

GIRL SCOUTS—DAKOTA HORIZONS, INC.
THIRD ANNUAL MEETING OF THE MEMBERS
DRAFT VERSION - MINUTES
MAY 1, 2010

1. Call to Order

President Linda Salmonson called the Third Annual Meeting of Girl Scouts—Dakota Horizons, Inc. to order at 3 pm Central Time on Saturday, May 1, 2010, at the Ramkota Inn, Aberdeen, SD.

2. Credentials Report

Parliamentarian Jan Nicolay reported that the number of delegates in attendance was 88. Additionally, there was representation from all four districts. Quorum was established. For the record, the following credentialed delegates were present:

| <u>NE DISTRICT</u> | <u>NW DISTRICT</u> | <u>SE DISTRICT</u> | <u>SW DISTRICT</u> |
|---------------------|--------------------|-----------------------|---------------------|
| Marilyn Aune | Paula Dosch | Angela Balzer | Mary Barrett |
| Jona Brown | Leslie Gross | Amy Beck | Rachel Carroll |
| Tammie Burris | Marie Nelson | Karen Bremmon | Melissa Hupp |
| Samantha Carlin | Laurie Peters | Melissa DeNoon | Angela Ostrander |
| Angie Carlin | Kathy Peterson | Brandy Fenenga | Peggy Schlechter |
| Tricia Castilleja | Holly Pope (NA) | Stephanie Gongopoulos | Alan Solano |
| Marissa Cofield | Melissa Rosales | Annette Gross | Kristina Stock |
| Marcia Cofield | Tess Schmidt | Dianne Gross | Mary Taylor |
| Valerie Cossette | Mary Kay Tokach | Michelle Heiberger | Terri Williams (NA) |
| Cheryl Dewald | Douglas VerDouw | Lisa Heiser | |
| Jan Dumas | Katelyn VerDouw | Bernetta Hupf | |
| Helen Foss | Joan VerDouw | Penny Krogstrand | |
| Kara Gravley-Stack | Doreen Yantzer | Tammy Kuehn | |
| Annette Haut | Lori Schoenhard | Deborah Lee | |
| Lisa Hoffer | Kathy Wamsley | Kelly Lyon | |
| Ellen Horn | Susan Wefald | Elizabeth Maier | |
| Carol Johnson | | Sabrina Mount | |
| Bonnie Karels | | Brenda Norton | |
| Suzanne Kilichowski | | Loretta Redder | |
| Sara Lyons | | Annette Rentschler | |
| Mary Madsen | | Linda Salmonson | |
| Diana Olson | | Pamela Schmitt | |
| Tamara Peterson | | Lorisa Schoenbeck | |
| Lori Propp-Anderson | | Lisa Schoenbeck | |
| Virginia Regorrah | | Chaya Sides | |
| Penny Rohrer | | Kristy Smith | |
| Victoria Sasser | | Marsha Solheim | |
| Lari Sasser | | Natalie Sundvold | |
| DeAnn Stevens | | Crystal Swensen | |
| Toni Stith | | Mary Thone | |
| Paula Strong | | Michell Williams | |
| Cindy Weiss | | Emily Wise | |
| Heidi Wilcox | | | |
| Nicole Woodman | | | |

3. President's Report

President Linda Salmonson summarized the progress of the council since 6 legacy councils merged in 2007. This council is a business; and like so many other businesses, this council must work together toward financial security. As the President of the Board of Directors, Salmonson issued a \$5 challenge to everyone present and asked that they challenge their friends and family to donate \$5. The Girl Scouts—Dakota Horizons website provides easy and convenient tools for making donations.

- 2009 Annual Report was presented by Board Treasurer Alan Solano. He referred to the written report that was distributed to those in attendance. Copies of his PowerPoint® Presentation are available at www.gsdakotahorizons.org.

4. Chief Executive Officer's Report

CEO Tami Haug-Davis presented national and local statistics regarding the current state of Girl Scouts. Girl Scouts—Dakota Horizons depends on Girl Scouts of the United States (GSUSA) for support. The Strategic Learning Process, facilitated by GSUSA, is a work in progress and will help move the council forward. Girl Scouts—Dakota Horizons is One Council with One Voice. Copies of the PowerPoint® Presentation are available at www.gsdakotahorizons.org.

