

2018 Annual Meeting Minutes – April 14, 2018

Board Chair, Teresa Colgan, called the 2018 Annual Meeting of Girl Scouts of Eastern Iowa and Western Illinois, to order at 10:00 a.m. at Camp Liberty in New Liberty, IA.

Welcome & Introductions

Board Chair, Teresa Colgan, welcomed the attendees and explained the agenda and the programs that would follow.

CEO, Diane Nelson welcomed those in attendance. Mrs. Nelson introduced 'Adopt a Camper' and informed those in attendance they have the opportunity to send a girl from our Outreach program to camp this summer with a \$50 donation.

Official Meeting

Credentials

Board Chair, Ms. Colgan, called the 2017 Annual meeting to order. Tracy Schwind, Board Secretary, confirmed that there were 114 voting members in attendance and Ms. Colgan noted the business meeting was officially in session.

Approval of Agenda

The first item of business was the Approval of the Rules of the Meeting. Board Chair Ms. Colgan noted that the assembly needed to approve the Rules of the Annual Meeting before continuing. Without objection, the assembly proceeded to approve the Rules of the Annual Meeting:

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.

A motion was made by Kay Breuer and seconded by voting audience member to adopt the Rules of the Annual Meeting. The vote was in the affirmative and the motion passed.

Approval of Minutes of 2017 Annual Meeting

Minutes of the 2017 Annual Meeting of the Girl Scouts of Eastern Iowa and Western Illinois were approved as submitted.

Proposed Bylaw Changes

Mr. Colgan thanked the members of the Bylaw Task Force for their volunteerism, dedication and hard work. Ms. Colgan introduced Judge Mary Ann Brown who proceeded with the proposed bylaw recommendations from the Eastern Iowa and Western Illinois Board of Directors:

ACUTAL:

ARTICLE I, SECTION (4) – THE CORPORATION

- (4) The annual meeting of the Council shall be held at such time and place as may be determined by the Board of Directors. Notice of date, time, place and purpose of the meeting, together with the slate of nominees for all offices of positions to be filled pursuant to these Bylaws, shall be given personally, emailed, or mailed to each member of the Council ~~and~~ posted to the homepage of the Council website not more than forty-five (45) days and not less than fifteen (15) days before the meeting.

PROPOSED:

ARTICLE I, SECTION (4) – THE CORPORATION

- (4) The annual meeting of the Council shall be held at such time and place as may be determined by the Board of Directors. Notice of date, time, place and purpose of the meeting, together with the slate of nominees for all offices of positions to be filled pursuant to these Bylaws, shall be given personally, emailed, or mailed to each member of the Council **or** posted to the homepage of the Council website not more than (45) days and not less than fifteen (15) days before the meeting.

RATIONALE: *To further define the four (4) available sources for notification of the meeting.*

All those in favor to amend the bylaws. There was a simple majority and the amendment passed.

There was no further discussion or questions. There was a voice vote, the simple majority was positive and the amendment to Article I, section 4 passed.

ACTUAL:

ARTICLE I, SECTION (6) – THE CORPORATION

(6) **Quorum.** 100 voting members, registered as of September 30, will constitute a quorum.

PROPOSED:

ARTICLE 1, SECTION (6) – THE CORPORATION

(6) **Quorum.** 50 voting members, registered 30 days prior to the current year annual meeting, will constitute a quorum.

***RATIONALE:** Attendance at the annual business meeting has been decreasing over the last several years. This recommendation reflects that trend and will allow for the business of the council to be transacted.*

There was discussion that followed from the floor and a written amendment was presented. The amendment proposed fifty voting members be registered sixty days prior to the current year annual meeting.

There was a motion to adopt the proposed amendment and a second from the floor was offered. No discussion followed and the motion passed.

After the amendment was adopted there was a voice vote to change article I, section 6 from thirty days to sixty days. There was a voice vote, the simple majority was positive and the amendment to article 1, section 6 passed.

There was a voice vote, the simple majority was positive and the amendment to Article 1, section 6, 50 voting members passed.

