**2022 Annual Meeting Minutes – April 9, 2022 Waterfront Convention Center – Bettendorf IA –**

Board Chair, Jill Dashner, called the 2022 Annual Meeting of Girl Scouts of Eastern Iowa and Western Illinois, to order at 10:17 a.m. at Waterfront Convention Center in Bettendorf, IA.

*Welcome & Introductions*

Board Chair, Jill Dashner, welcomed the attendees and explained the agenda and the programs that would follow.

***Official Meeting***

 *Credentials*

Jill Dashner, called the 2022 Annual Meeting to order. Anne Ryerson, Board Secretary, confirmed that there were 64 voting members in attendance. Jill Dashner then noted the business meeting was officially in session in accordance to the bylaws of our council. Article I Section 6 stating 50 voting members registered 60 days prior to the current year annual meeting will constitute a quorum.

*Approval of the Rules of the Meeting*

The first item of business was the Approval of the Rules of the Meeting. Jill Dashner noted that the assembly needed to approve the Rules of the Annual Meeting before continuing.

Rule 1

All debate must be relevant to the question immediately before the council.

Rule 2

Only persons who are members of the Girl Scout movement, fourteen (14 years of age or older, registered through the Council shall be members of the corporation. All members, except members who are employed staff, may introduce motions, debate, and vote.

Rule 3

No one may speak for more than two minutes at any one time, nor more than twice on the same question.

Rule 4

When addressing the Chair, the voting member shall seek recognition from a microphone, and then shall state her/his name and whether she/he is speaking for or against the motion or presenting another motion.

Rule 5

All motions pertaining to the bylaws must be presented in writing and given to the chair or her/his designee.

Teresa Colgan moved to adopt the Rules of the Annual Meeting. It was seconded by voting audience member, there was a voice vote in the affirmative and the motion carried.

*Approval of Minutes of 2021 Annual Meeting*

Minutes of the 2021 Annual Meeting of the Girl Scouts of Eastern Iowa and Western Illinois were approved as submitted.

*Board Development Committee Report:*

The Board Development Committee was charged by the Board Chair with compiling a slate of nominees that possess the skills necessary to successfully achieve the long-range strategic plan.

Anne Ryerson, Board Development Committee Chair moved for approval of the following proposed slate of candidates:

The following persons as nominees to serve as ex-officio non-voting members of the Board of Directors for a one-year term:

* Ally-Anna Wheeler - Anamosa, IA
* Gwen Canney - Cedar Rapids, IA
* Megan Plumley - Geneseo, IL

The following slate as Board of Directors, Renewing Terms:

* Laura Ekizian – Davenport, IA - 3rd Term
* Beth Nickel – Burlington, IA - 3rd Term
* Dr. Rachel Savage – Moline, IL - 2nd Term
* Andrew Abbott – Waterloo, IA - 2nd Term
* Tim Conlon – Dubuque, IA - 2nd Term

The election of the Board of Directors, members at large is uncontested and will call for a voice vote. For girl board members and members at large, renewing terms Jill Dashner called for a voice vote, all were in the positive and the motion carried.

Next, Jill Dashner, Chair of the Board of Directors has appointed, Chelsea Hillman as our new Board Development Committee Chair. Chelsea has received approval from our Board of Directors for a one year term or until her successor is elected.

Chelsea Hillman presented the proposed slate of National Delegates:

* Chelsea Hillman, Davenport
* Lily Mitchell, Bettendorf
* Mollie Schmelzer, Bettendorf
* Tracy Schwind, Davenport
* Diane Nelson, CEO
* Jill Dashner, Board Chair

Girl Delegate Nominees

* Kaylie Price, Cedar Rapids
* Rachel Wheeler, Cedar Rapids

Alternate Delegate Nominees

* Erin O’Hara, Robins
* Amanda Adrian, Cedar Rapids
* Savannah McCann, Decorah

Jill then called for a voice vote. The voice vote was in the affirmative and the motion carried.

Next on the agenda were the proposed bylaw revisions.

Proposed Bylaw Changes

Jill Dashner thanked the members of the Bylaw Task Force for their volunteerism, dedication and hard work. Jill introduced Theresa Dunkin, Chair of the bylaw task force who proceeded with the proposed bylaw recommendations from the Eastern Iowa and Western Illinois Board of Directors:

ACUTAL:

ARTICLE V - BOARD OF DIRECTORS, Section 2 Composition.

(2) The Board of Directors shall consist of the four officers of the Council (Chair, Vice Chair, Secretary and Treasurer) and in addition thirteen (13) members-at-large for a total of seventeen (17) members.

PROPOSED:

ARTICLE V - BOARD OF DIRECTORS, Section (2) Composition.

(2) The Board of Directors shall consist of the four officers of the Council (Chair, Vice Chair, Secretary and Treasurer) and in addition thirteen (13) members-at-large for a total of seventeen (17) members. *The Chief Executive Office shall be an ex-officio member.*

*RATIONALE*: To be in alignment with the Blue Book of Basic documents and the GSUSA Bylaws.

Theresa Dunkin moved to approve the changes to Article V – Board of Directors, Section 2 Composition, voting member Mollie Schmeltzer seconded the motion. No discussion followed, all were in favor and the motion carried.

Next we move to another amendment to Article V – BOARD OF DIRECTORS, Section 2 Composition.

ACUTAL:

ARTICLE V - BOARD OF DIRECTORS; Section (2) Composition.

(2) The Board of Directors shall consist of the four officers of the Council (Chair, Vice Chair, Secretary and Treasurer) and in addition thirteen (13) members-at-large for a total of seventeen (17) members.

The composition of the adult members of the Board of Directors shall include geographic representation.

PROPOSED:

ARTICLE V - BOARD OF DIRECTORS; Section (2) Composition.

