



2025 Annual Meeting Packet

Girl Scouts of North-Central Alabama
7705 North Lake Drive
Trussville AL 35173-1880

2025 ANNUAL MEETING
Voting Members Workbook

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March 3, 2025

Subject: Voting Member Information Packet

Dear Girl Scouts of North-Central Alabama Voting Members,

Thank you for your participation as a voting member of the corporation of the Girl Scouts of North-Central Alabama, Inc. (GSNCA) annual meeting. The annual meeting is the yearly membership meeting as required by the council's bylaws and Alabama state law. As a voting member or alternate it is your responsibility to represent the members of your service unit, the board of directors or the board development committee.

If you are a service unit delegate, voting member, please share the information in this packet with the members of your service unit to obtain their thoughts. As a representative of your service unit you need to vote your conscience, as well as the needs of the members in your service unit. After the annual meeting as a service unit delegate, voting member, it is your responsibility to report back to the members of your service unit the information provided in the annual report and the results of the board and board development election.

In the annual meeting workbook, you will find a slate of individuals recruited and recommended by the Board Development Committee (BDC) to be elected by the voting members of GSNCA, service unit delegates, members of the board of directors and non-board members of the BDC. The BDC is not a committee of the council board and does not report to the board but to the voting members governing body. The bylaws require the BDC to present a single slate for all positions for election, including officers, directors and board development committee members.

Nancy Colin, the Board Delegate Coordinator, will host two virtual webinars on March 13, 2025 and March 18, 2025 at 6:30 PM to discuss the packet and answer any questions. Additional information on these webinars will be sent in a separate email.

Once again, thank you for agreeing to represent the members of our council by being a voting member of GSNCA.

Please confirm your attendance to attend the meeting and if you are going to stay for lunch by completing the information on the attached link:
https://gsnca.formstack.com/forms/annual_meeting_rsvp_copy

"Girl Scouts Together",

A handwritten signature in black ink that reads "Onna Cunningham".

Onna Cunningham
Board President (Chair), GSNCA



GENERAL INFORMATION – 2025 Annual Meeting

Date: Saturday, April 5, 2025

Location: DreamLab

Vestavia hills City Center

600 Montgomery Hwy Ste 208

Vestavia Hills AL 352016-1837

Attire: Official Girl Scout Uniform or Business Attire

9:00 AM to 9:35 AM - Registration

9:35 AM - Delegate Registration Closed

If a service unit delegate is not registered by 9:35 AM; an alternate delegate from the same service unit will be certified to vote.

10:00 AM to 11:30 AM - Business Meeting

Lodging at Camp Coleman will be available for Friday or Saturday night for \$5.00 per person. Please contact Paula Lott at plott@girlscoutsnca.org.

Lunch will be available after the annual meeting. The cost of lunch will be \$10.00. Reserve lunch when you register for the meeting on link provided in the email.

Please bring a copy, electronic or printed, of your delegate packet with you to the meeting.

2025 Annual Meeting Agenda

Saturday, April 5, 2025

Girl Scout DreamLab

600 Montgomery Highway, Suite 208
Vestavia Hills, Alabama

*Registration 9:00 – 9:35 a.m.
Business meeting begins at 10:00 a.m.*

Opening Flag Ceremony and Girl Scout Promise

Girl Scouts of GSNCA

Welcome and Call to Order

Onna Cunningham
President

Establish Quorum

Kristi Smith
Secretary

Approval of Standing Rules, 2024 Annual Meeting Minutes and 2025 Agenda

Onna Cunningham

Operational Report MY 2025

Karen Peterlin
Chief Executive Officer

Board of Directors Reports

Onna Cunningham

- **President's Report**
- **Financial Update**
- **Property Update**

Onna Cunningham

Sandy Edwards
Chair, Finance Committee

Onna Cunningham
Claudette Smith

Chair, Property Task Group

Question and Answer Period for Delegates (15 minutes)

Onna Cunningham

National Council Session Update

Zara Broadnax
GSNCA Lead Delegate

Board Development Committee Report and Nominations

Pam Rhodes
Chair, Board Development Committee

- **Presentation of Board – Officers, Directors, Girl Representatives**
- **Presentation of Board Development Committee Slate**
- **Presentation of National Delegates and Alternate National Delegates**

Election

Onna Cunningham

Recognition of Retiring Board and Board Development Committee Members

Announcements

Adjournment of Business Meeting

Closing Ceremony

Girl Scouts of GSNCA



GIRL SCOUTS OF NORTH-CENTRAL ALABAMA 2025 ANNUAL MEETING STANDING RULES

Standing rules are provided for any large meeting to expedite the business of the meeting and to ensure that any delegate wishing to express an opinion has an opportunity to do so. The adoption of the standing rules requires a 2/3 (two thirds) vote of the delegate body.

Following are the standing rules that will be presented for adoption at the 2025 Annual Meeting of the Girl Scouts of North-Central Alabama.

1. Upon recognition by the presiding officer, any voting Delegate wishing to address the assembly shall identify themselves by name and service unit, Council Board Member, or Board Development Committee Member before speaking to the council body at large. Only voting Delegates registered prior to the start of the annual meeting are permitted to speak to the council delegate body.
2. No speaker shall speak longer than two minutes while providing feedback. Timing of the two-minute period shall begin immediately following the required identification.
3. No speaker shall speak a second time on a discussion item until all other council delegates wishing to speak a first time have done so.
4. No speaker shall speak more than twice on the same discussion item without permission of the assembly.
5. All remarks shall be addressed to the chair.
6. Feedback/debate on any one subject will be limited to 10 minutes.
7. Two copies of all motions and amendments shall be presented, in writing, to the Secretary. (One copy for the Secretary and one copy for the President.)
8. The presiding officer shall be authorized to expedite business by utilizing any type of voting the officer deems appropriate. These methods shall include, but not be limited to unanimous consent, voice vote, show of hands, rising, counted and ballot.

9. Mobile phones and pagers shall be silenced during the meeting. Video cameras and recording equipment, other than that approved by the presiding officer, shall not be permitted in the meeting room. There shall be no use of the internet or social media networks during the business portions of the meeting. Any such activity will result in the surrendering of the communication device until after adjournment of the meeting.

10. Printed biographical sketches of persons to be nominated from the floor will be placed by a designated person in the seats in the delegate section, prior to the beginning of the business meeting. Biographical sketches shall be in the same format and approximate length as those slated candidates.

11. The Girl Scouts of North-Central Alabama Council Board of Directors shall serve as the Annual Meeting Minutes Approval Committee and shall be empowered to approve and distribute the minutes of the Annual Meeting.

These rules set limits on debate to provide reasonable and equitable opportunity for participation. They supplement *Robert's Rules of Order* Newly Revised, the parliamentary authority for matters of procedure that are not specifically covered in the bylaws of Girl Scouts of North-Central Alabama.

GIRL SCOUTS OF NORTH-CENTRAL ALABAMA

2024 Annual Meeting

Date: April 20, 2024

Time: 10:00 AM

Place: Camp Gertrude Coleman
Camp Coleman Road
Trussville, AL

Presiding: Onna Cunningham, President

Welcome

President Onna Cunningham welcomed attendees to the 2024 GSNCA Annual Meeting and called the meeting to order.

