

Attendance

Parliamentarian: Dr. Jaquita Wright-Henderson, President of the Delaware State Association of Parliamentarians, and President of the Parliamentarians of Kent County

Non-voting members:

Staff: Claudia Peña Porretti, Ashley Bulley, Barbara Hill, Sindy Rodriguez

Alternate Delegates (name & Service Unit (SU) number): Alison Bucher-Rubilar (645), Allison Moore (619), Amy Malinky (612), Caran McHugh (679), Carol Ford (639), Christina Thayer (634), Crystal Wheatley (614), Denise Matz (630), Ebony Smith (606), Esther Wales (631), Linda Braune (618), Mona Ferris (634), Pamela Yarborough (679), Rachel Patterson (612), Riva Brown (679), Rosemary Schneider (679), Tina Burton (631)

Noted: An Alternate Delegate will become a voting member of the corporation by stepping into the role of Delegate in the event a Delegate cannot full-fill their duties. Alternates will be placed in the breakout rooms during periods of voting.

Members of the Corporation:

Association Chairs (name & territory): Barbara Lazenby (I), Terri Mullikin (III), Tiffanie Chandler (II), Tracie Bruno (IV)

Board of Directors (BODs): Katya Nieburg-Wheeler, Ellie Torres, Gail Foltz, Greg Fogarty, Jenny Teal, Jessica Jordan, Keisha Morris, Kimberlee Ziolkowski, Sarah Long, Stacy Conn, Tavanya Lockett, Temeka Easter Rice

Board Development Committee Members: Vanessa Phillips, Bonnie Meszaros, Nathalie Princilus, Serena Wilson-Archie,

Delegates (name & SU number): Abigail Malinky (612), Allie Wheatley (614), Angie Creppon (625), Annette Bagley (606), Ashley Arnold (631), Barbara Strauss (645), Carolyn Gatti (679), Caron Jackson (601), Charlotte Pollock (645), Christie Edelen (688), Elaine Madjeski (645), Erica Holmes (645), Ethelyn Gill (679), Heather Burket (625), Holly Powers (619), Jamie Morrissette (688), Kathy Chaillou (601), Kelly Messner (625), Keridwyn Zilonis (636), Kim Schulenburg (631), Kimberley Shupe (612), Kristen Wickham (602), Kristin Gadzinski (639), Lauralee Rappleye (639), Laurel Sweet (611), Lesley Czochor (679), Lindsay Bergman-Debes (602), Mary Tait (619), Mary Stone (679), Meredith Weiss (679), Natalie Surles (631), Patricia Bjorke (688), Rachael McClain (633), Ramona Bracy (633), Sharon Warren (634), Sharron Cannella (614), Sheena Elliott (688), Suzanne Rubino (634), Tejasvi Gottipati (631), Tiffany Watson (634), Tracey Branigan (639), Valarie Crockett (602)

- I. Call to Order: Katya Nieburg-Wheeler, Chair called the meeting to order at 6:51 p.m. and noted quorum was met with 25% of voting members of the Corporation present and preceded with the following formalities:
- Introduced Parliamentarian Dr. Jaquita Wright-Henderson
 - Asked if there were any objections with having COO Ashley Bulley and Executive Administrative Support Sindy Rodriguez appointed as meeting time keepers. No objections recorded

Interim Chief Governance Officer Barbara Hill read the Special Meeting standing rules shared electronically on Jan 19 to all attendees. Discussion:

- SU 679 Delegate Meredith Weiss requested that the polling function is tested to ensure no one is hindered from polling before proceeding to vote on the standing rules. A test poll was circulated. All voting members present were able to vote.
- Katya stated if there are no objections to the standing rules, they will be adapted as read. There were no objections to the Standing Rules.