(2) The Board of Directors shall consist of the four officers of the Council (Chair, Vice Chair, Secretary and Treasurer) and in addition thirteen (13) members-at-large for a total of seventeen (17) members.

The composition of the adult members of the Board of Directors shall include geographic representation *of our council.*

*RATIONALE*: To be in alignment with the Blue Book of Basic documents and the GSUSA Bylaws and to solidify that representation on the board is from our council jurisdiction.

Theresa Dunkin moved to adopt proposed amendment to Article V – Board of Directors; Section (2) Composition. There was a second from a voting member of the council. No discussion follow. The vote was called, all were in favor and the motion was adopted.

Article VII –EXECUTIVE COMMITTEE; Section 3 Meetings.

ACUTAL:

ARTICLE VII - EXECUTIVE COMMITTEE; Section (3) Meetings.

(3) Meetings of the Executive Committee shall be called by the Chair. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the Executive Committee as early as possible before the meeting. Telephone, fax. Or e-mail contact with each member with the member voting on an issue about which notice has been given will suffice.

PROPOSED:

ARTICLE VII - EXECUTIVE COMMITTEE; Section (3) Meetings.

(3) Meetings of the Executive Committee shall be called by the Chair. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the Executive Committee as early as possible before the meeting. *Any motion called during the meeting will only be called if it’s in the scope of the purpose of the meeting determined by the Chair.*

*RATIONALE*: To take out the redundant wording and to clarify the intent of motions called during the meeting.

Theresa Dunkin moved to adopt the proposed changes to Article VII – EXECUTIVE COMMITTEE; Section (3) Meetings. There was a second from a voting member of the council. No discussion followed, a voice vote was called all were in favor and the motion carried.

Next Theresa presented the proposed changes to Article VIII – Town Hall Meetings.

Article VIII – Town Hall Meetings.

ACUTAL:

ARTICLE VIII – Town Hall Meetings

The Board of Directors shall establish Town Hall Meetings.

The purpose of the Town Hall Meetings is to establish meaningful connections between Girl Scouting and local communities in order to better serve girls. The Town Hall Meetings allow the participants to receive information from and give input to the council leadership. These meetings give the members and community participant’s opportunities to influence council policy and operational decisions.

Town Hall Meetings shall be held at least annually at various regional locations throughout the council. Town Hall meetings shall be held at such time and places as may be determined by the Board of Directors and/or the council CEO. Notice of date, time, place and purpose of the meeting may be given personally, or emailed and shall be posted to the homepage of the council website.

All persons, whether a member of Girl Scouts or not, are welcome to attend the Town Hall Meetings.

PROPOSED:

ARTICLE VIII – INFORMATIONAL MEETINGS

The Board of Directors may hold Informational Meetings throughout the council as needed.

The purpose of the Informational Meetings is to establish meaningful connections between Girl Scouting and local communities in order to better serve girls. The meetings allow the participants to receive information from and give input to the council leadership. These meetings give the members and community participant’s opportunities to influence council policy and operational decisions.

Informational Meetings shall be held at such time and places as determined by the Board of

Directors and/or the council CEO. Notice of date, time, place and purpose of the meeting may

be given personally, or emailed and shall be posted to the homepage of the council website.

All persons, whether a member of Girl Scouts or not, are welcome to attend the Informational Meetings.

*RATIONALE:*

Town Hall meetings were held to share policy information with the membership. In the past a typical meeting talked more about program than policy.  Program level information can now be disseminated in a variety of ways, website, committee meetings, leader meetings, etc. on a continuous basis.

With moving to Informational Meetings the board will have flexibility to share policy

information as necessary or when there is a sensitive policy issue.

Theresa Dunkin asked for a motion for the proposed amendment to Article III, Town Hall Meetings. There was a second from a voting member of the audience, no discussion followed, a voice vote and the motion was adopted.

*Stewardship Report*

Diane Nelson, CEO presented the highlights of the Stewardship report.

The Stewardship Report provides an update on the efforts we put forth in

2021 and the results from our hard work.

Our focus areas are Quality Girl Scout Delivery Models, External

Marketing, Diversity, Equity and Inclusion, financial future and Talent (staff

And volunteers).

* With a membership of 8,749 girls, GSEIWI ranks 13th in the nation for market share at 7% in 2021 even dealing with all school restrictions etc…
* 2,370 Girl Scouts were served through community outreach in partnerships with schools and community sites
* We reached our council-wide renewal goal
* We created over 50 virtual programs to serve over 5,500 girls. Along with a few in person programs.
* Held a full 8 weeks of summer camp program with 999 campers and 295 members registered for the Very Important Camper program

So, even though we had a decrease in the number of girls we served the previous year, we still worked had so they would have a great experience.

* Created a Diversity Equity and Inclusion team which will continue to focus ensure all girls have the opportunity to join GS
* Our Social Media had nearly 40,000 impressions quarterly through Facebook, Instagram and other platforms.
* Our cookie program raised over 25,000 cookies through our Care to Share and our digital cookies grew.
* However, we only sold 750,656 packages of cookies, which was a major decrease in sales.

But turned that around this year and had a 34% in 2022! Great year!

* We received the PPP loan.
* We received a Major gift from one of our volunteers that made a major impact on our council budget. We will be celebrating this gift in the fall.
* We ended the year with over a million dollar surplus!

Diane closed out the stewardship report, by thanking those in attendance and encouraging them to view the full stewardship report on our website.

*Closing*

Board Chair, Jill Dashner asked for a motion to adjourn the meeting at 10:59 am. There was a second and the motion carried and the 2022 Annual Meeting came to a close.

Kelly Campion, Executive Assistant to the CEO

Recorder for the Annual Meeting