Flag Ceremony and Promise

President Cunningham called the meeting to order and invited a selected group of Girl Scouts from GSNCA to present the colors, lead the group in the Pledge of Allegiance, and the Girl Scout Promise and Law.

Special Welcome and Video Presentation

President Cunningham welcomed everyone and presented the video presentation of "What a Girl Wants" from MY2023.

Call to Order

President Cunningham discussed the challenges still occurring with the recovery from the pandemic. A special video, "what a Girl Scout Wants", was shared which brought into focus the solutions and accomplishments of the year. She then discussed the founding of Girl Scouts by Juliette Gordon Low and the need for the organization to continually adjust to meet the needs of girls and women in this ever-changing world. Juliette believed in the democratic process and the Girl Scouts governance system in place is unique and has its roots back to her vision for the organization. Today, the voting members of GSNCA comprised of service unit delegates, board members and community members of the board development committee will play an active role in determining the future of GSNCA by electing officers of the board, directors-at-large of the board, girl liaisons to the board and members of the board development committee.

Quorum and Credentials Report

Kristi Smith, Secretary, presented the credentials report.

As stated by the bylaws, "For the Girl Scouts of North-Central Alabama to conduct official business at an annual meeting, a majority of the voting delegates must be present. At least 50 percent plus 1 of the voting delegates must represent the service units.

- The number of potential voting members is 127: 102 elected service unit delegates, 23 voting board members and 2 board development committee members who are not board members.
- The number of voting delegates representing service units that are present and registered is 56.

- The number of voting board members present and registered is 14.
- The number of board development committee members that are not current voting members is 0.
- The number of voting members in attendance and registered and provided credentials voting is 70. A majority of voting delegates are present.
- In accordance with the bylaws 50 percent + 1 of the voting delegates must represent the service units. There are 56, or 55%, of the delegates present from service units.
- Therefore, we meet the quorum requirements as established in the bylaws.
- A simple majority vote will require 36 votes.
- A 2/3 majority vote will require 47 votes.

The president declared that a quorum was present to conduct business.

Consent Agenda

Standing Rules Approval

Standing rules were included in the delegate packet. The standing rules were accepted as presented. Kit Killingsworth and Cat Clutton were appointed as timekeepers. Sarah Merkle was appointed as parliamentarian and Marie Gill and Melinda Farzaneh were appointed as tellers. Kimberly Selzer was appointed as head teller. There were no objections to adopting the distributed standing rules for the meeting and the standing rules were adopted.

Agenda Approval

A revised Meeting Agenda was distributed at check-in. With no objections to the agenda as distributed the agenda was adopted.

Review of the 2023 Annual Meeting

The 2022 Annual Meeting Minutes were included in the delegate packet for review. There is no action needed to be taken on this summary as the GSNCA Board of Directors approved the minutes.

Operational Report MY 2022

Karen Peterlin, CEO, reviewed the research on What Girl Scouts Do...anything they set their minds to! We have girls of all backgrounds and abilities who discover their strengths and rise up to face challenges. In all we do at GSNCA we keep girls as our North Star and guiding light.

She shared the slide on What Girl Scouts Want, our research on GSNCA girls. 99% want to go on field trips and 94% want outdoor activities and want to earn a variety of badges. 93% want to participate in the Cookie Program and 91% want overnight camping. Over 85% want to do community service and to travel overnight. 82% want to work on highest awards and 81% want things related to their family and culture. 68% want to go to sleepaway camp.

Karen also shared the research and slide from caregivers/parents, the top two being that their girls learn about positive values and that they enjoy the activities and experiences. Over 85% appreciate the variety of activities, want to participate in a girl-centered organization and want to

make friends. 56% appreciate how affordable the program is while 43% want to participate in the Cookie program!

We had a 2.5% decline in membership from 2022 to 2023 still with some challenges to access to schools. 11,971 in total membership that included almost 8400 girl members. For the Fall Product program, we earned over \$315,600 for \$48,874 for troops. In the 2023 Cookie Program, 3851 girls sold cookies, with over 1.2 million packages sold and over 16,000 packages donated to the cookie cares program.

Girl Scouts is the preeminent life and leadership development organization for girls, with research and outcomes-based programming that helps girls develop important skills that they will use all their lives. We had 19 girls earn their Gold Award, 48 the Silver Award and 107 earned their Bronze Award. Over 2,000 participated in community outreach programs and our girls completed over 6500 hours of community service hours.

Trinity from Huntsville who earned her Gold Award in March of 2023. Trinity's project "Educating Youth on Natural Hair Care and Hygiene" focused on building confidence in girls by educating them on essential healthcare and life skills. To accomplish her project goals, she wrote, illustrated and published a book celebrating natural hair styles for girls of color. She used her book during workshops she conducted to teach children how to care for their hair and feel confident wearing hairstyles that celebrate their natural textures. Trinity, for her Gold Award, was awarded a GSUSA Gold Award Scholarship AND a GSNCA Gold Award Scholarship.

Adventure and travel are key aspects of troop, service unit and GSNCA leadership experience. Sarah, who attended a GSUSA sponsored destination, Camp Fury in Arizona, last summer said, "Camp Fury was an experience I will never forget. My trip to Tucson, Arizona taught me so much about myself and opened my eyes to the amazing opportunities for women in firefighting and law enforcement. The women who volunteered their time and knowledge truly embodied the phrase "girl power." Seeing strong, powerful, and successful role models in law enforcement and the fire service provided me with a whole new world of possibilities and showed me that you can achieve anything you set your mind to. I never would have been able to climb a 110-foot aerial ladder, repel off a 6-story building, learn how to survey a crime scene, or how to use defense tactics without attending Camp Fury because there is no other camp experience that is as 100% hands-on as this. Over the course of my stay, I learned the value of hard work, the importance of service, and developed a genuine interest to pursue emergency management as a career. Camp Fury inspired me in ways I never even imagined, and I left Tucson with a new sense of confidence and a love of helping others." This summer we have four girls that will be attending GSUSA Destination trips - one to Space Camp, one to the Pacific NW and two to Orange County, CA.

Karen thanked all the Girl Scout volunteers who are developing the next generation of women leaders in a safe space where girls can learn together, fail together and learn from each other. This sense of belonging and community of forever friends gives Girl Scouts the courage to try new things, test their limits, and work toward goals as a team. In a space with trained and caring adult volunteers they can explore their communities, help others, and solve problems. Girls in their Girl Scout troop with caring trained adults have a safe space to speak up for what is right and feel proud of who they are. Without volunteers, girls would not have Girl Scouts. Thank you for your time, talent and treasures.

Karen ended her presentation with stating that "this decade started out with a worldwide pandemic that kept Girl Scouts at home, but it did not stop them from participating.....girls in our program remained and they led us all with their resilience and dedication to the program. We have slowly recovered and will continue for the remainder of 2024 and into 2025!!! What's next? I cannot wait to see how and what our girls accomplish for the remainder of this decade.....as they "Dream It, Believe It and Achieve It."

Board of Directors President's Report

●Onna Cunningham, President opened with the statement that the Bylaws require the Board to meet four times a year. The GSNCA Board met five times since the last Annual Meeting.

