

I. Welcome from Lois Kuttesch, Board Chair, and Pat Burkart, CEO

Overview of upcoming meeting and roles:

Pat and Lois introduce the Board of Directors and Girl Advisory Committee Members. Lois introduces Victoria Kush, Parliamentarian. Victoria Kush outlines how to ask questions regarding agenda items using the chat log. Victoria also reminds attendees that Annual Meeting will adhere to Robert Rules of Order.

II. Call the Business Meeting to Order

Lois Kuttesch

The meeting was called to order.

III. Opening Remarks

Pat Burkart

- a. Introductions of Board of Directors, Parliamentarian, and Key Staff
Pat introduces Tamica Mickle, Chief Operations Officer, Deb Smith, Chief Administrative Officer, Bernadette Scheid, Vice President of Finance.

IV. Credential Report

Victoria Kush

- At the time the credentials report was provided to the parliamentarian, 150 delegates were in attendance.
- Quorum is defined as at least 1 delegate from 20% of the Service Unites from each of the 3 Regions.
- Girl Scouts Western Pennsylvania is comprised of 41 Service Units in Region 1, 64 Service Units in Region 2, 33 in Region 3.

The Credentials Report submitted to the parliamentarian during Annual Meeting was:

- 23 delegates in Region 1 representing 11 Service Units
- 78 delegates Region 2 representing 30 Service Units
- 49 delegates in Region 3 representing 24 Service Units

The credentials report submitted to the parliamentarian constituted quorum.

*It should be noted that additional voting members who experienced technical difficulties and/or checked in late were permitted to vote—169 voting delegates participated in the 2020 Annual Meeting.

The credentials report submitted was approved by general consent with no objections.

- V. Approval of the Agenda** **Lois Kuttesch**
Jodi Nealen, SU4636, motioned to accept the Agenda as presented.
Linda Vivian, SU5201, seconds the motion to accept the Agenda as presented
The motion to accept the Agenda carries unanimously.

- VI. Approval of 2019 GSWPA Annual Meeting Minutes** **Lois Kuttesch**
Melinda Shoenfelt, SU4641, motions to accept the 2019 GSWPA Annual Meeting Minutes as presented.
Nancy Lampert, SU5905, seconds the motion to accept the 2019 Annual Meeting Minutes as presented.
The motion to approve the 2019 GSWPA Annual Meeting Minutes as presented carries unanimously.

- VII. Recent Board Actions** **Lois Kuttesch**

The GSWPA Board of Directors approved the following items:

November Board Meeting:

- Approval of electrical bid for the installation of new outlets at Council Headquarters

January Board Meeting:

- Approval of renovations to dining halls at Camp Hawthorne Ridge, Camp Skymeadow and Camp Conshatawba
- Approval of Financial Audit for 18-19 Fiscal Year

March Board Meeting:

- Approval of adult awards
- Approval to put the Kittanning Office on the market for sale

- VIII. Reports** **Dot Brookes**
a. Treasurer Report

Annual Report

As of September 30, 2019, our total net assets were \$21.4 million, of which \$11.1 million were in investments. Of the \$11.1 million, \$ 3.8 million is the camp and Beaver office sale proceeds. Excluding camp and office sale proceeds, we have 10.1 months of operating reserves. This well exceeds the 6 months that GSUSA requires for council reserves. Our Investments include our segregated Property Proceeds fund which the Council has used to support major improvements in our properties.

The net change in net assets was an increase of \$1,533,000 for the fiscal year ending September 30, 2019. This overall increase in net assets is comprised of the net change from operations of \$1,596,000, which is reflective of the council's positive net cash provided by operating activities, less depreciation expense of (\$324,000), plus appreciation of investments and trusts \$228,000, less frozen

pension expenses of (\$422,000), and gains from insurance claims and sale of fixed assets of \$455,000.

Audit

GSWPA received a clean audit opinion this fiscal year and the auditors did not identify any material weaknesses or significant deficiencies in our internal controls. No management letter comments were issued this year.

This is a testament to the policies and procedures that have been established and followed by the staff at GSWPA.

b. State of the Council Report

Pat Burkart

Strategic Goal Report

1. 2018-19 Report Out

GSWPA has 5 Strategic Goals, which are:

Reach More Girls: Identify, attract and serve members year-round with relevant participation options to meet diverse needs and expectations.