5. Report from the Nominating Committee

Alan Solano, Nominating Committee Chair, submitted the slate of officers, slate of directors, and the slate of Nominating Committee for election.

The Delegates of Girl Scouts—Dakota Horizons elected the following slate of officers to serve two year terms:

**President Linda Salmonson
Second Vice President Stephanie Gongopoulos
Secretary Holly Pope**

The SW District Delegates elected Julie Jones to fill a term that expires in one year and Terri Williams for a three-year term to represent the SW District as members-at-large of the Girl Scouts—Dakota Horizons Board of Directors.

The NW District Delegates elected Laurie Peters to represent the NW District for a three-year term as a member-at-large of the Girl Scouts—Dakota Horizons Board of Directors.

The SE District Delegates elected Angie Balzer for a three-year term and Sherri Davis to fill a term that expires in one year to represent the SE District as members at large of the Girl Scouts—Dakota Horizons Board of Directors.

The NE District Delegates elected Angela Cary for a three-year term and Larry Pate to fill a term that expires in two years to represent the NE District as members at large of the Girl Scouts—Dakota Horizons Board of Directors.

The Delegates of Girl Scouts—Dakota Horizons elected the following persons to serve on the Nominating Committee for a term of two years.

**Sandy Burns from the SW District
Angela Cary from the NE District
Sherri Davis from the SE District
Cheryl Chapman from the SW District
Kristi Niechwiadowicz from the SE District
Marcia Olson from the NW District
Margaret Sumption from the SE District
Susan Wefald from the NW District**

Salmonson thanked the newly elected members with acknowledgement that all terms begin following the business meeting.

6. Proposed Bylaw Amendments

- Susan Wefald, Chair of the Bylaws Committee, brought forward proposed Consent Agenda Items #1, 2, 4, 10, 11, 12, 13, & 14 as amendments to the Bylaws of Girl Scouts—Dakota Horizons. All proposals were posted on the Girl Scouts—Dakota Horizons website thirty days prior to the Annual Meeting and also distributed in writing to the delegates during a training session the morning of this meeting. They were also available in writing at this meeting.
 - **Proposal #1** – Where the term “Nominating Committee shall appear in the Bylaws of Girl Scouts—Dakota Horizons, the term shall be changed to “Board Development Committee.”
 - **Proposal #2** – To remove the requirement that members must be registered by September 30 of the preceding year.
 - **Proposal #4** – To add the words “or revise” to Article I, Section 5, Item c.
 - **Proposal #10** – To add language to Article IV, Section 1 “and the Chief Executive Officer who shall serve ex-officio, without privilege of vote.
 - **Proposal #11** – To remove Language from the Bylaws which was needed during the transition year of the Council, but which is no longer needed.
 - **Proposal #12** – To add language to Article IV, Section 3 which defines the duties of the Chief Executive Officer.
 - **Proposal #13** – To add the possibility of acting as Chair of the Finance Committee to the duties of the Treasurer.
 - **Proposal #14** – To provide more concise language; replace the word manage with govern; and, insert the state of South Dakota.

Penny Krogstad moved to remove item #1 from the Consent Agenda.

Motion was seconded and carried.

Joan VerDouw moved to remove item #13 from the Consent Agenda.

Motion was seconded and carried.

Susan Wefald moved to adopt items numbered 2,4,10,11,12, and 14 as amendments to the Bylaws of Girl Scouts—Dakota Horizons.

Motion was seconded and carried.

- Proposal #3
Wefald moved to amend Article I, Section 4 to read, “Delegates will be elected for a term of two (2) years and may be re-elected to consecutive terms.”
Motion carried.

- Proposal #5
Wefald moved to amend Article I, Sections 5, 6, and 7; Article V, Sections 6 & 7; Article VII, Section 3; and Article VII, Section 4 and any other language throughout the Bylaws giving responsibility of updating addresses for hardcopy or electronic mailings to the member.
Motion carried.