In the spring of 2023, girls, parents and completed the annual voices count survey that is used as part of GSUSA's annual review of GSNCA. 2023 was a chartering and review year by GSUSA and I am very proud to say that in December 2023, GSNCA was awarded a full three-year charter with no conditions.

Our CEO addressed the key metrics of membership and market share; we will address diversity equity and inclusion in her remarks; our Treasurer, Sandy Edwards, will address GSNCA's financial position in her remarks; Claudette Smith, Karen Peterlin and I will provide a property update and Danielle Oliver will present an overview of the National Council Session held in July 2023 in Orlando, Florida.

The results of GSNCA's annual review are always remarkable and 2023 was no different. Overall, after an evaluation of all indicators, GSNCA ranked in the top one third out of 111 councils in overall girl impact and council health. Most notable was GSNCA's ranking in overall financial health, in the top 10 out of 111 Councils.

The staff developed and presented to the board the 2024 operating budget in August 2023. With GSNCA still recovering from the effects of Covid, the board approved a deficit operating budget for 2024. The approved budget would guide staff's day-to-day business operations. Oversight by the board finance committee and the entire board would ensure the staff had prudent spending measures in place to reduce expenditures and increase revenue to ensure the loss would be minimal or not be realized. The 2024 budget also would provide the standards for the treasurer and finance committee to use to evaluate GSNCA's progress throughout the year, by continual review of the financial position of GSNCA.

In August 2023, the board also passed a capital budget that focused on immediate needs, deferred maintenance, and key capital projects for fiscal year 2024. The property review that Claudette, Karen, and I provide will give you more details of accomplishments in 2023 as well as future projects.

In March of 2022, the board engaged Newmark, a GSUSA recommended property consulting team, to work with the property task group, long range property task, and staff to develop a comprehensive property plan to meet the needs of today's girls. A long-range property plan was adopted and shared with our membership in the fall of 2022. Execution of this property plan would begin in membership year 2023; we will share many of our accomplishments in the forthcoming property update.

The Board does most of its work in committees and task groups and as a result of the diligent work of these groups, significant strides have been made and GSNCA is better for it.

There are thousands of Girl Scouts in GSNCA who have inspiring stories to share – ones that reflect outstanding growth and achievement of full potential. Whether a girl is trying new activities at camp, participating in a community partner or service unit event, or sharing stories around a campfire, the possibilities for growth and achievement are endless! Onna then shared two special stories of girls who earned their highest awards: Azaria Johnson, a Cadette Girl Scout from Jacksonville, who earned her Bronze Award with a project focused on bullying and Veronica Walker, a junior at John Carroll Catholic High School, who for her Gold Award Project worked to encourage civic engagement through artistic expression by creating a mural tour of Birmingham and the *Birmingham is Beautiful* patch program. The *Birmingham is Beautiful* patch is now available in our retail shop and activities required to earn the patch can be found on the GSNCA website.

Board of Directors Financial Update

Sandy Edwards, GSNCA Board Treasurer, provided the Board of Directors Financial Update for FY2023. She acknowledged the members of the Finance and Audit Committees: Audit Committee Chair: Sarah Baggs; and Finance and Audit Committee members: Ellie Lastinger, Meredith Smith, Beth Deason, and herself.

She stated that since the 2022 Annual Meeting, the Finance Committee has met six times, and the Audit Committee has met two times.

During Fiscal Year 2023, total revenue and support for GSNCA was approximately 6.2 million dollars which included employee retention tax credits in the amount of \$484,000 and a gain of \$189,000 on the sale of the Birmingham Service Center. Revenue from product programs increased by 31%, reflecting the increase in the price of cookie packages. Contributions decreased by 7%, and our investment income recovered from the loss of 1.2 million dollars we experienced in 2022, with a \$750,000 gain. Revenue from the cookie program, fall product program, and other program related revenue comprised approximately 62% of total operating revenue for the council. Additionally, public support comprised 15% of total operating revenue and 23% came from investment income, gain from the sale of the Birmingham Service Center, employee retention tax credits, and miscellaneous sources.

Expenses totaled approximately \$4.1 million dollars for a net increase in assets of 2.1 million dollars. Functional expenses were as follows: fundraising, management, and general expenses totaled 13% of all expenses with 8% for administration and 5% for fundraising. Program expenses totaled 87%; Charity Navigator gives full credit to organizations whose ratio of program expenses is 70% or more of their total expenses.

The audited financial statements, IRS form 990, and annual report for GSNCA are available on our website. You received a printed copy of our annual report when you signed in to register for our meeting today.

She thanked all who contributed financially, and those who supported the Cookie and Fall Program efforts and GSNCA's community partners.

Board of Directors Property Update

Onna Cunningham began the report explaining the Property Task Group and its mission and operation.

In October of 2021, the GSNCA Long Range Property Planning Sub-Task Group, as part of the Property Task Group, was formed to begin developing a comprehensive five-year property plan for our council. Task Group Members included representatives from the board and community volunteers. This task group was charged with evaluating all our properties and programs. The process was to include multiple surveys and focus groups comprised of girls, parents, troop leaders, and Service Unit team members.

The property task group is a standing committee of the GSNCA board of directors; the task group is not required by the organization's bylaws but is a key operating task group of the board. Since the establishment of the task group, their charge has been to develop and execute the long-range property plan, provide oversight of all major capital expenditures, and with the staff, develop and oversee the execution of the annual capital expenditure budget and work with the fund development task group on funding for property improvements and new construction.

In October of 2021, the GSNCA Long Range Property Planning Sub-Task Group, as part of the Property Task Group, was formed to begin developing a comprehensive five-year property plan for our council. Task Group Members included representatives from the board and community volunteers. This task group was charged with evaluating all our properties and programs. The process was to include multiple surveys and focus groups comprised of girls, parents, troop leaders, and Service Unit team members.

In May of 2022, GSNCA partnered with Newmark, a property consulting firm contracted by GSUSA to work with councils to assist in the development of GSNCA's long range property plan. The task group's primary objective was to develop a long-range property plan to advance GSNCA's mission by reducing annual operating costs, generating additional funds for property improvements, supporting membership growth, and enhancing the girl, volunteer, and staff experience. The process would include data driven analyses, surveys to all stakeholders, and focus groups of girls, volunteers, and parents.

In June of 2022, site visits and tours were conducted by Newmark staff, task group members, volunteers and GSNCA staff of all camp properties, service centers, and offices.

In July of 2022, scenario planning and metric measurements were developed to prepare recommendations for long range planning.

In August of 2022, the board was presented a draft report with recommendations to support the following GSNCA mission goals:

- To create a future vision for GSNCA that will generate excitement among all members, especially girls.
- To support growth of younger girl membership and retention of older girl members.
- To improve financial health by creating a sustainable property operating model.
- To increase visibility of Girl Scouts to non-members.

In October of 2022, the board of directors approved the final long range property plan that would benefit our members, volunteers, and future members for years to come.

On February 1, 2023, phase one of the property plan was shared with the membership.

The plan presented was to divest ourselves of the buildings housing the Huntsville and Birmingham Service Centers and use the proceeds from those sales to invest in the creation of two new state-of-the-art Girl Scout DreamLab experience centers.