Higher Impact Program: Deliver and support relevant and valuable Girl Scout Leadership Experience opportunities in a variety of participation options.

Effective Business Practices: Leverage effective and efficient business practices, supported by technology platforms, that support all members.

Stronger Brand: Ensure Girl Scouts is well-known as a trusted, active and meaningful local presence that improves girls' lives and is positively supported by the community.

Financial Stability: Ensure financial strategies support mission delivery. Reach More Girls: Identify, attract, and serve members year-round with relevant participation options to meet diverse needs and expectations.

Reach More Girls:

GSWPA achieved 93% of our girl membership goal and 98% of our adult membership goal for the 2018-19 membership year.

Despite declining membership numbers over the past 4 years, GSWPA continues to maintain a strong market share, which is higher than the national average. This remains a main focus of determining council health of GSWPA due to the declining population of Pennsylvania.

GSWPA is fortunate to attract necessary volunteers to lead our girls. In the 2018-2019 membership year GSWPA had 6,743 active volunteers.

Higher Impact Program:

A total of 12,265 campers enjoyed GSWPA camps during both council and volunteer led events in 2019.

64% of Camp Conshatawba's costs are covered by council and 36% are covered by rentals and program charges

50% of Camp Hawthorne Ridge's costs are covered by council and 50% are covered by rentals and program charges

67% of Camp Redwing's costs are covered by council and 33% are covered by rentals and program charges

50% of Camp Skymeadow's costs are covered by council and 50% are covered by rentals and program charges.

Overall, 57% of all costs to operate our camps are covered by council and 43% of the costs are paid for through rentals and program charges.

The Gold Award continues to be a priority of Senior and Ambassador Girl Scouts Currently. 55 girls have earned their Gold Award within the last year, currently 97 Girl Scouts are working on projects to earn their Gold Award and make the world a better place.

In the 2018-2019 membership year, the net sales of the MagNut Product Program increased significantly compared to the previous two years. In the 2018-2019 membership year, the council used M2, which was a new vendor with a more user-friendly online platform.

In 2019, the price of cookies was increased to \$5. While the number of packages sold decreased, revenue increased. The per goal average of cookie sales decreased, which correlates with the price increase. However, the product program team has created a comprehensive plan to help increase the per girl average sale of cookies in the 2020.

Once again, GSWPA was very fortunate to receive the R.K. Mellon Grant for the Outdoor Program Initiative. This initiative is led by GSWPA and now includes 15 other councils.

In partnership with the Student Conservation Association, councils created sustainable outdoor opportunities for girls of all ages and offered invaluable outdoor training experiences for our volunteers. This initiative helped girls get outdoor more often and to participate in adventures that would not have been possible with out the R.K. Mellon grant. These programs bridge the gap between the outdoors and STEM while protecting our nation's natural and cultural resources

and developing sustainable partnerships that will support our girls for years to come.

It should be noted that expenditures from camp sale proceeds are not included under expenses, as these are new projects that we are able to complete using the revenue from the sold camps.

Financial Stability:

In 2018-2019, retail sales fell slightly short of the previous year's total.

GSWPA has placed an increased focus on our pop-up and consignment shops by bringing more shopping opportunities and merchandise to where you are.

GSWPA is currently on target to exceed last year's sales.

The audit report for the fiscal year 2018-19 reflects a \$1,596,000 net operating income.

As a council, our budget goal was to have a net income of \$435,000 from operating activities.

Through managing our expenses and receiving some unexpected revenue items we were able to exceed that goal which brought us to our total audited net operating income of \$1,596,000.

This excludes other non-operating activity of frozen pension, investment appreciation and fixed asset sales/disposals and depreciation expense, totaling (\$63,000) in net non-operating costs and market growth which are reflected in the audit report below the operating activity.

This resulted in an overall increase in Net Assets of \$1,533,000.

Capital improvements includes expenditures over \$5000.

These items are funded through a combination of operating revenue, grants and camp sale proceeds.

The capital expenses that were funded through camp sale proceeds in 2018-2019 were: The ranger house at Camp Hawthorne Ridge and kitchen equipment upgrades at Camp Skymeadow and Camp Hawthorne Ridge

The capital improvements for the last year totaled \$517,217.57.

