

There being a majority vote in the affirmative, the amendment passed.

AMENDMENT: The bylaws amendment was proposed to refer in the bylaws from “community” and “communities” to “service unit” and “service units” where appropriate.

The rationale is that the change reflects the terms currently in use by the Council for its operations and governance and by GSUSA in its directives and corporate documents.

There was no discussion. There being a majority vote in the affirmative, the amendment passed.

AMENDMENT: The bylaws amendment was proposed to allow committee members to be appointed by the committee chair, with approval of the president.

The rationale is that on occasion it has become necessary to appoint additional committee members or to replace committee members who have resigned. Participation of the replacement committee members often must begin quickly for the smooth operation of the committee and its work. The Board meets 5 times per year which can cause delays in appointment of committee members by the Board. Appointment of committee members by the committee chair and approval by the president, as a safeguard and governance matter, would permit the committee chair to quickly act on additional or replacement members. Approval by the president would provide the necessary safeguards and oversight for committee members. Committee members would continue to serve at the pleasure of the Board if any action were necessary for committee oversight.

There was no discussion. There being a majority vote in the affirmative, the amendment passed.

Following the vote, as a point of information it was clarified that the board as a whole will no longer have to approve committee members. That committee members are vetted by the BDC, appointed by the committee chair, and approved by the President. Current committee members are notified on a regular basis.

BOARD DEVELOPMENT COMMITTEE REPORT: Board Development Committee Chair Gwin Londrigan presented the following slate for member at large of the Board of Directors and Board Development Committee.

Girl Member, 2020-2021

Annabelle A.
Breana W.

ELECTION: There were no further nominations. The slate of girl members was elected as presented.

Member at Large, 2020-2021

Michelene Everett
Lynn Jackson Dorman
Stephen Ponzillo
Denise Reddick

ELECTION: There were no further nominations. The slate of members at large was elected as presented.

Member at Large, 2020-2022

Jodi Avery
Susan Craig
Lauren Debick
Nicole DeLoach Hubbard
Deirdre Dixon
Cami Gibertini
Grace Maseda
Keith Smith

ELECTION: There were no further nominations. The slate of members at large was elected as presented.

BOARD DEVELOPMENT COMMITTEE

Member at Large, 2019-2021

Cristina Abreu
Kelly Flannery
Lynn Jackson Dorman
Chandra Miller
Ann Park
Stephen Ponzillo

ELECTION: There were no further nominations and the slate of board development committee members was elected as presented.

NATIONAL COUNCIL DELEGATES

National Council Delegate, 2020-2023

Maryam Abu Khaled
Annabelle Anderson
Shannon Boyer
Nerissa Casanova
Mary Pat King, CEO
Alexandria Davies
Bayley Edwards
Christa Epley Broderick
Ashlyn Gagnard
Gabriella Gillen
Gwin Londrigan
Olivia Ondash
Laura Webb, President
Ayla Yebba

ELECTION: There were no further nominations and the slate of national council alternate delegates was elected as presented.

National Council Alternate Delegate, 2020-2023

Taylor Bates
Jennifer Dixon
Katelyn Gohman
Jennifer Lawrence-Jones
Amber Van Denzen Suarez

ELECTION: There were no further nominations and the slate of national council delegates was elected as presented.

INSTALLATION: Outgoing board member Jenna B. installed newly elected officers, members of the board, Board Development Committee, and National Council Delegates and Alternate Delegates.

REDEDICATION: Outgoing board member Chrissy P. led all Girl Scouts in a rededication ceremony.

TREASURER'S REPORT: Treasurer Gwin Londrigan noted key events and activities affecting the council's finances for the fiscal year Oct. 1, 2018 through Sept. 30, 2019:

Total net operating revenues were approximately \$8.7 million, a \$750,000 increase from the year before.

