

## **GIRL SCOUTS OF GREATER MISSISSIPPI 12TH ANNUAL**

### **Virtual Meeting**

**Saturday, April 24, 2021  
10:00 a.m.**

The meeting was called to order at 10:07am by Gloria Johnson, Board Chair.

Board members present on the call were: Kearn Cherry, Laura Hearn, Lauren King McGraw, Betty Mallett, Candie Simmons, Ron Mumbower, Charlotte Seals, Cindy Hollingsworth, Janice Brown, Janice Touchstone, Jennifer Hall, Robin Robinson, and Dan Robinson. Board members present in the office were Gloria Johnson and Sarah Palmer.

Member of the Board Development Committee on the call was: Mary Hill.

Guests on the call were Greg Goodwiller, Parliamentarian, and Ms. Kimberly Strong, CPA of Harper, Raines and Knight.

There were no objections to ratify the decision of the Board to use the state's emergency bylaw Mississippi Code Annotated 79-11-147 (1988) procedure for a video conferenced meeting.

The invocation was given by Pastor Ondray Harris followed by the Pledge of Allegiance and the Girl Scout Promise and Law by Abigail Foley, Troop 3959 of Madison.

Sarah Edwards, COO, drew for five door prizes which were won by Tameika Bennett (pressure cooker), Kena Smith (adult vest), Brezana Cross (laminator), Jessica Leaman (Bose soundlink), and Jessica Caston (air fryer).

Gloria Johnson introduced those at the virtual head table: Dr. Greg Goodwiller, Parliamentarian, Becky Traweek, CEO, Ms. Kimberly Strong, our CPA, of Harper, Raines, and Knight, our auditing firm, Mary Hill, Chair of the Board Development Committee, Sarah Palmer, Secretary of the Board, Pam Britt CFO, and Sarah Edwards, COO.

Gloria reviewed the accomplishments of the Council during the previous year.

Greg Goodwiller reviewed how participation in the meeting was being tracked and the participants practiced the voting process.

Gloria Johnson then called Sarah Palmer to give the credentials report. The credentials report was given.

We had 111 voting members present for the meeting. Additionally, there are 45 Service Units, with 38 represented, for a total of 84.4%. Accordingly, both provisions in the bylaws have been met, and a quorum was present.

The count is:

16 Board Members

1 Board Development Committee member

32 Service Unit Managers

50 Delegates

12 Life Members

There was no objection that we adopt the Credentials Report as presented.

Gloria asked, in order to maintain our quorum, that anyone who needed to check out during the meeting do so by sending a "chat" through Zoom.

Greg Goodwiller explained the Standing Rules for the meeting.

There was no objection to accepting the Standing Rules for the meeting as presented. The Standing Rules were adopted by a majority vote.

Gloria asked the voting members for a motion to accept the agenda as presented. The vote was held. The motioned passed, and the agenda was adopted.

The minutes from the June 20, 2020 Annual Meeting were presented. There were no changes suggested. Therefore, the minutes were approved as presented.

Gloria called on Board Treasurer Robin Robinson to deliver the Treasurer's Report.

Robin then introduced Kimberly Strong from Harper, Raines & Knight accounting firm to give the highlights of our financial position. She pointed out that we are in very good financial shape, with greater cash reserves than the previous year. Also, we are debt free, which few non-profits can claim. Additionally, this is another year, the 5<sup>th</sup> year their firm has done the audit, in which we have received another unqualified audit. She commended Girl Scouts of Greater Mississippi for the transparency and assistance provided during the audit.

Gloria asked for a motion to accept the Treasurer's Report. The vote was held. The Treasurer's Report was accepted.

Gloria thanked the members of the board who are rotating off: Wanda Russell and Candie Simmons. She regretfully accepted the resignations of Joni McClain and Steve Seale.

Mary Hill, chair of the Board Development Committee, explained the method used for nominations to the Board for the Class of 2024. She then presented the single slate of nominees: Meredith Aldridge, Henry Michel, Cathy Lott Northington, and Pam Ware.

The 5 current board members being nominated for a 2<sup>nd</sup> term include Connie Moran, Sarah Palmer, Dan Robinson, Kearn Cherry and Robin Robinson. These 9 individuals make up the class of 2024.

Members of the Class of 2022 include Gloria Johnson, fulfilling her 2<sup>nd</sup> term. The following members will be fulfilling their 1<sup>st</sup> term: Charlotte Seals, Jennifer Hall, Cindy Hollingsworth, Betty Mallett, and Trace Swartzfager.

Members of the Class of 2023 are Laura Hearn (1st term), Lauren King McGraw (1st term), Dr. Ron Mumbower (1st term), Barbara Travis (1st term), Janice Brown (2<sup>nd</sup> term), and Dr. Janice Touchstone (2nd term).

As this is a committee decision and motion, no second is necessary. No discussion was had. The vote was held. The slate was unanimously accepted. The newly elected members will be formally installed at the first regularly scheduled meeting of the Board of Directors.

Gloria asked for any new business. There was none. Gloria introduced Becky Traweek, CEO, to the podium. Becky delivered plans for implementing the GSUSA DEI (Diversity, Equity, Inclusion) Initiative and working towards the safety of Girl Scouts as it relates to child sex trafficking. Gloria then asked for a motion to adjourn. The motion was approved. The meeting ended at 11:23 a.m.