

GIRL SCOUTS OF GREATER MISSISSIPPI

16TH ANNUAL COUNCIL MEETING

CAMP ITI KANA

APRIL 26, 2025 10:30 A.M.

The meeting was called to order at 10:30 am by Jennifer Hall, 1st Vice Chair, standing in for Mary Hill, Board Chair, as she recovers from surgery.

Board members present were: Betty Mallett, Jennifer Hall, Cindy Karlson, Denise Cherry and Rosa Beckett.

The Board Development Committee member present was Erica Weber Jones.

Guests present were Judge Faye Peterson, Parliamentarian, Angela Herzog, Board nominee and Kimberly Strong, CPA from Harper, Rains, Knight and Company, CPA.

The meeting was opened with the invocation led by lifetime member Jennifer Rothert. She was followed by Anna Stenmark from Troop 3382 leading the flag ceremony, Pledge of Allegiance, the Girl Scout Promise and the Girl Scout law.

Jennifer Hall introduced those at the head table: Judge Faye Peterson, Parliamentarian, Becky Traweek, CEO, Cindy Karlson, Board Member, Pam Britt, CFO, Sarah Edwards, COO and Kimberly Strong, CPA, from . Harper, Rains, Knight and Company.

Jennifer Hall reviewed the accomplishments of the Council during the previous year and recognized the importance and contributions by the many Girl Scout volunteers.

Jennifer then called for the Credentials Report. The report was given.

We had 82 voting members present for the meeting. Additionally, there are 43 Service Units, with 26 represented, for a total of 62%. Accordingly, both provisions in the bylaws were met, and a quorum was present.

The count is:

4 Board Members

1 Board Development Committee Member

24 Service Unit Managers

38 Delegates

15 Life Members

Jennifer Hall moved the Credentials Report be accepted as presented. A call was made for any objections. There being no objections, the motion passed, and the Credentials Report was adopted as presented.

Judge Faye Peterson, Parliamentarian, 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.

Jennifer Hall asked the voting members to review the agenda as presented. She asked for any amendments to the agenda. There were no proposed changes to the agenda. She asked if there was any objection to the agenda. There were none. Therefore, the agenda was adopted.

The minutes from the April 27, 2024 Annual Meeting were presented. There were no corrections. Jennifer asked that the minutes be accepted as presented. There were no objections. The minutes were approved as presented.

Pam Britt, Chief Financial Officer, delivered the Treasurer's Report, as Laura Hearn, Board Treasurer was unable to attend. Pam highlighted the strengths of our fiscal year. The audit committee and the board of directors approved the audited financial report and tax returns on January 29, 2025, and noted the necessary filings had been made to the Internal Revenue Service, the office of the Secretary of the state of Mississippi and to GSUSA.

Pam introduced Kimberly Strong, CPA, from Harper, Rains, Knight and Company our auditing firm. She affirmed our strong financial position and the fact that the council keeps our administration and fund raising costs very low, well within established guidelines. Additionally, this is another year in which we have received an unmodified audit opinion. The report highlighted information in our audited financial statements for the year ended September 30, 2024.

Before turning the meeting over to the Board Development Committee, Jennifer thanked our board members whose terms have ended - Charlotte Seals, Cathy Northington, Betty Mallett, Robby Luckett, Cindy Hollingsworth and herself.

Jennifer then introduced Cindy Karlson, a member of the Board standing in for Charlotte Seals, chair of the Board Development Committee, who explained the method used for nominations to the Board for the Class of 2028. She thanked the members whose terms have expired for their years of service. She then presented the single slate of nominees which was presented in the packet everyone received.

Cindy submitted this slate on behalf of the Board Development Committee. Since the motion came from a committee, no second was required. The slate presented contained four new nominees to fill vacancies of board members rolling off the board. These nominees were

Angela Herzog, CPA, Erica Webber Jones, Nakimuli Davis-Primer, Attorney, and Dan Robinson. These four nominees were placed in the class of 2028.

Two nominees presented were to fulfill existing terms of board members who resigned. Cathy Lott Northington is unable to fulfill her 2nd term and requested to end her service. Dr. Capucine Robinson is presented to fulfill this 2nd term from this date until 2027. Dr. Robby Lockett is also unable to fulfill his 1st term and requested to end his service. Roxanne Case is presented to fulfill this 1st term from this date to 2026.

Members of the Class of 2025 who are eligible for a second 3-year term and are submitted for reelection are: Mary Hill and Tina Lakey.

A vote was held. The motion passed.

Cindy then presented the slate for Board Development Committee members. One Board Development Committee Member, Erica Weber Jones, has fulfilled her term, therefore rolling off the committee. Judge LaKeysha Greer Isaac is presented to fill the vacant position on the Board Development Committee. The first term for this Board Development Committee member's term is 2025-2028.

Joseph Sclafani is unable to fulfill his term and has requested to end his service. Meredith Aldridge a member of the Board of Directors is presented to complete the term from this date to 2026 ending his second term.

Members of the class of 2025 who are eligible for a second 3-year term and are submitted for reelection to the Board Development Committee are: John Hardy 2025-2028 (his 2nd term) and Dr. Tracy Hardy 2025-2028 (also her 2nd term).

Cindy moved for the slate for the members of the Board Development Committee to be accepted. Since the motion came from a committee, no second is needed. The motion passed.

Cindy then presented the slate for the council delegates to the 2026 GSUSA National Council Session. They are: Becky Traweek, CEO, Mary Hill, Board Chair, Matikia Wilson, Service Unit Manager and Troop Leader, Demi Johnson, girl member, and Abbie Carroll, girl member. The alternates are Megan Coxwell, service unit manager and troop leader, and Sarah Williamson, girl member.

Cindy made a motion that the slate be approved as presented. Since the motion has come from committee, no second is needed. The vote was held, and the motion passed.

Jennifer introduced Cassandra Stovall, Service Unit Manager for West Jackson service unit, and a troop leader, to present a proposed amendment to Article VII, Section 1, Section A in the by-laws which will allow the annual meeting to be held in person or virtually. If the board

decides prior to the Annual Meeting that an in-person meeting is not possible on the date of the notice of the meeting due to an emergency, severe weather or lack of quorum, the Annual Meeting will be held virtually the following Thursday.

After the reading of the proposal, Jennifer called for a motion to accept the proposal. The motion was made by Angel Stenmark, troop leader from Tall Pines Service Unit. It was seconded by Lana Smith, troop leader from Ocean Springs Service Unit. There was no discussion. The vote was held. The proposal passed unanimously.

Jennifer asked if there were any new business items to discuss. There being none, the meeting was turned over to Becky Traweek, CEO, who delivered her State of the Council comments, thanking those rolling off the board for their service, discussing challenges and highlighting the improvements being made at Camp Wahi and Camp Iti Kana.

There being no other business, Jennifer asked if there was an objection to ending the meeting. There being none, the meeting ended at 11:30 a.m.