- 65% came from net sales from our retail store, fall product and cookie program
- 19% came from secured grants, contributions and special events
- 11% from Program Service fees
- And about 5% came from Other Income consisting primarily of Leadership Center rental and the sale of Peat from the Wildwood Lake restoration

Our total operating expenses, which includes salaries, came in at approximately \$8.5 million:

- The largest expense and allocation of dollars continues to be in delivering quality programs to girls. Program expense combined was 80% of all expenses.
- 14% was spent on Administrative costs including HR, IT, Finance, and Business Services and costs at the Leadership Center.
- The remaining 6% was spent on Fund Raising expenses, which include salaries, marketing, grant management and event expenses.

This resulted in a net Operating surplus of nearly \$214,000 for the year.

Our Investments showed a gain of \$37,000 as of Sept 30, 2019 while we realized a loss on the sale of assets of \$4,000. In Total, the Organization showed a positive change of net assets of \$247,000.

Cash Flow was strong with Operations generating a \$758,000. This operations cash flow enabled us to invest \$1.3 million back into our properties.

Being that there were no questions on the treasurer's report, it will be filed for audit.

PRESIDENT'S AND CEO'S REPORT: Laura Webb and Mary Pat King shared the state of the council providing an overview of our 2018-2019 program year. They reviewed the strategic priorities including membership successes and challenges, an increase in Hispanic membership, and Outreach membership. They provided impact updates including summer camp attendance, STEM program initiatives, product program successes, high awards, Camp CEO, and Her Vision of Tomorrow. They shared operation successes such as customer service, new leader onboarding, and adult awards. Brand highlights included the advisory boards, expanded awareness, and Legislative Days. Funding updates were on signature fundraising events, the Pearl Society, Carrot Club the Children's Board funding, and Daisy Circle with presentation by Christa Epley Broderick, Daisy Circle member.

NATIONAL BOARD MEMBER: Ráchel Roché Walton addressed the council with GSUSA updates and recognition to volunteers who have provided excellent programming and service to our Girl Scouts.

RECOGNITIONS: Recognition was provided to the following departing board, board development committee members and area association chairs:

Sara Fowler, Chair of Area Association B, 2018-2020
Lexi Davies, Chair of Area D, 2018-2020
Grace Ramos, Co-Chair of Area E, 2018-2020
Lucy Morris, Co-chair of Area E, 2018-2020
Jenna B, Girl Member of the Board of Directors, 2019-2020
Chrissy P, Girl Member of the Board of Directors, 2019-2020
Felicia Harvey, Member of the Board of Directors, 2014-2020
Stephanie Owens, Member of the Board of Directors, 2015-2020
Shannon Reid, Member of the Board of Directors, 2019-2020
Gwin Londrigan, Board Development Committee Member, 2018-2020 and Chair, 2019-2020
Abby Mackness, Board Development Committee Member, 2018-2020
Isabella Wooldridge, Board Development Committee Member, 2018-2020
Patricia Wooster, Board Development Committee Member, 2018-2020

DELEGATE ATTENDANCE AWARD: Laura Webb announced the winners of the 100% Delegate Participation Award: Beautiful Butterflies, Beautiful Waters, Circle of Springs, Friendship, Fossil Valley, Land O Lakes, Land of the Silver Moon, Rising Daisies, Spring Mermaids, Strawberry, Toppercrest, Trailblazers, Wai Lani. Voting records would be checked for accuracy.

NEW BUSIENSS: No new business was brought before the assembly.

An announcement was made that all attendees are being offered 10% off the GSWCF retail store, including free shipping. The flyer will be emailed to everyone.

ADJOURNMENT: The meeting was adjourned at 12:32 p.m.

Submitted by:



Heather Navratil, Director of Governance

Apr. 30, 2020

Date

Approved by (if minutes written by someone other than officer provided in bylaws):



Kelly Flannery, Secretary

May 5, 2020

Date

Adopted by the Board in the meeting of

May 19, 2020

(Date of Meeting)



Laura Webb, President