In 2018-2019, the public support campaign, the public support campaign closed at \$1.73 million. We are so grateful for the philanthropic support of foundations, corporations, United Ways, and individuals who sustain our mission.

Fall Town Hall Report

Our 2019 Fall Town Hall Meetings were well attended at five of the seven sites. Two of the seven were cancelled due to the very low registration. The meetings were held in October this year. Feedback from the meetings pointed to positive dialogue and volunteers took this opportunity to bring up their questions, suggestions and great new ideas.

Fall Town Halls are an important way for delegates and membership to have two-way communication with council leadership and board and to stay up to date with council news and information.

Camp Update

Camp Redwing Update:

Over the past several years, the flooding at Camp Redwing has increased significantly, both in frequency and size of the affected area. The Connoquenessing Creek is trying to re-route itself to form an island where Haven Lodge, Laurel Oaks tent unit, the bath house, the archery field, Christy Lodge and tent unit and Trails End Yurt unit are located. It has flooded the amphitheater many times and has recently washed the earth from under the Laurel Oaks tent unit.

Last October, local authorities were contacted to report the situation and ask for assistance and direction. Butler County Commissioner, Leslie Osche was also contacted and asked for assistance in the situation. Leslie is a former Girl Scout who spent a lot of time at Camp Redwing.

Leslie brought Mark Gordon, Director for Planning and Development for Butler County, to walk the camp and learn about the situation and concerns on October 31, 2019. They report that there are increased problems with the flooding, due to residential building up-stream from us, as well as infrastructure changes that compound the increased water runoff, in the area.

On January 31, GSWPA had a meeting with Mark Gordon along with Joe Saeler, Executive Director of the CDC (Community Develop Corporation); Erin Kepple Adams, Water

Resource Manager Southwestern Pennsylvania Commission and Ashley Gibson, Butler County GIS (geographic information system division).

This meeting resulted in great discussion of potential outcomes and how the Butler County officials can help us with fund raising, as well as seeking local donation of labor and related skills to help with some of the projects that GSPWA will need to undertake in order to live better with our water situation.

These initial projects include:

- Relocating the amphitheater out of the flood plain
- Adapting or moving the Laurel Oaks tent unit
- Adapting the Trails End Yurt unit

A civil engineer has also been contacted. The civil engineer has specialized certifications regarding waterways management.

The civil engineer will review our situation to make recommendations for the flooding issues, as well as the sewage system.

Once we complete this evaluation process, we will be able to focus on the recommendations that came from our camp planning process.

We are in the process of converting the horse stables to an archery station.

Camp Sale Revenue Overview

All Camp sale revenue into a separate investment account, as of December 2019 the value of that account was \$3.7 million.

In addition to this, we anticipate the closing of Camp Elliott in 2020, Net sale proceeds estimated at approximately \$575,000.

Camp Resting Waters under the option agreement with Casella Waste. Currently, the timing of that closing is unknown.

The agreement is to sell the camp for \$3 million.

GSPWA will also retain the timber, which was evaluated last year and has an estimated value of \$1.2 million.

Current Camp Projects

Camp Conshatawba

Memory Dining Hall

Scheduled Renovations: Renovating core restrooms to provide ADA Compliant men's and women's restrooms, enclosing and securing the pantry area, installing a pass through window from the kitchen to the dining area, a new walk-in freezer, general interior clean up and adding a covered area to overlook the stream

Camp Hawthorne Ridge

Thompson Dining Hall

Scheduled Renovations: Removing the dropped ceiling, installing a new ceiling and lighting, replacing the carpet with a vinyl plank flooring and installing glazed entry doors.

Camp Skymeadow

Evergreen Lodge

Scheduled Renovations: Installing a new covered pavilion with a fireplace, plumbing and storage. Inside of the lodge, we are planning on installing new flooring and entry doors. We also plan on installing a new restroom facility and updating the current bathrooms to be ADA compliant.

COVID 19 Camp Updates

Due to COVID 19 and the risks it imposes on both staff and campers, GSWPA has made the difficult decision to cancel summer camp for 2020.

GSWPA is currently developing virtual outdoor programs and badge earning opportunities that will begin in June.