CEO Claudia Peña Porretti led the pledge of allegiance and Girl Scout Promise & Law

II. **Overview of GSCB Property Sales Decision:**

The Chair provided an overview of the BOD's decision concerning the sale of Girl Scouts of the Chesapeake Bay (GSCB) properties and stated the Property Committee, appointed by the BOD's, recommended the sale of the Northern Resource Center (NRC), Peninsula Resource Center (PRC), Camp Grove Point, and Camp Sandy Pines. GSCB will retain Camp Country Center and Camp Todd to sustain a presence in Delaware and Maryland. The proceeds from the sale will be reinvested in the remaining camp properties. This action will ensure long-term financial sustainability and operational viability. The recommendation was approved by the board on April 25, 2022.

It was further stated that the request to have the Special meeting to discuss whether they agree with the decision to sell the properties is out of order per the power and authority granted to the BOD's per the Articles of Incorporation and original Bylaws. The BOD's has full authority, as fiduciaries and directors of the Corporation.

Discussion:

Sharron Cannella (SU614 Delegate) entered a motion, "I appeal the decision of the chair."

Tracy Branigan (SU639 Delegate) seconded the motion. The Chair ruled that the motion is out of order and stated the BOD's has full authority as fiduciaries and directors of the Corporation to make such a decision. The question is shall the decision of the chair be sustained?

Debate:

Sharron (SU614 Delegate) stated, a discussion on the decision by the BODs should be considered. The Board has not effectively addressed Article VIII, Board of Directors, Section 4. Power, Authority, and Accountability, Sub-section B. Accountability. The Board of Directors is accountable to the Council membership for managing the affairs of the Council, including the development of the decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement. She further stated the Board specifically cites the decline

in membership in the last ten years, but they neglect to cite the contributing factors to the decline in membership. The members of the Corporation, including the volunteers, are an essential part of the Council; without volunteers, there is no Council. The Board failed to address them per their accountability Bylaw requirement for the members of the Movement regarding the sale of the properties. They cite data from the last 5 to ten years and indicate they interviewed members. Did they disclose their intention to sell the properties? They cite the Kaleidoscope survey done 8 to 9 years ago. In addition, if the Board was being transparent during the Annual meetings regarding the decline in membership, did they indicate to the membership there was an intent to sell if there was not an improvement in the properties? The Board did not disclose their intent or the formation of a Property Committee with their intended desire to sell. Additionally, the current Board and CEO contributed to the lack of funding and the significant number of repairs, and they admitted that they did not allocate any funding to repair the properties since 2017. Additionally, without such transparency, we would have known the information in the press release, as Council had the opportunity to disclose those details during the summit held approximately a week before its release if there had been open and transparent communication per the power, authority, and accountability required by the BODs. The BODs failed to abide by the bylaws as designated. We should vote to disapprove of the BOD's plan to dissolve the properties.

The Chair restated the question; shall the decision of the chair be sustained? The results of the poll were as follows:

Aye	No	Result
23	41	The decision of the Chair was not sustained. The motion carried.

Additional Discussion:

Mary Stone (SU 679 Delegate): Are the properties not going to be sold?

The Chair acknowledged that the motion carries, however; the sale will move forward based on our Bylaws and Articles of Incorporation granting the BODs full authority as fiduciaries and directors of the Corporation to make such a decision.

Heather Burket (SU 625 Delegate) stated Article VIII. Section 4. Sub-section B. Accountability, as asserted by Sharron, identified that she disagreed with what the BODs followed. Also, the Delegate Manual (p. 13 – 16) discusses influencing policy decisions in Girl Scouting and best practices. Adult members need to have a voice in the Governance of the Council. The BODs have a responsibility to refer key issues to those policy influencing groups when the Board is likely to make decisions without having all the necessary facts and without the resources of well-informed opinions from adult members, such as Delegates, we have a significant role as Delegates, to give broad general policy direction to the Board that the members of Corporation should be voting on proposed changes to the Council or Articles of Incorporation and Bylaws that govern the democratic process. At the same time, all decisions need not be referred to policy-influencing groups by the BODs. Policy decisions that affect a large portion of the membership jurisdiction must be directed to the policy-influencing groups for discussion and reaction. A decision to sell a Council property used for program delivery is significant. At the very least, the Board did not follow best practices. I believe this is what we are saying should not be sustained; going back to the Board and sharing these items, the outcome may be the same. We provide you with feedback, and you decide, but upholding your decision without that should not stick.