Additionally, phase one included a plan to retrofit space at Camp Coleman to support council operations including a content creation workshop/studio, office space, and storage.

In May 2023, the Birmingham Service Center was sold. The first two buildings of the corporate complex at Camp Coleman, the office space and the temporary retail shop were renovated; work on the creative workspace will be completed in 2024. A location for the Birmingham DreamLab was secured and design plans were completed; construction on the Birmingham DreamLab began in late January 2024. Karen will provide you with a complete update on the DreamLab later in this presentation.

Phase two of the property plan, an evaluation on the use of our camp properties, will be completed this year. Claudette will provide you with an update on deferred maintenance, upgrades at camp facilities and new construction completed in 2023. The Task Group has met six times since the last Annual Meeting.

Claudette Smith, co-chair of the Property Task Group, then shared pictures of some of the accomplishments of FY2023.

In the past three years, Girl Scouts of North-Central Alabama has invested almost two million dollars in camp and property improvements and repairs on camp properties. She shared the following updates:

- Renovation of a house on property adjacent to Camp Coleman to serve as office space for our corporate complex after the sale of the Birmingham Service Center
- Repair of the boat dock and storage building at Camp Cottaquilla following collapse of the storage building roof and pilon damage to the boat dock
- Renovation of the target sports area at Camp Coleman after severe storm damage that resulted in the complete collapse of one of the shooting sheds; a complete upgrade and renovation of the shooting sheds was completed and a hatchet throwing area was constructed
- Complete renovation of Wrangler's Roost to house the temporary retail shop following the sale of the Birmingham Service Center
- Complete refresh of the exterior of the Ranger House at Camp Trico to repair siding, fascia, and exterior painting
- Complete interior renovation of Halsey Lodge
- Technology upgrade that included a new server, laptops, and iPads.

Other capital investments in 2023 included:

- Purchase of program equipment to include new AEDs, horse equipment, new derby racetracks, archery equipment, and communications equipment
- Purchase of a staff vehicle for the Huntsville office to reduce mileage on personal vehicles
- Purchase of two golf carts to replace old, unusable carts
- Purchase of appliances for the Ranger House at Camp Trico

- Installation of new HVAC systems, new pool pumps and chlorinators, and other infrastructure upgrades.

Capital improvements and expenditures for 2024 include:

- Renovation and improvements, to include new roofs, new paint, and new bunks and mattresses, to Sherwood Cabins and the bathhouse at Camp Cottaquilla.
- Purchase of a lawnmower for Camp Cottaquilla
- Purchase of pool covers for Camp Coleman and Camp Trico
- Construction of a new bathhouse and repair of Dogwood Cabins at Camp Coleman
- Purchase of new bunks and mattresses for Camp Trico

Other projects are currently under consideration pending assessment of major infrastructure repairs to include new waterlines at Camp Trico and Camp Coleman and gas line repairs at Camp Cottaquilla.

Karen Peterlin presented an update on the new DreamLab with slides of the renovations currently taking place. GSNCA DreamLab features include:

- 4 STEM labs
- Arts section
- Full-scale auditorium (unique to our DreamLab) with state-of-the-art technology
- Meeting space for girls and troops
- Media center equipped for podcast recording, video production, and more
- Mock campsite
- Rock climbing wall
- Multiple huddle stations
- Retail space featuring Girl Scout apparel, accessories, supplies, and more

As has been stated before, the Grand Opening of the DreamLab will be August 17.

Onna Cunningham then thanked the property and long-range property task groups, to all girls, parents and volunteers that helped in the development of the property plan with special thanks to all the Girl Scouts that participate in the product programs, as the proceeds from these programs funded our projects.

National Council Session Update

Danielle Oliver, Delegate Coordinator on the Board of Directors, presented an update to the members on the National Council Session held July 18-20, 2023, at Disney World in Orlando Florida.

Our GSNCA national delegates include: Zara Broadenax (Led Delegate), Amanda Browning, Audrey Coleman, Delfreda Coleman, Kate James, Amy James, Amy Matheson. Our alternate delegates are Jacqueline Broadenax, Jordan Hunter, Jenella Lymon, and Lily Matheson. They serve until 2025. Both Danielle and Sarah Merkle, our parliamentarian, played key roles in preparing the delegation.

The following proposals were approved:

Proposal 1—Constitutional Amendment: Allowing the Possibility of Virtual Attendance for National Council Sessions and for Special Sessions of the National Council

This proposal was divided; sections 1 and 3 were approved as presented and section 4 was amended to limit the board's discretion regarding virtual attendance at regular sessions of the National Council to emergency situations.

The final approved wording for proposal 4 is as follows:

Two hundred members of the National Council present in person shall constitute a quorum for the transaction of business at sessions of the National Council, provided, however, that delegates are present from one or more local councils in a majority of the geographical areas of the country as defined in the bylaws. **At the sole discretion of the National Board, any special National Council session and, in the event of an emergency, any regular National Council Session may be held in whole or in part by means of the internet or other electronic communications technology pursuant to which the members of the National Council have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Attendance through such means shall constitute presence in person at such meeting for quorum and voting purposes.** In the absence of a quorum, a majority of those present at the time and place set for a session may take an adjournment from time to time until a quorum shall be present.

Proposal 4—Constitutional Amendment: DEIRJ Language Proposal

This proposal was approved as amended with final approved wording as follows:

DIVERSITY, PLURALISM AND ANTI-RACISM

Girl Scouts advance diversity, pluralism, and anti-racism and actively identify and oppose racism by removing systemic barriers to participation in our Movement and in the communities in which we live.

Proposal 6—Constitutional Amendment: Timing of Delegate Allotment

This proposal was approved as presented with final wording as follows:

Each local council to which a charter has been issued and remains in force shall be entitled to the following delegates based on the number of girls under its jurisdiction who are members of the Girl Scouts of the United States of America as of September 30, **two years** preceding the regular session of the National Council:

- a. two (2) delegates;
- b. one (1) additional delegate for up to 3,500 girls;
- c. one (1) additional delegate for every 3,500 girls thereafter.

Proposal 7—Girl Scouts Gold Award Scholarship Fund

This proposal was approved as presented with final wording as follows:

THAT the National Council hereby affirms the recommendation of the Movement Gold Award Scholarship Foundation Task Force to create a donor-restricted fund in support of Gold Award

scholarships; and

THAT that in recognition of its importance, the existence of such fund shall be reflected in the *Blue Book of Basic Documents* in the Fundraising Policies section of the *Blue Book* (or any successor section of the *Blue Book* as may be appropriate from time to time).

The following proposals were defeated:

Proposal 2—Amend the Promise and Law

THAT the Preamble of the Constitution of the Girl Scouts of the United States of America be amended to delete the words “try,” “to,” and “do my best” and to insert the word “will” was DEFEATED

Proposal 3—Constitutional Amendment: Council Representation on the National Board

To amend Article X, Section 2 of the Constitution of Girl Scouts of the USA to insert “at least three (3) of whom shall be Council Executives.” After the words “members-at-large,” and to insert the definition of “Council Executive” after the word “country” was DEFEATED

Proposal 5—Constitutional Amendment: Formula for Delegates

To amend Article IV, National Council, Section 5, by striking the number 3,500 in every place where it occurs and replacing it with the number 1,000 and by striking the word “no” and replacing it with the words the words “as close to but not” in the last sentence was DEFEATED

A revised copy of the Blue Book of Basic Documents has been distributed to reflect all approved changes. In addition to the actions detailed in this report, the National Council elected the National Board for 2023 – 2025.