GSWPA will continue to monitor the changes in directives from the Governor of Pennsylvania and will reopen camps when it is safe to do so.

Currently, camps are scheduled to remain closed until the end of August.

National Convention

National Convention is currently scheduled to take place in Orlando on October 21st-25th.

GSUSA will continue to monitor the COVID 19 situation to determine what changes need to be made to National Convention.

Committee Report Outs

1. Girl Awards

Gold Award Committee

This year has been another incredible year for the Gold Award!

This year, 55 girls have earned their Gold Award.

The committee has led local and webinar Gold Award trainings and mentored girls during their Gold Award projects.

Silver and Bronze Awards

176 Silver Awards and 603 Bronze Awards were earned between October 2018 and September 2019.

Please check the GSWPA Website for updates on the Gold Award Ceremony and the Silver Award Celebration.

Thank you to both our Silver and Gold Award Committees for all of the support you offer our Girls!

2. Travel

GSWPA continues to increase travel opportunities in both council sponsored events and summer camps. GSWPA aims to offer both domestic and international travel opportunities for all age and experience levels.

Due to COVID 19, these activities are currently on hold.

Destination Highlight

Clara Blackburn

Clara Blackburn traveled to Costa Rica in December.

This trip was a multi-day service project that was focused on Sea Turtle Conservation.

Clara had many several memorable experiences while in Costa Rica and strongly encourages girls to apply for Destinations.

Questions regarding Agenda Items

Question: What camp costs are covered by the council?

Agenda Item: Strategic Goal Report

Answer: Pat Thompson: The bulk of camp costs subsidized by the council are staff salaries, maintenance and equipment.

Question: Will there be any time extension given to Ambassador Scouts working on their Gold Awards given the pandemic.

Agenda Item: Girl Awards

Answer: Katie Thompson: Yes, GSUSA has moved the deadline to complete and submit Gold Award projects to December 31, 2020.

Question: What happens to Indie Girl Scouts Girl Scouts Bucks earned through product program sales.

Agenda Item: Strategic Goal Report

Answer: Deb Smith: The expiration of Girl Scout Bucks has been moved to September 30, 2021 for all Girl Scouts in our Council.

Question: For fall dining hall construction, how long do you expect those units to be closed? Will winter camping be available?

Agenda Item: Camp Update

Answer: Pat Burkart: Our timeline initially for Thompson Hall is scheduled to be a two-week renovation. Currently, for the remainder of the projects we are sourcing bids and it is dependent on COVID restrictions. We are hopeful winter camping will be available and that will also be dependent on COVID restrictions.

Question: Does the closure of camps this summer include day camps held by Service Units?

Agenda Item: Camp Update

Answer: Pat Burkart: Unfortunately, yes, due to the COVID 19 restrictions regarding group gatherings, day camps held by Service Units will be cancelled. This guideline is applicable to both day camps held at GSWPA Camps and day camps held elsewhere

Question: Will the Silver Award completion deadline be extended as well?

Agenda Item: Girl Awards

Answer: Katie Thompson: Yes, the Silver Award deadline has been extended to be the same as the Gold Award deadline, December 31, 2020.

Question: What camps currently have rangers employed and which do not

Agenda Item: N/A

Answer: Pat Burkart: All camps currently have full time rangers employed.

Question: Are Troop Bucks also extended like Girl Scout Bucks?

Agenda Item: Strategic Goal Report

Answer: Deb Smith: Yes, they are extended like Girl Scout Bucks.

Question: With the extensive work that needs to happen at Redwing, can this be completed? What can Service Units do to volunteer and help? Why are the expenditure of salaries so high at Redwing when it is more of a Service Unit and Troop led camp?

Agenda Item: Camp Update

Answer: Pat Burkart: Staff is still needed to attend to the camp, so expenditures on salaries for staff at the camp is still necessary. Currently, determining the timeline for the projects that need to be completed is a work in progress. Once a timeline is determined, a timeframe for completion will be easier to determine.

Question: With doing online activities, what can be done for girls without reliable internet service in able for them to access girl programming?

Agenda Item: Camp Updates

Answer: Pat Burkart: Currently, GSWPA is not able to provide virtual programming to girls without reliable internet service.

Question: How are the operating changes, for example changes to the cookie sale and cancelled summer camp and council events, projected to impact operating income for the current fiscal year?