Mary Stone (SU 679 Delegate) asked for a motion that the BODs require a positive vote of the majority of the Corporation in order to move forward with the sale of any of the properties. The motion was seconded (Tracey Branigan SU 639 Delegate).

Debate:

Laurel Sweet (SU 11 Alternate) stated she has been a member for over eleven years. Transparency is the biggest issue, but the fact is there is no money to sustain the properties and the camps are in disrepair. We should not keep buildings we are not using and selling properties that are not being used is the smartest move. She agrees that members of the Corporation should be part of the decision and Council should be transparent; but the fact is that we are not going to have Girl Scouts and camps if something is not done. She further stated, if the money is not there, why is it not there and why was it not earmarked? The major issue is that Council made the decision without discussing it first with membership.

Ethelyn “Lyn” Gill (SU 679 Delegate) expressed concern with how the motion is worded. The board will not be able to sell any of the properties, including the NRC and PRC without the approval of the membership. If the board requires approval for everything, then the process will be slowed down hindering programming for the girls.

Mary Stone (SU 679 Delegate) agrees with Lyn’s statement. The motion, as written, restricts the board from selling anything. Indicated the motion should be amended before voting. Further stated, she does not agree with the members that are opposed to selling any of the camps. The financials do not look good with hundreds of thousands of dollars accumulated in debt over a span of ten to fifteen years. The properties cannot be sustained. The motion is wrong.

Temeka Easter Rice (Board Member) requested a point of order, Roberts Rules of order does not recognize positive vote. Recommended that the motion is amended to remove the word “positive” to ensure clarity. Temeka entered the amended vote in the chat. The motion was seconded by Mary Stone (SU 679 Delegate). A motion to amend which read, the board of directors will require majority of the corporation in order to move forward with the sale of the GSCB properties.

Interrupting Motion:

Heather Burket (SU 625 Delegate) if we remove those words we need to replace it with a word. The Chair replied, the motion will read, the BODs require a vote of the majority of the Corporation in order to move forward with the sale of any of the properties.

Lesley Czochor (SU 679 Delegate) the motion does not make sense as written. The vote is only requiring to have a vote of the majority of the Corporation. The motion does not indicate what the outcome needs to be for the board to do what it needs to do. Taking the word “positive” out and replacing it with “vote” does not get you what you need.

Those in favor of removing the word “positive” and replacing it with “vote” from the motion were instructed to vote Aye and those opposed to vote No. The amended motion was placed in the poll and read as follows, that the BODs require a vote of the majority of the Corporation in order to move forward with the sale of any of the properties. The results of the poll were as follows:

Aye	No	(1st) amended motion result
49	13	The motion carried.

Interrupting Motion:

Heather Burket (SU 625 Delegate) requested that the motion be amended to include that the BODs will require and respect the outcome of any vote of the majority of the Corporation in order to move forward with any sale of GSCB properties. The motion was seconded by Sharron Canella (SU614 Delegate).

Debate:

Sarah Long (Board Member) where in our Articles of Incorporation or Bylaws does it state a board decision can be overturned? The Chair, stated, the sale of the properties will move forward based on our Bylaws and Articles of Incorporation granting the BODs full authority as fiduciaries and directors of the Corporation to make such a decision.

Temeka Easter Rice (Board Member) the motion in the chat at 8:36 p.m. the BODs will require and respect the outcome of any vote of the majority of the Corporation in order to move forward with any sale of GSCB properties. For clarity, will require the majority approval of the Corporation for the sale. The motion is missing the majority of the approval.