President Cunningham thanked Danielle and our delegation for their continued work.

Question and Answer Period for Delegates

There were no questions.

Board Development Committee Report and Nominations

Amanda Bradley Witteck, Chair of the BDC, gave a short re-cap of the purpose and work of the Board Development Committee, comprised of seven members: four current Board members and two community members from around the Council. The Board Development Committee is a committee of the corporation and not the board. Working since August 2023, the BDC has identified strengths and needs for the board. The BDC has sought candidates that are diverse geographically and in skill sets and has looked for individuals from every corner of the council. The slate is presented each year to address the needs of the council. The success of the BDC is critically tied to the leadership of the board.

Slate of Officers: for a two-year term ending 2026

For Second Vice President – Melissa Morrison-Ellis
Treasurer – Sandy Edwards

Directors at Large: for a two-year term ending 2026

Nancy Colin, Delegate Coordinator

Sarah Baggs
Rebecca Walker Benjamin
Dr. Victoria Boman
Sheri Cain (new)
Shunna Cannon
Tyler Hatcher (new)
Danielle Oliver
Gayla Suddarth
Dr. Karen Thompson-Jackson
Tina Upshaw

Board Development Committee Members:

Gayla Suddarth, Board Member
Bettina Byrd-Giles, Community Member

Girl Liaisons to the Board of Directors:

Jacqueline Broadenax
Audrey Coleman
Veronica Patterson
Sarah Sloughfy (new)

Acclamation

President Cunningham stated that Amanda has presented the slate for consideration and recommended that the Council accept the slate as presented. There were no nominations from the floor. The single slate was affirmed.

Recognition of Retiring Board and BDC Committee Members

President Cunningham thanked four outstanding board members who have completed their service: Beth Deason and Adrian Solomon.

Installation of Officers, Board of Directors, Board Development Committee Members

Kristi Smith, Secretary, GSNCA Board led the installation of officers, board of directors and BDC members.

Announcements

Onna Cunningham, Board president asked everyone to put nametags in box as they left and place voting cards in the box marked for them. She asked all to complete a survey of the annual meeting that will be emailed in the next week for feedback for the future. Those who ordered box lunches will be served in Low Hall.

Adjournment of Business Meeting

Claudette Smith moved, and Shunna Cannon seconded. Onna Cunningham adjourned the business meeting at 11:45 am.

End of Meeting

Onna Cunningham closed the meeting.

Closing Ceremony

Girl Scouts from GSNCA retired the colors.

Meeting Minutes prepared by Kristi Smith, Secretary

Kristi Smith



2025 BOARD DEVELOPMENT COMMITTEE REPORT

TO: The Voting Members of Girl Scouts of North-Central Alabama

FROM: Girl Scouts of North-Central Alabama Board Development Committee – Pam Rhodes, Chair, and Committee Members – Ellyn Grady, Dr. Tanita Cain, Gayla Suddarth, Staci Boackle, Bettina Byrd-Giles and Amanda Bradley Whittick

We are pleased to present the 2025 slate of officers, directors-at-large, board development committee members, girl liaisons to the board, National and Alternate Delegates

The slate was sent to all delegates on March 3, 2025. Nominations from the floor will close on March 21, 2025.

In accordance with the council bylaws, approved April 10, 2021, the board development committee will present at the annual meeting the following single slate for the election by the voting delegates.

Officers for a two-year term ending 2027

- Danielle Oliver, President
- Blair Liggins, 1st Vice President
- Amanda Bradley Whittick, Secretary

Directors-at- Large for a two-year term ending 2027

- Staci Boackle
- Jenny McElroy
- Pam Rhodes
- Meredith Smith
- Tera Batayneh (New)
- Stephanie Casey (New)
- Meghan Curry Parks (New)
- Staci Stone (New)
- Beatrix Tatum (New)

Board Development Committee members for a two-year term ending 2027

- Ellyn Grady, Community Member
- Tanita Cain, Community Member
- Jenny McElroy, Board Member (New)



Girl Board of Directors, non-voting for a one-year term ending 2024

- Sarah Sloughfy
- Savannah Deakle (New)
- Reagan Martin (New)
- Anna Lillia Thors (New)

National Delegates, 2026 National Council Session, Term Expires 2027

- Honora Gathings Pinnick
- Kimberly Darby
- Dee Ann Collins
- Jacqueline Broadnax
- Rachael Sloughfy
- Maggie Killingsworth

Alternate National Delegates, 2026 National Council Session, Term Expires 2027

- Zara Broadnax
- Eva Jefferies
- Abigail Pitts
- Karen Peterlin
- Danielle Oliver

Profiles of Nominees for Officers, Directors-at-Large Board Development Committee and Board Girl Liaisons

NOMINEES FOR OFFICERS, TWO YEAR TERM (2025 - 2027)

Nominated for President

Danielle Oliver

Tuscaloosa County



- Currently serves as Member-at-Large and Scholarship Task Group Chair
- Former Board member and Delegate Coordinator
- BA, Psychology/Business, Arkansas Technical University
- MA, Industrial Organizational Psychology, University of Tulsa
- Office Manager, Family operated dental practice clinic
- Former board member Girl Scouts - Diamonds of Arkansas, Oklahoma and Texas
- Gold Award Girl Scout
- Girl Scout Lifetime Member
- Awarded 30 Year Girl Scout Service Pin
- Thanks Badge, GSNCA 2021
- Mother of 3 Girl Scouts in Tuscaloosa
- “I believe in the Girl Scout Promise and Law. I look forward to supporting the governance process, volunteers and increasing communication in this role.”

Nominated for 1st Vice President

Blair Liggins

Jefferson County



- Currently serving as 1st Vice President, Executive Committee and Scholarship Task Group
- Assistant Vice President and Trust Officer in Wealth Management and Trust and Investments, Regions Bank
- BA, History and Political Science, Tuskegee University
- MS, Economics, Tuskegee University
- Mother, three sisters, wife and daughter are all either current or former Girl Scouts
- Birmingham Business Alliance, Board member
- Jefferson State Community College, Adjunct professor of Economics
- Estate Planning Council of Birmingham, member
- Vestavia City Schools Foundation, Board President
- 4 Little Girls Scholarship Fund, Secretary/Treasurer
- “Girl Scouts has developed the most impactful females in my life and I look forward to sharing my expertise to help further the organization.”

NOMINEES FOR OFFICERS, TWO YEAR TERM (2025 - 2027)

Nominated for Secretary
Amanda Bradley Witteck
Jefferson County



- Past Chair, Board Development Committee
- Current Member of Fund Development and Communications Task Group
- Senior Marketing Coordinator, Robins and Morton
- BA, Business Administration and Marketing, Spring Hill College
- Former Girl Scout
- Member, Society for Marketing Professional Services
- Volunteer, Greater Birmingham Humane Society and Two by Two Animal Rescue
- "I want to serve on the board development committee to recruit the finest community leaders to be board members to ensure the prosperous future for the girls of North-Central Alabama."