- Proposal #6
Wefald moved to amend Article I, Section 6 to read, “The Annual Meeting of the Council, including the time, date and place, shall be determined by the Board of Directors. The Board shall rotate the place of the annual meeting among the districts so that each district holds the meeting once every four years. In the event of an emergency, as determined by the Board of Directors, the location of the meeting may be moved to another district. “
Motion carried. Show of hands indicated 5 “no” votes.

- Proposal #7
Wefald moved to amend Article I, Section 8 to read, “Twenty-five percent of the members of the Council constitute a quorum for the transaction of business, provided that all Districts are represented at the meeting.” The quorum for the annual meeting shall include members of the council present in person or linked by telecommunication or by means such that members participating in the meeting are able to hear one another and participate in the proceedings.”

Heidi Wilcox moved to amend Proposal # 7 to read, “Twenty-five percent of the members of the Council constitute a quorum for the transaction of business, provided that all Districts are represented at the meeting. The quorum for the annual meeting shall include members of the Council present in person or linked by telecommunications made available for participating Delegates and members to attend in their own district, or by means such that members participating in the meeting are able to hear one another and participate in the proceedings.”
Amendment to the main motion failed. Show of hands indicated 35 “yes” votes; 52 “no” votes.
Main Motion carried. Show of hands indicated 62 “yes” votes; 18 “no” votes.

- Proposal #8
Wefald moved to amend Article I, Section 9 to read, “Each delegate present or, if absent, his/her Alternate, shall be entitled to one vote. Members are present who are present in person or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings. Voting by proxy is prohibited. The method of voting to be used at each annual meeting shall be determined by the board of directors. A plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Members present in person or linked by

telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, or otherwise provided by law, or these Bylaws, or parliamentary authority. “

Motion carried.

- Proposal #9 deferred after discussion on Proposal #1.
- Proposal #15
Wefald moved to delete the requirement to have a quorum to elect delegates and alternates at Association and Service Unit meetings in Article IX, Section 6.

Motion carried.

- Proposal #16
**Wefald moved to amend Article X to read as follows:
National Council Delegates:**

1. **Eligibility.** Delegates and Alternates to the National Council of the Girls Scouts of the United States of America shall be United States citizens age 14 years of age and older. They shall be members of the Girl Scouts of the United States of America, registered through the Council or are Lifetime Members at the time of their election and throughout the term of service.
2. **Election.** The Delegates and Alternates which the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with these Bylaws and in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until elections are held for the next National Council Meeting.
3. **Vacancies.** The Board President shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled among the eligible members of the Council.

Motion carried.

- Proposal #1
Wefald moved that where the term “Nominating Committee” shall appear in the Bylaws of Girl Scouts—Dakota Horizons, the term shall be changed to “Board Development Committee.”

Amended to defer any changes made to Article II, Section 6 until after discussion of Proposal #9.

Amendment was seconded and carried.

Main Motion carried as amended.

- Proposal #9
Salmonson recalled Proposal #9 to the table. Wefald moved to amend Article II as follows: Responsibilities of the Board Development Committee. The Board Development Committee shall
 - a. **Present to the membership at the Annual Meeting of the Corporation a single slate of nominees for officers of the corporation, nominees for members-at-large of the Board of Directors, and nominees for members of the Board Development Committee.**
 - b. **Present candidates to the Board of Directors to fill any vacancies that occur on the Board of Directors and Board Development Committee.**
 - c. **Be responsible for the orientation, development and evaluation of the Board of Directors.**
 - d. **Perform such other duties as identified in the Charge to the Committee.**
In a meeting of the corporation held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall, in addition, present a single slate of nominees for Delegates to the National Council, and a single slate of nominees to fill vacancies among elected Delegates, should vacancies occur.

Motion carried.

- Proposal #13
Wefald moved to add the possibility of acting as Chair of the Finance Committee to the duties of the Treasurer as listed in Article IV, Section 3, Item d.

Motion failed.

7. Adjournment: **Douglas VerDouw moved to adjourn the meeting.**

Motion was seconded and carried.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Holly Pope, Secretary

Kathy Brown, Recorder

Transcribed by Karen Rollag