Agenda Item: Strategic Goal Report

Answer: Pat Burkart: Firstly, our girls are amazing, and our volunteers have really stuck with the cookie sale and made it successful this year. Currently, we are on track to exceed the revenue goal for the cookie sale. While camp is cancelled will reduce revenue, it also reduces costs and we are not expecting this to impact us too negatively. Our Vice President of Finance, Bernadette Scheid, has worked very hard to secure the council Paycheck Protection. Currently, we feel that the council is in good shape financially.

Question: Are there extensions for the Silver and Bronze Awards deadlines?

Agenda Item: Girl Awards

Answer: Katie Thompson: The extension is through December 31, 2020 for the last grade available to complete the award.

Question: If National Council is held digitally, will council be able to allow more National Delegates to attend?

Agenda Item: State of the Council Report

Answer: Pat Burkart: No, the National Delegate Slate is voted on at Annual Meeting. If National Convention is moved to a digital format, we will not be able to vote to expand the slate.

Question: When will GSWPA make a decision about summer travel for troops?

Agenda Item: Travel

Answer: Pat Burkart: All the council's decision are based on the Governor's guidelines. Currently, we are unable to give a timeline for this decision.

Question: Has there been any consideration to make Troop/Cookie Bucks redeemable online due to the shutdown caused by the pandemic?

Agenda Item: Strategic Goals

Answer: Deb Smith: GSWPA is still in the process of evaluating this.

Question: How does the sale of the Resting Waters to Casella Waste Management correspond to stewardship of the land? Is there no limits to where council is selling properties?

Agenda Item: Camp Update

Answer: Pat Burkart: It was a very hard decision to enter the option agreement with Casella. The landfill is to the east of the property. Ram Forest Products previously bordered Resting Waters on the North and West sides of the camp, Ram Forest entered an option agreement for their property to Casella, which will result in the camp being surrounded by a landfill. Ram Forest no longer owns that property, however, the business that purchased the land entered the same option agreement. This would have been in addition to the bear problem the camp had. Due to these factors, it was in the best interest of GSWPA to enter into the option agreement. The camp would no longer have been a pleasant place to inhabit.

Question: Is there a backup plan for the Fall Town Halls if we are unable to meet due to COVID 19 closures?

Agenda Item: Fall Town Hall Report

Answer: Pat Burkart: They will likely go virtual.

Question: Are you considering the opportunity to join Fall Town Halls virtually since the sites listed are an hour and half or more for service units north of I-80?

Agenda Item: Fall Town Hall Report

Answer: Pat Burkart: Yes, if we are fortunate enough to meet in person, we have discussed a webinar option for Fall Town Halls.

Question: Are there any new philanthropy efforts to support the community GSWPA is participating in, that troops can participate in, during the pandemic?

Agenda Item: Treasurer's Report

Answer: Deb Smith: Currently, GSWPA has the Hometown Heroes Program, which is a philanthropic opportunity to contribute to the community. As we continue to develop philanthropic activities for troops to be involved in, we will distribute information to our members.

Question: Are there any plans to renovate the old Orchard Unit at Camp Redwing?

Agenda Item: Camp Update

Answer: Pat Burkart: Currently, any ideas that came from the Camp Planning Committee for Camp Redwing are being held until the flooding issue is addressed.

Question: Did GSUSA Mention if the Hall of Exhibitions will be cancelled?

Agenda Item: State of the Council

Answer: Pat Burkart: The Hall of Exhibitions has been cancelled.

2. Adult Awards Lois Kuttesch

The Adult Award Review Committee has the esteemed privilege to review nominations for many of the extraordinary volunteers that are the heart of our organization. In just a few moments, we will be announcing Board Approved awards and you will get to learn about the amazing recipients.

This membership year, 61 individual nominees and 4 teams of volunteers have been approved for Council's Adult Awards for a total of 93 volunteers receiving awards this year. This number includes 33 Volunteer of Excellence awards, which are presented at the Service Unit level.

Due to this year's unusual circumstances, Adult Award recipients will be formally recognized at the Leadership Summit at Camp Redwing, which was scheduled for August 29th. Please stay tuned for the rescheduled date.