Tracy Branigan (SU 639 Delegate) stated membership was blindsided by the article in the newspaper and the email from the Council. There has never been any communication. She further stated, Council should proceed with the sale of the NRC and PRC and give membership time to get the camps in order. They are committed to tapping into their resources and stated Girl Scouting is based on outdoor activities. Also, the Property Task Force has not been visible and a promise by the CEO to halt the sale of Camp Grove Point has not been fulfilled.

The Chair clarified that the Property Task Force has not met. A communication will be forth coming.

Mary Stone (SU 679 Delegate) stated that the word “respect” is not clearly defined. She further questioned the validity of the voting process if the BODs have full fiduciary responsibility.

Angie Creppon (SU 625 Delegate) stated, it is very discouraging as a leader to not have a voice. The volunteers are the ones planning and doing activities and selling Cookies with the Girls. The Girls deserve a place to go and Camp. The Council needs to be accountable to where the money is going. The Girls are making a lot of money selling Cookies with most of the proceeds going to the Council and the baker. Also, the Girls give back to the community by giving to homeless and domestic violence shelters. Council needs to communicate the needs to the membership, ask for help, and not make decisions to sale properties without their input.

The amended motion was placed in the poll and read as follows, the BODs will require and respect the outcome of the any vote of the majority of the Corporation in order to move forward with the sale of GSCB properties. The results of the poll were as follows:

Aye	No	(2nd) amended motion result
44	20	The motion carried.

A vote is now required on the original motion as amended. The motion was placed in the poll and read the BODs will require and respect the outcome of any vote of the majority of the Corporation in order to move forward with the sale of GSCB properties. The results of the poll were as follows:

Aye	No	Result
36	26	The motion carried.

The Chair acknowledged that the motion carried, however; the sale will move forward based on our Bylaws and Articles of Incorporation granting the BODs full authority as fiduciaries and directors of the Corporation to make such a decision.

Interrupting Motion:

Sharron (SU614 Delegate) stated the motion voted on was incorrect.

The Chair, clarified the motions.

- Mary Stone (SU 679 Delegate) asked for a motion that the BODs require a positive vote of the majority of the Corporation in order to move forward with the sale of any of the properties
- 1st amendment: Temeka Easter Rice (Board Member) recommended that the motion be amended to remove the word “positive.”
- 2nd amendment: Heather Burket (SU 625 Delegate) requested to require and respect the outcome of any vote of the majority of the Corporation.

The Chair stated that the rules do not allow for further atrocities of the original motion, a vote was required on the original motion as amended. Mary Stone (SU 679 Delegate) stated that unlimited amendments are allowed. The Chair cited rule 12:12, which states, the primary and secondary amendments are preferred. An amendment of the third degree is not permitted.

Mary Stone (SU 679 Delegate) countered, that is referring to an amendment on the amendment not on the original motion. You can make unlimited amendments on the original motion and stated the vote on the original motion as amended is invalid and requested that the motion is reopened with membership having the ability to amend.

The Chair stated members are welcome to enter new motions.

Sharron Cannella (SU 614 Delegate) requested a new motion. The motion was placed in the poll and read, to vote to disapprove the current written property plan as provided and to vote to require a BODs vote.

Debate:

Elaine Madjesky (SU 645 Delegate) requested clarification on the motion. Are we calling on a vote for the Corporation?

Sharron Cannella (SU 614 Delegate) stated, that the motion is to vote to disapprove the current written property plan as provided and to incorporate the previous motion to vote to require BODs to hold a vote of the corporation going forward with two-thirds approval of sale of GSCB camp properties.

The Chair, stated, that the motion is different from what was provided. An amendment is required.

Ethelyn “Lyn” Gill (SU 679 Delegate) requested an amendment, which read, the BODs are required to form a committee of volunteers and board members to solicit input from the membership before the sale of camp properties in the future.

Katya, stated the motion is not an amendment.