NOMINEES FOR DIRECTORS-at-LARGE TWO-YEAR TERM (2025 - 2027)

Nominated for Director-at-Large

Stacie Boakle

Jefferson & Shelby Counties



- Currently serving BDC, Community Member
- Senior Pharmacy Consultant, Blue Cross Blue Shield of Alabama
- BS, University of Alabama, Business Management
- Girl Scout Mom for Daughter Leanne, Cookie Booth Manager and Spring Camporee Volunteer
- Mercedes Kids Marathon, Volunteer
- St. Elias Maronite Catholic Church, Third and Fourth Grade Christian Formation Class Leader
- Heart of Alabama Walk to End Alzheimer's, Volunteer
- "As a planner, Mom and advocate for empowering young women, being a member of the Board to help advance the mission of Girl Scouts is a perfect fit for my skills."

Nominated for Director-at-Large

Jenny Leroy

Morgan County



- Attorney, serving as Guardian Ad Litem for indigent parents and dependents in Morgan County
- BA, University of Alabama
- JD, Emory University School of Law
- Girl Scout Alumna from Decatur, AL
- YES! Atlanta – Youth Experiencing Success, Volunteer
- Member Rotary Club, Decatur, AL
- F.A.C.E.S, Board Member
- Tennessee Riverkeeper, Board Member
- "I am interested in providing opportunities for young people to excel in academics and life. I look forward to providing my expertise to the organization and seeing girls achieve their goals."

NOMINEES FOR DIRECTORS-at-LARGE TWO-YEAR TERM (2025 - 2027)

Nominated for Director-at-Large

Pam Rhodes

Madison & Limestone Counties



- Currently serving as BDC Chair
- Retired, FirstBank Mortgage
- BS, Economics, The Sophie Newcomb College of Tulane University
- Former Girl Scout – Brownie to Senior Girl Scout, Day Camp Director, Girl Scout Speakers Bureau
- Huntsville Symphony Orchestra, 2013 – 2022, Board Member
- Hospice of Huntsville, Former Board Member
- “I wish to serve as a member of the Board Development Committee of the Girl Scouts of North-Central Alabama to have the opportunity to identify and recruit strong and skilled board members for an organization that has been a huge part of my life. As a former Girl Scout, the experiences, skills and friendships I developed by participating in the program shaped my life and career.”

Nominated for Director-at-Large

Meredith Smith

Jefferson & Shelby Counties



- Formerly served as Treasurer, Finance Committee Chair, Director-at-Large, and Executive Committee
- Partner, Mauldin & Jenkins, LLC
- BS, Accounting – University of Alabama
- University of Alabama at Birmingham, MAcc,
- Momentum Alumnae Program (MAP), Treasurer
- Children’s Aide Society, Board Member
- Central Six Workforce Development Council, Volunteer Grants Chair
- Enjoys reading, gardening, and driving her children to their competitive sporting events.
- “I want to see the organization continue to grow, serve more girls and remain financially stable. I want to help to ensure the Council’s finances are used to improve the programs and properties to benefit the girls and volunteers.”

NOMINEES FOR DIRECTORS-at-LARGE TWO-YEAR TERM (2025 - 2027)

Nominated for Director-at-Large

Tera Batayneh

Tuscaloosa County



- BA in Communications and Information Sciences, University of Alabama
- Currently Marketing Director at River Fall Credit Union, Tuscaloosa
- Formerly Marketing and Sales Specialist, Tuscaloosa Parks and Recreation Authority
- Chamber Ambassador, Chamber of Commerce of West Alabama
- Young Leaders Society, United Way of West Alabama
- Event Leadership Team, Tuscaloosa County Relay for Life
- Member, Junior League of Tuscaloosa
- “Because of my marketing experience and passion for fostering community connections, I am excited to promote girl leaders and Girl Scouts to nurture inclusiveness, communications and community engagement.”

NEW FOR CONSIDERATION

Nominated for Director-at-Large

Stephanie D. Casey

Madison County



- Principal, GovCon Channel Partner Manager, Deltek, Huntsville, AL
- Former Senior Customer Advocate, Windstream Business
- Twenty-five plus years' experience in mortgage, telecommunications and software industries
- BS Counseling & Human Services, Point University, Atlanta, GA
- Certificate, Customer Experience, University of North Alabama
- Upcoming MBA, University of North Alabama
- Board member, Women in Defense and
- Board Directors of the Society for Industrial Microbiology and Biotechnology (SIMB) committee
- Board member, North Alabama Chapter, Information Security Association
- Founding member, Huntsville Women for Good
- Mother of three adult children
- “I am passionate about helping young girls in SIBM and a huge advocate for girl leadership experiences.”

NEW FOR CONSIDERATION

NOMINEES FOR DIRECTORS-at-LARGE TWO-YEAR TERM (2025 - 2027)

Nominated for Director-at-Large

Meghan Curry Parks

Madison County



- Interim Executive Director, Insights Science Discovery
- Founder, STEM Out Consulting
- Alabama STEM Learning Ecosystem Consultant
- Former Head of Education, High Point Climbing
- MS, Entomology from University of Kentucky
- BA, Near Eastern Studies from University of Arizona
- BS, Ecology and Evolutionary Biology from University of Arizona
- More than sixteen years multifaceted STEM education
- Former Girl Scout, age 6-11 in Arizona

NEW FOR CONSIDERATION

Nominated for Director-at-Large

Staci Stone

Calhoun County



- Vice Provost for Academic Affairs, Jacksonville State University
- Former Associate Dean of Humanities and Fine Arts, Murray State University, Murray, Kentucky
- BA, Advertising and English, University of Alabama
- MA, English Language and Literature, University of South Carolina
- PhD, English Literature, University of South Carolina
- Former Girl Scout and mother of a Girl Scout and granddaughter of a Girl Scout supporter of this council
- Quality Enhancement Plan Director, Jacksonville State University
- Published author, conference presenter and professor
- JSU Faculty Research Activity Award for 6 years
- Mother of 1 daughter and 2 sons
- "I was a Girl Scout for seven years and enjoyed summer camp at Cottaquilla. For four generations, my family believes in the mission of Girl Scouts."

NEW FOR CONSIDERATION

**NOMINEES FOR DIRECTORS-at-LARGE
TWO-YEAR TERM (2025 - 2027)**

Nominated for Director-at-Large

Bea Tatum

Jefferson County



- Corporate Employee Relations Manager, Amazon.com Inc
- Formerly Business Unit Human Resources Manager for WestRock
- Twenty-five years experience in land title, contract management, and human resources
- She holds a Juris Doctor from Birmingham School of Law
- BA, English from Rutgers University
- BS, Organizational Leadership from University of West Georgia
- Current Board member of Special Financing Authority/Hueytown Children's Clinic
- Current Board member of Jbs Mental Health Authority
- Member, Magic City (AL) Chapter of the Links, Incorporated
- Member, Zeta Phi Beta Sorority, Incorporated – Alpha Sigma Zeta Chapter

NEW FOR CONSIDERATION

**NOMINEES FOR BOARD DEVELOPMENT COMMITTEE
TWO-YEAR TERM (2025 - 2027)**

**Nominated for BDC,
Community Member
Tanita Cain**

Jefferson County



- Attorney, The Cain Law Firm
- Owner, Tcain Chicken Sausage
- BA, Howard University
- JD, Howard University Law School
- MPH, University of Alabama at Birmingham
- Girl Scout for 10 years in Birmingham
- Owner/Manager, 1st Fridays Bham for national franchise of urban professionals
- Former Owner, Advantage Equipment (construction equipment)
- Treasurer, Birmingham Bar Association, Women Lawyers Section
- “As a female entrepreneur and business owner, I look forward to empowering girls through the Girl Scout Movement.”