The following awards were presented to the following recipients:

The Appreciation Pin recognizes an individual's exemplary service in support of delivering the Girl Scout Leadership Experience. This service, which has had measurable impact on one geographic area of service, helps reach and surpass the mission-delivery goals of the area. Congratulations to this year's Appreciation Pin recipients:

Christina Kline
Christa Griffith
Catherine Campbell
Michele Boback
Michele Wilson
Amy Wassil
Glayna Reynolds

Curtis Stratman
Laurie Cybulski
Joan Henry
Jennifer Naylor
Jennifer Vinson
Julie Smialowski
Jennifer Smith

Deborah Phillips
Erin Lisak
Jennifer Bell
Laura Raderman

Linda Griffiths
Kimberly Prete
Bethany Hughes
Heather Ambrose

The Honor Pin recognizes an individual's exemplary service in support of delivering the Girl Scout Leadership Experience, which has had measurable impact on two or more geographic areas of service, allowing the council to reach and surpass its mission-delivery goals.

In order to receive this award, volunteers have to go outside their own service unit, and support others. Sometimes this is accomplished by mentoring Gold Award candidates. Other times, it's by offering much needed trainings to volunteers. This year, three Honor Pins will be awarded to:

Nancy Carolan, Kathy Shaffer and Holly Mihaly.

The Thanks I Badge honors an individual whose ongoing commitment, leadership, and service have had an exceptional, measurable impact on meeting the mission-delivery goals and priorities of the entire council or the entire Girl Scout Movement. This year, one Thanks I Badge was awarded to Darla Burket.

And now for the President's Award: an award that recognizes the efforts of a service-delivery team or committee whose exemplary service in support of delivering the Girl Scout Leadership Experience surpassed team goals and resulted in significant, measurable impact toward reaching the council's overall goals.

This award was presented to the Mercer Service Unit and Richland Valley Service Unit.

Thank you to the volunteers who serve on the adult award review committee. Current Committee members: Kriss Svidro, Kate Svidro, Sharon Enslin, Mary Ann McSwigan, Amy Miehl, Gloria Limetti, Janet Kovacs, Susan Gold, Leslie Brueggman, Bekah Baisch and Melinda Shoenfelt.

If you are interested in joining the Volunteer Committees: Adult Awards, Silver Award or Gold Award, please e-mail CustomerCare@gswpa.org.

IX. Bylaw Proposal

Victoria Kush

A. Article IV Board of Directors, Section 4.1 Composition:

Current Wording	Proposed Change	If Adopted, Will Read
<p>The Board of Directors shall consist of the elected and Ex Officio officers of the corporation, sixteen (16) directors-at-large and an Advisory Committee composed of three (3) registered members of the Movement, one from each of the regions unless applications from the three regions are not submitted, in which case representatives from any region will be accepted for consideration, at the level of Senior Girl Scout or girl bridging into Senior Girl Scout at the time of application, each of whom shall serve a two (2) year term. Advisory Committee Board of Director members shall be designated nonvoting members of the Board of Directors and all other members of the Board of Directors shall be designated voting members. The Elected Officers (as described at Section 5.1) need not be members of the Board of Directors at the time of their election but shall automatically become members of the Board of Directors upon the effective date of their election. The chair of the Board Development Committee, if</p>	<p>The Board of Directors shall consist of the elected and Ex Officio officers of the corporation, sixteen (16) directors-at-large seventeen (17) directors-at-large and an Advisory Committee composed of three (3) registered members of the Movement, one from each of the regions unless applications from the three regions are not submitted, in which case representatives from any region will be accepted for consideration, at the level of Senior Girl Scout or girl bridging into Senior Girl Scout at the time of application, each of whom shall serve a two (2) year term. Advisory Committee Board of Director members shall be designated nonvoting members of the Board of Directors and all other members of the Board of Directors shall be designated voting members.</p>	<p>The Board of Directors shall consist of the elected and Ex Officio officers of the corporation, seventeen (17) directors-at-large and an Advisory Committee composed of three (3) registered members of the Movement, one from each of the regions unless applications from the three regions are not submitted, in which case representatives from any region will be accepted for consideration, at the level of Senior Girl Scout or girl bridging into Senior Girl Scout at the time of application, each of whom shall serve a two (2) year term. Advisory Committee Board of Director members shall be designated nonvoting members of the Board of Directors and all other members of the Board of Directors shall be designated voting members. The Elected Officers (as described at Section 5.1) need not be members of the Board of Directors at the time of their election but shall automatically become members of the Board of Directors upon the effective date of their election. The chair of the Board Development Committee, if</p>

not otherwise elected to the Board of Director's, shall serve as an ex-officio member of the Board of Directors.