Terri Mullikin (Association Chair III) motion to have the previous question polled (which means to stop debate on the motion). The motion was moved by (unidentified) and seconded by (unidentified). The motion was entered into the poll. The results of the poll were as follows:

Aye	No	Result
46	7	The motion carried.

A vote is now required on the motion to vote to disapprove the current written property plan as provided and to vote to require a BODs vote. The motion was placed in the poll. The results of the poll were as follows: Sharron Cannella (SU 614 Delegate) moved the motion. There was no second.

Aye	No	Result
29	30	The motion did not carry.

III. Proposed amendments to the Bylaws

The Chair provided an overview of the previous amendments to the bylaws and stated, when the pandemic happened and the BODs were faced with a new world environment, we had to pivot quickly, and in April 2019, with the help of the Delegates, we changed our bylaws to accommodate our inability to meet in April for the Council Annual meeting. As a result, we realized that our bylaws could benefit from further evaluation. Therefore, in March 2022, the BODs appointed a Bylaws Task Group to review and revise our bylaws. The composition of the task group are BODs, staff, and 2 volunteers (current Delegates). The task group has met every week since May with recommendations finalized in December. The proposed bylaws changes will be presented to the BODs and legal counsel in January for review and approval. Once approved, we will share the revised bylaws with the Association Chairs, during Association meetings in February, and seek approval by the members of the Corporation during the April 19, 2023 Council Annual Meeting. The Delegates have proposed a vote on two bylaw amendments, which are:

I. **Notification of board meetings: board meetings open to members of the Corporation. Add to Article VIII a new Section 9, as follows:**

1. All regular and special meetings of the BODs shall be open to any Corporation member, including Association Chairs and duly elected Service Unit Delegates, who may desire to attend.
2. Notice of the time, date, and place of regular and special meetings shall be made available to any member of the Corporation, including any Association chair or Service Unit Delegate, who requests such notice.
3. Any member of the Corporation, including any area Association Chairs and duly elected Service Unit Delegates, may request to speak at Board

meetings by contacting the Board Chair in advance of the meeting. Such request shall be honored whenever possible.

4. Any member of the Corporation who is not a voting member of the Board may be asked by the Board to leave Board meetings if the Board is called into executive session to discuss personnel issues and/or and sensitive legal issues.

II. Notification of board meetings: board meetings open to members of the Corporation. Add to Article VIII a new Section 10, as follows:

1. Section 10: Board of Directors Minutes

Official minutes of meetings and actions taken by the BODs shall be made available upon request to any member of the Corporation, including Association chairs or duly elected Service Unit Delegates.

The Chair stated, the above noted request was presented to the Bylaws Task Force for consideration. The task force determined that the amendments should not be included in the Bylaws. The BODs are committed to publishing a summary of meetings on our website commencing with the approval of the January 2023 minutes. In addition, a Governance page was created providing access to financials, Articles of Incorporation, Bylaws, board meeting dates and meeting summaries.

Interrupting Motion:

Sharron Cannella (SU 614 Delegate) appeals the decision of the Chair. The motion was seconded by (unidentified).

The Chair rules that the Motion to Amend the Bylaws is out of order because the Bylaws Task Group has determined that the amendments should not be included in the Bylaws.

Sharron Cannella (SU 614 Delegate) appealed the order of the chair. The motion was seconded by (unidentified).

The Chair ruled the Motion to Amend the Bylaws is out of order because the Bylaws Committee has determined that the amendments should not be included in the Bylaws. The question on the floor is shall the decision of the Chair be sustained.

Debate

Terri Mullikin (Association Chair III) stated that minutes were posted but stopped without notice.

Sharron Cannella (SU 614 Delegate) cited Bylaws, **ARTICLE XV – Amendments Section 1. Amendment**, these Bylaws may be amended by a two-thirds vote of those present in person (or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings) and voting at a meeting of the Council. Further stated this is a meeting of the Council, and as such, does not require an amendment to go before a committee for approval and such the Board may elect to refer items to the committee for review and consideration, it is not a requirement of the Bylaws and as such I move to we do not sustain the Chairs decision to vacate items 2 and 3 from the special meetings request and move to vote to move to vote on the Bylaws amendments as submitted. The motion was seconded by (unidentified).