**Nominated for BDC,
Community Member
Ellen Grady**

Jefferson County



- Adjunct Professor, School of Arts and Sciences, Master of Public Administration, Nonprofit Management
- Retired, Senior VP Resource Development, United Way of Central Alabama
- Girl Scout Alum and recipient of the Alice M. Williams Community Impact Award from GSNCA
- BA, Furman College
- MPA, University of Alabama, Birmingham
- Board Member of the Black Warrior Riverkeeper
- Member, Board of Influence of Empowered to Conquer
- “As a lifelong advocate for girls and women, I am excited to serve on the BDC to ensure proper board and volunteer leadership of the organization.”

**NOMINEES FOR BOARD DEVELOPMENT COMMITTEE
TWO-YEAR TERM (2025 - 2027)**

**Nominated for BDC,
Board Member
Jenny McLeroy**
Morgan County



- Attorney, serving as Guardian Ad Litem for indigent parents and dependents in Morgan County
- BA, University of Alabama
- JD, Emory University School of Law
- Girl Scout Alumna from Decatur, AL
- YES! Atlanta – Youth Experiencing Success, Volunteer
- Member Rotary Club, Decatur, AL
- F.A.C.E.S, Board Member
- Tennessee Riverkeeper, Board Member
- “I am interested in providing opportunities for young people to excel in academics and life. I look forward to providing my expertise to the organization and seeing girls achieve their goals.”

NOMINEES FOR GIRL MEMBERS/LIAISONS, NON-VOTING ONE YEAR TERM (2025 - 2026)

Nominated for Girl Liaison

Savannah Deakle

Shelby County



- Senior Girl Scout, 10 years
- 10th Grade, Hoover High School
- Earned Silver Award, Gold Award in progress
- Presidential Community Service Award
- Technology Student Association Engineering President
- Hoover Treble Choir President
- "I would like to expand my leadership knowledge and my commitment to Girl Scouts by serving as a Girl Liaison on the GSNCA Board of Directors. I believe my growing leadership activities have prepared me for this role."

NEW FOR CONSIDERATION

Nominated for Girl Liaison

Regan Martin

Marshall County



- Senior Girl Scout, 9 years
- 10th grade, Plainview High School
- Earned Bronze and Silver Awards, Gold Award in progress
- Drum captain for the Plainview High School Band
- Taking dual enrollment at school
- Active in lighting for theatre department
- Goal is to become a veterinarian
- Instructor for GSNCA Horse program, teaches the girls basic horsemanship, grooming, tacking, feeding, etc.
- "I have always loved being a Girl Scout. I enjoy serving my community by volunteering at our local vets office and the DeKalb County Animal Adoption Center. "

NEW FOR CONSIDERATION

NOMINEES FOR GIRL MEMBERS/LIAISONS, NON-VOTING ONE YEAR TERM (2025 - 2026)

Nominated for Girl Liaison

Anna Lilia Thors

Shelby County



- Senior Girl Scout, 10 years
- 10th grade, Briarwood Christin School
- Earned Bronze and Silver Award
- Girl Scout Summit Awards, Daisy – Senior
- Junior Aide Award
- Service to Girl Scouting, Cadette & Senior
- Torch Award, Cadette & Senior
- Safety Awards, Daisy - Senior
- GSNCA Girl Media Squad member, 4 years
- Older Girl Advisory Committee, 3 years
- GSUSA Destinations- Maine Wilderness Destination (2022)
- GSHG QuestFest (2018 & 2019)
- Briarwood Karis Show Choir, Chaplain & Dance Captain
- Briarwood Colorguard
- Birmingham Academy of Dance, 11 years

NEW FOR CONSIDERATION

Nominated for Girl Liaison

Sarah Sloughfy

Calhoun County



- Ambassador Girl Scout, 13 years
- 12th grade, Jacksonville High School
- Earned Bronze and Silver Awards, Gold Award in progress
- GSNCA Girl Media Squad member, 4 years
- Older Girl Advisory Committee, 3 years
- Winner of GSNCA space essay contest, 2022
- Attended Girl Scout Destinations to Yellowstone and Grand Tetons (2022), Camp Fury (2023) and Pacific Northwest Adventures (2024)
- JHS Student Council Representative, 4 years
- Vice President, JHS HOSA
- Youth Leadership Council of Calhoun County
- Member, Junior National Honor Society
- JHS Varsity Soccer, Cross Country, Track & Swim Team, Club Mountain Biking Team
- Vice President, Alabama 4-H State Ambassadors

NOMINEES FOR NATIONAL DELEGATES THREE YEAR TERM (2025 - 2028)

Nominated for National Delegate

DeeAnn Collins

Cullman County



- Active adult Girl Scout volunteer since 2017
- Service Unit Manager
- Service Unit Special Events Coordinator, SU School Liaison, and SU GSLE Coach/Mentor in Cullman
- Parent Committee, Cullman County Public Schools
- Active in Cullman VFW
- Project Team Leader for Apollo Retail
- “Using my experience in policy-making, I aspire to enhance my understanding of the Girl Scout movement and make a meaningful impact on future generations of Girl Scouts.”

Nominated for National Delegate

Kimberly Darby

Calhoun County



- Troop Leader, Adult volunteer and SU Delegate, GSNCA since 2018
- Lifetime Member, Girl Scouts
- Girls’ Soccer Coach, Jacksonville High School
- VSB Leaders and Consignment Sale Board member, Jacksonville United Methodist Church
- Summer Camp adult volunteer, Calhoun County 4-H
- Former Logistics Officer, US Army for 21+ years
- BS, American History, the U.S. Military Academy at West Point
- MS, Educational Leadership, Troy State University
- MS, Elementary Education, Old Dominion University
- “From my policy-making experiences in the Army, Girl Scouts and teaching backgrounds, I want to represent the Council and the direction of Girl Scouts at the national level to help shape the Girl Scout movement for ALL girls.”

NOMINEES FOR NATIONAL DELEGATES THREE YEAR TERM (2025 - 2028)

Nominated for National Delegate

Honora Gathings Pinnick

Jefferson County



- Service Unit Manager and Recruiter from 2017-2023
- Troop Leader, First Aider, Camp Certified since 2017
- Executive Director, Kiwanis Club of Birmingham
- Governance Director, Junior League of Birmingham
- Former Director of Communications, Independent Presbyterian Church
- Former midday anchor for ABC 33/40
- Board of Directors, YouthServe, Campfire USA, and Levite Jewish Community Center
- MS, Broadcast Journalism, Boston University
- BA, Mass Media Studies, Florida State University
- “Girl Scouts in life-changing. I’ve seen it. Every girl has a place in Girl Scouts. No other activity is as affirming, positive and inclusive for girls. I have the communications and leadership skills to be an effective connector between our council and GSUSA.”