not otherwise elected to the Board of Director's, shall serve as an ex-officio member of the Board of Directors

*Dianna Brush, SU2625, moves to accept the proposed bylaw amendment Section 4.1
Composition as distributed and viewed on the slide.
Tanya Schwab, SU2606, seconds the motion to accept the proposed bylaw amendment
Section 4.1 Composition as distributed and viewed on the slide.
The motion carries unanimously.*

B. Article V Officers Selection, Section 5.2 Term of Office:

Current Wording	Proposed Change	If Adopted, Will Read
A. The Elected Officers shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.	A. The Elected Officers shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years up to three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.	A. The Elected Officers shall be elected by ballot in accordance with Article VII of these bylaws for a term of up to three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.

Angela Romza, SU2647, motions to accept the amendments made to Article V, Section 5.2 Term of Office.

Bernadette Zorick, SU2606, seconds the motion to accept the amendments made to Article V, Section 5.2 Term of Office.

A discussion follows the motion regarding the definition of term limits. There was concern expressed that this bylaw amendment would allow Elected Officers to serve longer than 3 years, which is not what the bylaw proposed. The Board Development Committee would have the power to determine which officers' terms are shortened to 1- or 2-year terms. The motion carries unanimously.

C. Article VI Board Development Committee, Section 6.1 Membership:

Current Wording	Proposed Change	If Adopted, Will Read
The Board Development Committee shall be composed of nine (9) members, at least one-third (1/3) of whom shall be members of the Board of Directors and at least two-thirds (2/3) of whom shall not be members of the Board of Directors. Additionally the Chief Executive Officer shall serve as an ex officio member of the Board	The Board Development Committee shall be composed of nine (9) members, at least one-third (1/3) of whom shall be members of the Board of Directors and at least two-thirds (2/3) 3 of whom shall be board members and at least 5 of whom shall be non-members of the Board of Directors . Additionally the Chief Executive Officer shall serve as an ex officio	The Board Development Committee shall be composed of nine (9) members, at least 3 of whom shall be board members and at least 5 of whom shall be non-members of the Board of Directors . Additionally the Chief Executive Officer shall serve as an ex officio member of the Board Development Committee without vote

Development Committee without vote.	member of the Board Development Committee without vote	
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Sophia Tuinstra, SU4651, of Service Unit motions to accept Article VI Board Development Committee, Section 6.1 as presented.

Amy Miehl, SU3613, seconds the motion to accept Article VI Board Development Committee, Section 6.1 as presented.

A discussion follows regarding the current process to ensure that non-board seats on the Board Development Committee are filled. The Board Development Committee does work diligently to make sure that non-board positions on the committee are filled, however, despite their best efforts, a vacancy in those positions often remain.

A separate discussion regarding how this bylaw change will impact the influence of the majority group on the Board Development Committee. This bylaw change would still ensure that non-board members are the majority on the committee.

The motion carries unanimously.

D. Article VI Board Development Committee, Section 6.2 Election, Term and Vacancies & 6.3 Election, Term and Vacancy of Committee Chair:

Current Wording	Proposed Change	If Adopted, Will Read
C. No individual shall serve more than two (2) consecutive terms as a member of the committee. C. The term of office for chair shall be one (1) year.	C. No individual shall serve more than two (2) consecutive terms as a member of the committee member at large of the committee. C. The term of office for chair shall be one (1) year three (3) years.	C. No individual shall serve more than two (2) consecutive terms as a member at large of the committee. C. The term of office for chair shall be three (3) years.

Tamra Miller, SU1605, moves to accept Article VI Board Development Committee, Section 6.2 Election, Term and Vacancies & 6.3 Election, Term and Vacancy of Committee Chair as presented.

Lisa Cross, SU5904, seconds the motion to accept Article VI Board Development Committee, Section 6.2 Election, Term and Vacancies & 6.3 Election, Term and Vacancy of Committee Chair as presented.

