

**GIRL SCOUTS OF GREATER MISSISSIPPI  
SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**Kahlmus Auditorium, Mississippi State University Campus**

**Meridian, MS**

**Saturday, April 27, 2019  
10:00 a.m.**

**Members in Attendance:** Gloria Johnson, Chairman; Tracy Wofford, Secretary; Members: Michele Thames, Kearn Cherry, Sarah Palmer and Carmen Walters.

**Board Development Committee members in Attendance:** Gus Argrett, Mary Hill and Kimberla Little.

**Special Guests:** Dr. Greg Goodwiller, Parliamentarian.

The meeting was called to order at 10:04 by Gloria Johnson, Board Chair.

The invocation was given by Reverend Ondray Harris.

The flag ceremony was done by members of Troop 6403, led by Amy Gonzales, and Troop 3264, led by Vernita Frost of Lauderdale Service Unit. Senior Girl Scout Piper Gonzales led us in the Girl Scout Promise and Law and sang the National Anthem.

Gloria introduced those at the head table: Dr. Greg Goodwiller, Becky Traweek, CEO, Mary Hill, Chair of the Board Development Committee, Tracy Wofford, Secretary and Sarah Edwards, COO.

Dr. Greg Goodwiller reviewed the proviso included in the meeting packet and reviewed the rules of discussion for the meeting.

Gloria then called Tracy Wofford, Secretary to the podium. Tracy gave the voting instructions for the day and named the official counters, should a count be needed. She then delivered the credentials report. The credentials report was given. We had 166 possible voting members for the meeting. We had 100 voting members present. Additionally, there are 53 Service Units, with 39 represented today, for a total of 74%. Accordingly, both provisions in the bylaws have been met, and we a quorum was met. The count was:

6 Board Members

3 Board Development Committee members

32 Service Unit Managers

44 Delegates

15 Life Members

Lisa Hendrickson, Service Unit Manager for Azalea Pines Service Unit made a motion that we adopt our Credentials Report as presented. The motion was seconded by Cassandra Stovall, Service Unit Manager for West Jackson Service Unit. There was no discussion. A vote was held. The motion passed.

Gloria asked that anyone who needed to check out do so at the registration table so that we can monitor our attendance to maintain a quorum.

Gloria asked the voting members for a motion to accept the Standing Rules for the meeting. Melissa Brady of Petal Service Unit motioned that the Standing Rules be adopted. The motion was seconded by Janet Runnels, Service Unit Manager for Dry Creek Service Unit. There was no discussion. A vote was held. The motion passed.

Gloria asked the voting members for a motion to accept the agenda as presented. Lana Smith, Lifetime Member from Ocean Springs Service Unit, moved that the agenda be accepted. It was seconded by Tina Cornell from Azalea Pines Service Unit. There was no discussion. The vote was held. The motion passed, and the agenda was adopted.

The minutes from the April 28, 2018 Annual Meeting and the August 11, 2018 Special Meeting were presented. There were no changes suggested, therefore the minutes were adopted.

Pam Britt, CFO, then introduced Cecil Harper, CPA from Harper, Rains, Knight & Company, P.A to give the highlights of our financial position. He pointed out that we are in very good financial shape, with greater cash reserves than the previous year. Also, we are debt free, which is a very positive position for a non-profit. Additionally, this is another year, the 3<sup>rd</sup> year his firm has performed the audit, that we have received another unqualified audit. He commended Pam Britt and her team for the transparency and assistance provided during the audit.

Gloria asked for a motion to accept the Treasurer's Report. Motion made by Patrice Hodge, delegate from George Green Service Unit. It was seconded by Johnnie Gray, from Virden's Service Unit. There was no discussion. The vote was held. The report was accepted.

Mary Hill, Chair of the Board Development Committee moved to the podium to explain the method used for nominations to the Board. She then presented the single slate. As this is a committee decision and motion, no second is necessary. No discussion was had. The vote was had. The slate was accepted.

Mary Hill then presented the slate for the Board Development Committee. Again, this was a committee decision and motion, so no second needed. There was no discussion. The vote was held. The slate was adopted.

Gloria asked for any new business. There was none. Gloria introduced Becky to the podium. Becky delivered a message of hope for the girls of the future and invited volunteers to help us organize community leaders for the purpose of finding volunteers and funding.

Gloria then asked for a motion to adjourn. Neeka King from George Green Service Unit moved that the meeting be adjourned. It was seconded by Lana Smith of Ocean Springs Service Unit. No discussion. The motion was accepted. The meeting ended at 11:25 a.m.