The Chair stated we cannot make a motion in the middle of a discussion.

A vote Aye is to sustain a No vote is to overrule the decision of the chair. The motion entered into the poll read, shall the decision of the Chair be sustained? The results of the poll were as follows:

Aye	No	Result
23	37	The motion was not sustained.

A vote is required on Sharron Cannella’s (SU 614 Delegate) motion to amend the Bylaws by adding notifications to the entire Corporation including dully elected members of dates, times and locations of the Council’s Board meetings and to allow any dully elected Corporation members to attend said meetings and publish all official minutes of the Board meeting. The motion was moved by (unidentified) and seconded by (unidentified).

Debate:

Ethelyn “Lyn” Gill (SU 679 Delegate) stated she is opposed to the motion. It is not required by law to open board meetings to the membership. She further stated, the action will hinder progress and membership should not be privy to confidential personnel matters. A summary of the Board meeting should suffice.

Jen Teal (Board Member) stated the she appreciates the comments made by the membership and is committed to supporting transparency.

Elaine Madjesky (SU 645 Delegate) expressed concerns for promises made in the past that were never fulfilled therefore the need to have access to board meetings and minutes.

Angie Creppon (SU625 Delegate) called the question. The motion was seconded by (unidentified).

A motion to end debate was entered into the poll. The results of the poll were as follows:

Aye	No	Result
46	9	The motion carries.

The vote to amend the Bylaws by adding notifications to the entire Corporation including dully elected members of dates, times and locations of the Council’s Board meetings and to allow any dully elected Corporation members to attend said meetings and publish all official minutes of the Board meeting was entered into the poll. The results of the poll were as follows:

Aye	No	Result
36	19	The motion did not carry. The Ayes did not meet the threshold requirement of 2/3 rd vote – a minimum of 40 was required.

Sharron Cannella (SU 614 Delegate) motioned for division (means they are questioning the results of the vote). The motion was seconded by Ramona Bracy (SU 633 Delegate).

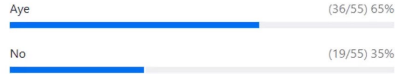
The results of the poll were displayed as a screen share:

Bylaw Motion

Poll ended | 1 question | 55 of 59 (93%) participated

1. Amend the bylaws by adding notification to the entire corporation, including duly elected members, of the dates, times, and locations of all council board meetings and to allow any duly elected corporation member to attend said meetings and publish all official minutes of board meetings. (Single Choice) *

55/55 (100%) answered



Sharron Cannella (SU 614 Delegate) restated her motion for division and requested that the results of the poll produced from the log are shared. Motion was not moved or seconded.

A call for a re-vote was requested by (unidentified) and seconded by (unidentified).

Discussion:

Question by (unidentified) member. Why is the number of participants fluctuating? Katya stated it is because voting members that are placed in break out rooms are being brought back in.

The re-vote to amend the Bylaws by adding notifications to the entire Corporation including dully elected members of dates, times and locations of the Council’s Board meetings and to allow any dully elected Corporation members to attend said meetings and publish all official minutes of the Board meeting was entered into the poll. The results of the poll were as follows:

Aye	No	Result
35	24	The motion did not carry.

The Chair stated the Bylaws will not be amended as requested.

IV. Adjournment

The motion to adjourn was entered into the poll. It was moved by Jenny Teal (Board Member) and seconded by Angie Creppon (SU 625 Delegate).

Motion interrupted by Heather Burket (SU 625 Delegate)

The Chair stated that the motion to adjourn is privileged, does not require debate and is not stopped by an interrupting motion.

The motion to adjourn was entered into the poll. The results of the poll were as follows:

Aye	No	Result
44	11	The motion carried. The meeting was adjourned at 11:06 p.m.