

**GIRL SCOUTS OF GREATER MISSISSIPPI  
BOARD OF DIRECTORS MEETING  
GSGMS Headquarters/Service Center  
1471 West County Line Road  
Jackson, MS 39213**

**Conference Call 1.800.582.3014 71278812#**

**Tuesday, June 26, 2018  
1:30 P.M.**

**Members in Attendance:** Gloria Johnson, Chairman; Michele Thames, 1st Vice Chair; Angela Herzog, Treasurer; Carolyn Boteler, Immediate Past Chairman; Members: Dan Robinson, Robin Robinson, Marlena Pickering, Candie Simmons, Elee Reeves, Wanda Russell, Janice Touchstone, Dan Thurtell, and Charlotte Seals

**GSGMS Staff Members:** Becky Traweek, Pam Britt, and Kathy Storm

**Guest:** Phil Buffington, Attorney with Adams and Reese

**Excused Absences:** Janice Brown, Steve Seale, Kearn Cherry, Carmen Walters, Connie Moran, Sarah Palmer, and Tracy Wofford

**CALL TO ORDER:** Gloria Johnson, Board Chair, called the meeting to order at 1:34 P.M. She welcomed board members and new board member, Charlotte Seals, as this was her first meeting. She indicated that this was a special meeting of the board called for the stated purpose of presenting the draft Bylaws for approval by the Board of Directors.

Gloria gave an overview of the timeline that had occurred from the committee that was developed in 2016 laying the good groundwork for the proposed bylaws, to the round table meetings held last year all over the service unit areas, and finally to each member of the Council having input. Gloria reminded the group that from the Annual Meeting held on April 28, 2018, the final draft version was not the one in the packet by mistake; therefore, the membership elected to have a Special Meeting on August 11, 2018, for the purpose of presenting the draft Bylaws.

The membership was given the opportunity for any additional recommendations to the Board for consideration. The Board heard from three service units and these items were reviewed with the Board by attorney, Phil Buffington with Adams and Reese. Gloria stated that as a Board, they are responsible for the best interests of the organization and providing a document that will stand the test of time.

Gloria asked the Board if they would like to take each Board member's additional recommendations and receive a motion on each member's comments or wait and receive a motion after hearing from everyone.

Elee Reeves made a motion to vote on any changes as they were presented.

It was seconded by Michelle Thames. The motion carried unanimously.

Angela Herzog proposed the following changes: that the registered agent not be named specifically and make reference to the CEO or as such other person the Board may select; that under the CEO's duties that we add that the CEO attend or have a representative attend Board and committee meetings; and that officers can serve up to five rather than six years.

Carolyn Boteler made a motion to approve Angela's recommendations as noted above into the proposed Bylaws. Michele Thames seconded the motion. The motions carried unanimously.

Gloria Johnson proposed that additional language be added where packets were to be mailed to include electronic submission, also, and that life members must notify Council within 45 days of the Annual Meeting for a mailing of a packet to them. She pointed out the benefits of doing so for future meetings and a process could be developed as to a member's preference of receiving a mailed packet or an electronic version.

Robin Robinson made a motion to add electronic means as it relates to notices to life members and regular members for the purpose of distributing information to the membership. Charlotte Seal seconded the motion. The motion carried unanimously.

Dan Thurtell inquired about the recommendations of the three service units that were submitted and also sent to the Board. Phil Buffington, attorney, went over each of their recommendations in detail and the reasoning for what was changed or not changed.

Angela Herzog proposed one additional change in regard to the address of the office to include that which is on file at the Secretary of State's office.

Carolyn Boteler made a motion to add to the office address as to that which is on file at the Secretary of State's office. Marlena Pickering seconded the motion. The motion carried unanimously.

Hearing no other recommendations from the Board, Gloria called for a motion to approve these draft Bylaws with the revisions today to go before the voting membership for approval.

Candie Simmons made a motion that the draft Bylaws with the approved revisions be presented to the voting membership on August 11, 2018. It was seconded by Angela Herzog. Dan Thurtell was the only dissenting vote on the motion. The motion carried.

Gloria reminded Board members of the next board meeting on July 31 at 10:00 A.M. and of the August 11<sup>th</sup> Special Meeting at the Richland Community Center.

The meeting was adjourned at 2:21 P.M.