ACTUAL:

ARTICLE II, SECTION (1) – BOARD DEVELOPMENT COMMITTEE

(1) **Composition.** There shall be a Board Development Committee of the Council of seven members, of whom four (4) shall be elected from among members of the Board of Directors. The chair must be elected from the members of the Board of Directors and shall be a voting member of the committee. All duly elected Board Development Committee members must become and maintain membership in Girl Scouts of the USA during their term in office.

PROPOSED:

ARTICLE II, SECTION (1) – BOARD DEVELOPMENT COMMITTEE

(1) **Composition.** There shall be a Board Development Committee of the Council of five (5)

members. The chair must be elected from the members of the Board of Directors and shall be a voting member of the committee. All duly elected Board Development Committee members must become and maintain membership in Girl Scouts of the USA during their term in office. A vacancy on the Board Development Committee shall be filled by the Board of Directors until the next annual meeting.

RATIONALE: *Proposed reduction of the Committee composition. This fits with Governance team recommendations for committee size and make up.*

There was no discussion or questions from the floor. There was a voice vote in the positive and the amendment to article II, section 1 passed.

ACTUAL:

ARTICLE II, SECTION (3) – BOARD DEVELOPMENT COMMITTEE

(3) Selection and Term of Board Development Committee Chair. The Chair of the committee shall be appointed by the Chair of the Board of Directors with the approval of the Board of Directors for a term of one (1) year ~~and may serve no more than two (2) terms as chair.~~ ~~The chair, if not already elected to the Board of Directors, shall be ex officio a member of the Board.~~ A vacancy in the office of the chair shall be filled by the committee for the remainder of the unexpired term.

PROPOSED:

ARTICLE II, SECTION (3) – BOARD DEVELOPMENT COMMITTEE

(3) Selection and Term of Board Development Committee Chair. The Chair of the committee shall be appointed by the Chair of the Board of Directors with the approval of the Board of Directors for a (1) year term. A vacancy in the office of the chair shall be filled by the committee for the remainder of the unexpired term.

RATIONALE: *Reduction in the number of Board of Development Committee members and redefinition of the term of office for BDC Chair. Serving more than a one year term gives the chair an opportunity to support his or her changes made in the previous years.*

There was a voice vote in the positive and the amendment to article II, section 3 passed.

ACTUAL:

ARTICLE IV, SECTION (2) – OFFICERS

(2) Election, Term, and Vacancies.

(a) The officers shall be elected by the members of the Council for a term of ~~three (3) years,~~ or until their successors are elected, and shall serve for no more than ~~two (2)~~ consecutive terms in any one of these offices. Terms of office shall begin at the close of the annual meeting at which elections are held. Prior to serving as an officer or a member of the Executive Committee, a person must serve one

year as a member at large on the Board of Directors. A vacancy among the officers, other than that of the Chair, shall be filled by the Board of Directors. In the event of a permanent vacancy in the office of the Chair, the Vice-Chair will succeed and serve for the remainder of the unexpired term.

The CEO shall be appointed by the Board of Directors and shall serve at its pleasure.

PROPOSED:

(2) Election, Term, and Vacancies.

- (a) The officers shall be elected by the members of the Council for a term of **two (2)** years, or until their successors are elected, and shall serve for no more than **three (3)** consecutive terms in any one of these offices. Terms of office shall begin at the close of the annual meeting at which elections are held. Prior to serving as an officer or a member of the Executive Committee, a person must serve one year as a member at large on the Board of Directors. A vacancy among the officers, other than that of the Chair, shall be filled by the Board of Directors. In the event of a permanent vacancy in the office of the Chair, the Vice-Chair will succeed and serve for the remainder of the unexpired term.

The CEO shall be appointed by the Board of Directors and shall serve at its pleasure.

RATIONALE: *Re-worked term time frame to meet current Election and Term requirements as defined in ARTICLE V - BOARD OF DIRECTORS Section 3. This is in alignment with the members at large.*

There was a voice vote in the positive and the amendment to article IV, section 2 passed.