A discussion regarding the term limits of the members at large on the Board Development Committee, which is two consecutive, three-year terms.

A separate discussion regarding the maximum amount of time the chair could serve on the committee. The bylaws cap the amount of time a chair can serve at 6 years.

A third discussion regarding if this change would allow board members who serve on the committee to serve 2 consecutive terms to then serve another term as a general member of the committee. This would be permissible, but it would require the member to roll off of the board and then be added to the slate and voted on at Annual Meeting.

The motion carries unanimously.

X. Election of Slates

Cam Kovach

a. Board

Slate for Officers of the Board:

3-year term ending 2023

Board Chair-Dot Brookes

Vice Chairwoman-Nicole King Yohe

Treasurer- Michelle Maccagnan

Secretary- Jon Colburn

Slate for members at large:

First Term-3-year term ending 2023

Lindsay Crouse

Rick Siergiej

Rebecca Stiger

Jennifer Price

Second Term – 3-year term ending in 2023

Kathi Finch

First Term – 1-year term ending 2021

Vaughn Cook

Christina S. Brussalis

(These one-year terms are to complete the terms of two members at large who are becoming officers.)

Slate for Girl Advisory Committee:

Girl Advisory Committee

2-year term ending 2022

Lily George

Carrie Lute, SU4633, motions to accept the Board of Directors Slate as presented.

Elizabeth Fulton, SU5207, seconds the motion to accept the Board of Directors Slate as presented.

A discussion regarding the one-year terms on the slate. These one-year terms are to complete the vacancies left by members at large assuming officer positions that had not yet completed their terms.

A separate discussion regarding the officer section of the slate occurred. Each person on the Officer Slate has served on the GSWPA Board of Directors previously.

A third discussion occurred regarding the completion of the board. This slate does fill each position on the GSWPA Board of Directors.

The motion carries unanimously.

b. Board Development

Board Development Committee:

3-year term ending 2023

Kimberly Prete

Lois Kuttesch

Melinda Shoenfelt, SU4641, motions to approve the Board Development Committee Slate as presented.

Kayla Young, SU1605, seconds the motion to approve the Board Development Committee Slate as presented.

The motion carries unanimously.

c. National Delegates

Adult National Delegates:

Amanda Evans

Debra Ridgeway

Krystal Boburchok

Amy Miehl

Janet Kovacs

Lois Kuttesch

Girl Member National Delegates:

Alyssa Simpson

Rebecca Shissler

Lily George

Nicole King Yohe, Board Member, motions to accept the National Delegate Slate as presented.

Teresa Smith, SU5104, seconds the motion to accept the National Delegate Slate as presented.

The motion carries unanimously.

Congratulations to our new officers and thank you to renewing board members at large for your continued dedication to GSWPA.

Congratulations and welcome to all our new board members at large and our new Girl Advisory Committee Member.

Congratulations to our new National Delegates and thank you for your dedication to GSWPA!

Thank you to the Board Development Committee. Our current committee members are:

Camille Kovach (Chair)
Victoria Kush
Julie Kresge
Kriss Svidro
Sarah Shaffer
Rebecca Stiger
Mary Kohler
Pam Siergiej

Board development committee members can hold operational volunteer positions. We welcome active volunteers to apply for these positions. If you are interested in joining the Board Development Committee, please e-mail the Executive Assistant at mmeans@gswpa.org.

XI. Acknowledgment of the Outgoing Board Members

Pat Burkart

Thank you Kriss Svidro and Sarah Shaffer for all their service as a member of the Board Development Committee. Your commitment to growing the Girl Scout movement is greatly appreciated!

Thank you, Dana Pascarella, Mary Beth Taylor, Victoria Kush, and Lois Kuttesch, for all their service as a member of the Board of Directors and Chianne Boburchok for her service on the Girl Advisory Panel. Your commitment, dedication and love for this organization is truly remarkable!

XII. Other Business

There was no other business on the approved agenda.

XIII. Closing Comments

Lois Kuttesch

Thank you to all of those in attendance today for a lively and productive meeting. We had a record attendance at todays Annual Meeting! We look forward to seeing you in 2021!

XIV. Adjourn Business Meeting

Lois Kuttesch

With no objection to adjourning the meeting, the meeting was adjourned.