ACTUAL:

ARTICLE V, SECTION (2) – BOARD OF DIRECTORS

~~Three (3) directors will be current girl members with the same rights and responsibilities as the adult directors, except as noted herein.~~

- (a) Girl members may not serve as officers.
- (b) Girl members will be elected annually to serve a one (1) year term and will be eligible to serve a total of two (2) consecutive terms.
- (c) Girl members must be sophomores, juniors, or seniors in high school at the time of election to the Board and a minimum of fourteen (14) years of age at the time of election to the board.
- (d) Girl members may not hold paid positions within the Council while serving as a director

- (e) Girl members must have signed parental permission and commitment forms.
- (f) Girl members will be nominated by the Board Development Committee and added to the slate that is presented at the annual meeting. The process will include CEO endorsement.

PROPOSED:

ARTICLE V, SECTION (2) – BOARD OF DIRECTORS

Three (3) girl members will be elected to serve as ex-officio non-voting members of the Board of Directors.

- (a) Girl members may not serve as officers.
- (b) Girl members will be elected annually to serve a one (1) year term and will be eligible to serve a total of two (2) consecutive terms.
- (c) Girl members must be sophomores, juniors, or seniors in high school at the time of election to the Board and a minimum of fourteen (14) years of age at the time of election to the board.
- (d) Girl members may not hold paid positions within the Council while serving as a director
- (e) Girl members must have signed parental permission and commitment forms.
- (f) Girl members will be nominated by the Board Development Committee and added to the slate that is presented at the annual meeting. The process will include CEO endorsement.

RATIONALE: *We provide an opportunity for girls to have a voice through our Girl Advisory Committee. Less than half 48%, of the councils across the country have girl representation on the Board of Directors and less than 20% have voting girl members on the Board of Directors. Majority of councils do not have voting girl members because they are held to the same legal ramifications as adult board members and parents of the girls may also be liable. Examples include; conflict-of-interest, D&O insurance, confidentiality, etc.*

There was discussion that followed the presentation of this change. Ultimately, the vote went to the floor and there was a simple majority in the positive and the amendment to article V, section 2, passed.

ACTUAL:

ARTICLE V, SECTION (2) - BOARD OF DIRECTORS

- (2) Composition.** The Board of Directors shall consist of the four (4) officers of the Council (Chair, Vice Chair, Secretary and Treasurer) and in addition ~~seventeen (17) members at large for a total of twenty one (21) members, three (3) of whom shall be girl members.~~

The composition of the adult members of the Board of Directors shall include geographic representation. ~~Geographic regions shall be established by the Board of~~

~~Directors and shall have a minimum of three (3) adult members from each region.~~

~~The Chair of the Board Development Committee, if not elected to the Board of Directors, shall be ex officio a member of the Board of Directors. All duly elected officers and members-at-large must become and maintain membership in Girl Scouts of the USA during their elected term.~~

PROPOSED:

ARTICLE V, SECTION (2) – BOARD OF DIRECTORS

(2) Composition. The Board of Directors shall consist of the four (4) 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.

All duly elected officers and members-at-large must become and maintain membership in Girl Scouts of the USA during their elected term.

There was no discussion from the floor. There was a voice vote and in the positive and Article V, section 2, passed.

There was a motion to reconsider the vote, a second and the voice vote in the positive to reconsider Article V, Section 2.

Discussion continued to further define “The composition of the adult membership of the Board of Directors shall include geographic representation.” When the discussion concluded there was a voice vote to pass all three amendments to Article V, Section 2, there was a simple majority and the proposed bylaw changes passed.

ACTUAL:

ARTICLE V, SECTION (5) – BOARD OF DIRECTORS

(5) Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than four (4) times each year. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the council not less than seven (7) days before the meeting.

PROPOSED:

ARTICLE V, SECTION (5) – BOARD OF DIRECTORS, SECTION (5)

(5) Regular Meetings. Regular meetings of the Board shall be held at such time and place as

may be determined by resolution of the Board, except that the Board shall meet no less than four (4) times each year. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the **Board of Directors** not less than seven (7) days before the meeting.

RATIONALE: Regular meetings of the board will be posted on the council website. Members of the Board of Directors will still receive notice of time, place and purpose seven (7) days before the meeting.

There was discussion from the floor that followed.

The vote then went to the floor. There was voice vote in the majority and the amendment to Article V, Section 5, passed.

Board Development Committee Report

The committee presented the following persons as nominees for girl members-at large on the Board of Directors for a one year term:

- Hanna Schmitt – Calmar, IA
- Erin O’Hara – Robins, IA
- Delanie Williams – Cedar Rapids, IA

The following were recommended for Board of Directors, members at large, for two year terms:

- Lisa Anderson –Dubuque, IA
- Laura Ekizian – Davenport, IA
- Chelsea Hillman – Muscatine, IA
- Jason Kline – Cedar Rapids, IA
- Barb Melbourne – Bettendorf, IA
- Beth Nickel – Burlington, IA
- Pam Passmore – Iowa City, IA

The Development Committee presented, members at large, renewing for a two year term, the following candidate:

- Katie Wiedemann – Dubuque, IA

There was one filling member renewing for a two year term.

- Sarah Beckman – Burlington, IA

There was a voice vote from the floor and the 2018-2019 Board of Directors passed.

The Board Development Committee, presented the following candidates for the

Board Development Committee, serving a three year term

- Barb Melbourne – Bettendorf, IA
- Dee Vandeventer – Cedar Falls, IA

Board Development Committee members were elected by a voice vote. The 2018-2019 Board Development Committee passed.

All current and newly elected Board of Director members and Board Development Committee gathered for installation and recitation of the oath of office. They were presented to the membership as the 2018-2019 Board of Directors.

Outgoing girl board member; Scott Illingsworth, Kay Breuer and MaryTherese Gehrman, were recognized for their dedicated and support to Girl Scouts of Eastern Iowa and Western Illinois.

National Council

Teresa Colgan then presented the National Council who shared their experience this past year as the National Council gathered in Columbus, OH. In 2020 the National Council will convene in Orlando, FL. GSEIWI was able to elect 9 delegates, 2 of which are girls, to the National Council Session. The National Council includes the following:

- Marty Beck
- Chris Gjere
- Mindy Stark
- Kate West
- Aimee Williams
- MaryTherese Gehrman
- Delanie Williams
- Teresa Colgan
- Diane Nelson

Stewardship Report

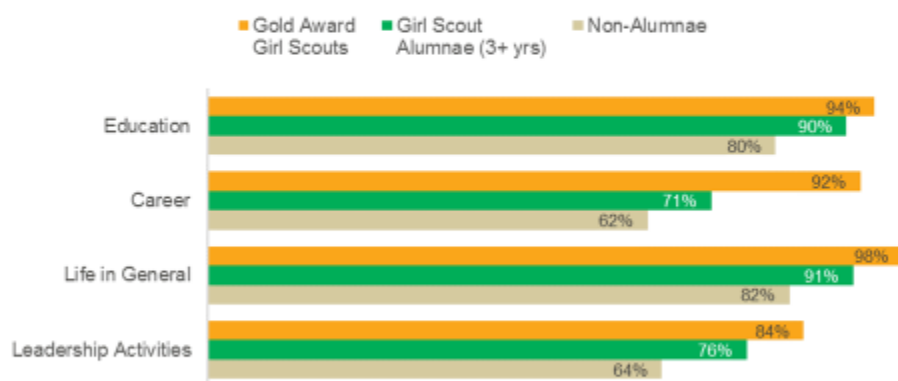
Diane Nelson, CEO presented power of the G.I.R.L. report. The full stewardship and treasurer report are available on the website.



1

The Girl Scout Impact

"I feel successful in my..."



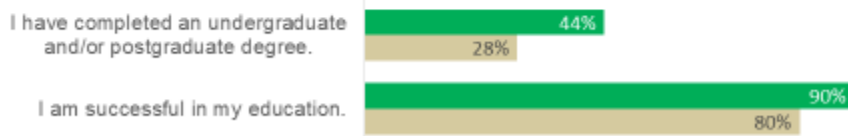
2

Education

Girls: Girl Scout Members vs Non-Members



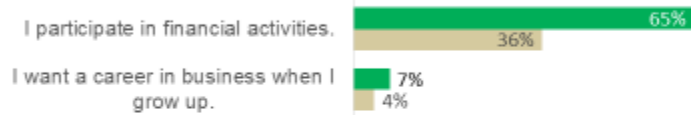
Adults: Girl Scout Alumnae vs Non-Alumnae



3

Financial Stability

Girls: Girl Scout Members vs Non-Members



Adults: Girl Scout Alumnae vs Non-Alumnae



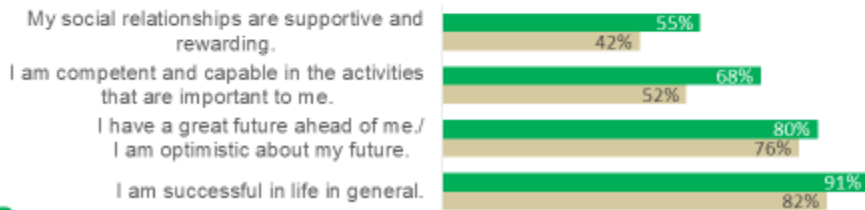
4

Health

Girls: Girl Scout Members vs Non-Members



Adults: Girl Scout Alumnae vs Non-Alumnae

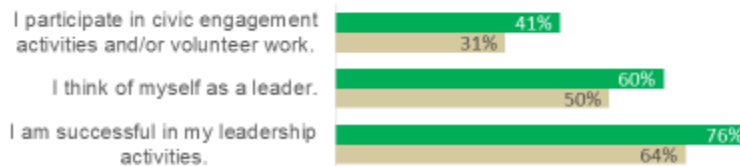


Leadership & Civic Engagement

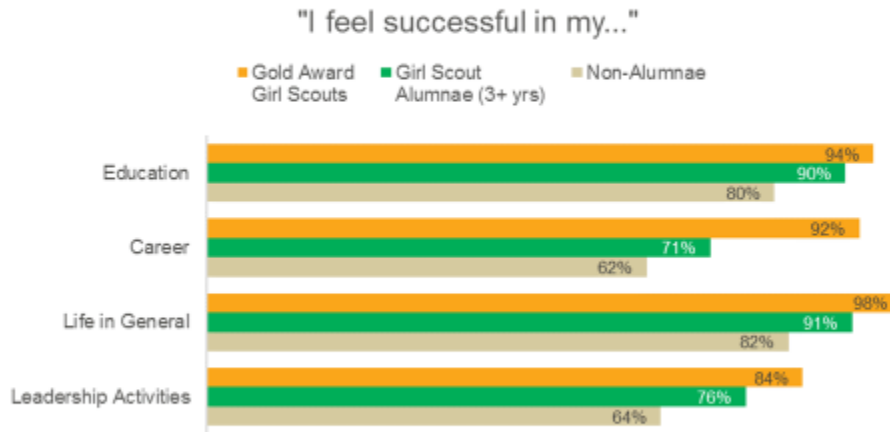
Girls: Girl Scout Members vs Non-Members



Adults: Girl Scout Alumnae vs Non-Alumnae



Gold Award Girl Scouts



Girl Scouts = Immediate & Lasting Impact

**BELIEVE
IN THE
POWER OF
G.I.R.L.**
go-getter / innovator / risk-taker / leader



Closing

Board Chair, Teresa Colgan asked for a motion to adjourn the meeting at 11:53 am. There was a second and the motion passed and the 2018 Annual Meeting came to a close.

Kelly Champion, Executive Assistant to the CEO
Recorder for the Annual Meeting