Nominated for National Delegate

Jaqueline Broadenax

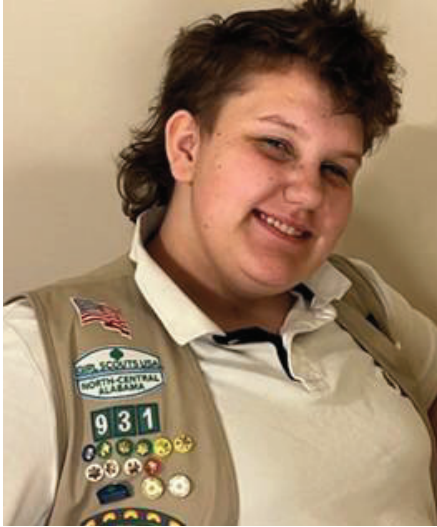
Madison County



- Ambassador Girl Scout, 12 years
- 12th grade, New Century Technology High School in Huntsville
- Current GSNCA Alternate National Delegate
- Service Unit Delegate, 3 years
- Earned Bronze and Silver Awards, gold Award in progress
- Top Troop and Service Unit Cookie Seller
- Older Girl Advisory Committee, 2 years
- Media Squad Committee, 2 years
- GSNCA American Rocketry Team, 3 years
- Church Mentor for Younger Children
- Alabama State HOSA Bowl Winner, 1st place
- “I want to learn more of Robert’s Rules of Order and to be a voice for GSNCA.”

NOMINEES FOR NATIONAL DELEGATES THREE YEAR TERM (2025 - 2028)

Nominated for National Delegate **Maggie Killingsworth** St. Clair County



- Senior Girl Scout, 11 years
- 10th grade, Honor student, Magic City Acceptance Academy
- Earned Bronze and Silver Awards
- GSNCA Climbing Wall and Archery facilitator
- Councilor in Training, 2 summers
- Presidential Volunteer Service Award Gold and Silver
- Member, Technical Theatre Club and Mixed Media Art Club
- “Every Girl Scout’s voice matters and needs to be heard. I want Girl Scouting to change for the good of all girls and I think I can help explain what girls need now and how girls can advocate for themselves. I also want to learn how laws and changes are made in a national membership organization.”

Nominated for National Delegate **Rachel Sloughfy** Calhoun County



- Cadette Girl Scout, 8 years
- 8th Grade, Jacksonville High School
- Active in cross country, mountain biking, band and student council at Jacksonville High School
- Participant, Girl Scouts travel programs to North Carolina and Dauphin Island
- Selected for the Pacific STEM Destination trip, summer 2025
- Earned Bronze Award
- Vice President, 4-H Calhoun County Youth Council
- Competitive dancer, Crazy About Dance
- Youth member, Jacksonville First United Methodist Church
- “I hope to further expand my knowledge for policy making and help Girl Scouts become the best it can be.”

NOMINEES FOR NATIONAL DELEGATES THREE YEAR TERM (2025 - 2028)

Nominated for Alternate Delegate

Zara Broadnenax

Madison County



- Troop Leader 12 years (Oklahoma and Alabama)
- Delegate, National Council, 2022-2025
- Alternate Delegate, National Council, 2020
- Service Unit Manager, 6 years
- Volunteer of Excellence Award, 2020
- Lifetime Member
- Served as member of GSNCA Product Sales Task Group, 3 years
- Service Unit Co-Chair for Fall Product and Cookie Programs, 6 years
- Former officer, US Army
- BA, Accounting, Southern University
- MS, Business Management, Troy University
- “Girl Scouts has always been a part of my life and my belief in its vision and mission are key to my desire to help lead the voice of members at the national level.”

Nominated for Alternate Delegate

Eva Jeffries

Jefferson County



- Senior Girl Scout, 10 years
- 9th grade, Homewood High School
- Key Club and SGA at Homewood High School, 2024
- Peer Helper, Homewood Middle School, 2022-2024
- Camp Counselor, Camp KPC Program Center, Summers, 2023-2024
- Earned Bronze and Silver Awards
- Volunteer, Trinity Outreach Hub Food Bank
- Nursery Employee, Trinity United Methodist Church, 2024
- Member, National Epilepsy Leadership Council
- “I hope to become more involved in Girl Scouts nationally and am interested in leadership roles and politics. I really want to make a difference, not just in my community, but in my state and country.”

NOMINEES FOR NATIONAL DELEGATES THREE YEAR TERM (2025 - 2028)

Nominated for Alternate Delegate

Abigail Pitts

Calhoun County



- Senior Girl Scout, 8 years Girl Scout
- 10th Grade, Oxford High School
- Oxford Middle and High School Choirs
- Active in softball and wrestling at school
- Top cookie seller in her troop, selling over 4,000 boxes in 2024
- Active in Hometown Heroes program, securing business sponsorships that support National Guardsmen
- Patrol Leader for Seniors in her GS troop
- Participant, Girl Scouts travel programs to Key West, New York City, Texas, New Mexico and Arizona.
- “I want to learn and understand more about Girl Scouting nationally and think I am an effective speaker and good decision-maker. I feel like this position will take my Girl Scout experience to the next level.”

BYLAWS OF GIRL SCOUTS OF NORTH-CENTRAL ALABAMA, INC.

ARTICLE I - NAME

The name of the corporation shall be Girl Scouts of North-Central Alabama, Inc., hereinafter referred to as “the corporation,” a not-for-profit corporation, organized under the laws of the State of Alabama.

ARTICLE II - PURPOSE

The purpose of the corporation shall be, as defined in the Articles of Incorporation, and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America, hereinafter referred to as GSUSA.

ARTICLE III - VOTING MEMBERS

SECTION 1- ELIGIBILITY

Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through and in good standing with the corporation are eligible to be voting members of the corporation.

SECTION 2 - COMPOSITION

- A. Voting members of the corporation shall consist of:
 - 1. delegates elected by their service units as defined by the board of directors;
 - 2. voting members of the board of directors;
 - 3. members of the Board Development Committee, if not otherwise voting members of the corporation.
- B. The number of voting members of the corporation shall be no fewer than one hundred (100).
- C. The majority of voting members of the corporation shall be those elected by the service units.

SECTION 3- ELECTION

- A. **Procedure:** Each service unit shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.
- B. **Number:**
 - 1. The number of delegates and alternates to which each service unit is entitled shall be based on the number of girl members in the service unit as of September 30 of each membership year, according to a formula established and administered by the board of directors.
 - 2. Each service unit shall be entitled to at least one (1) delegate.

C. Terms and Vacancies:

1. Delegates shall serve for a term of one year or until their successors are elected or appointed and assume office.
2. Terms of office shall begin at the close of the meeting at which delegates are elected or appointed.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1- COMPOSITION

The board of directors shall consist of between nineteen (19) and twenty-three (23) voting members and additional non-voting members, as defined below.

- A. The five (5) elected officers of the corporation which include the president of the board of directors (who shall have the working title of chair of the board of directors), first vice president, second vice president, secretary, and treasurer, all with full voting rights;
- B. Between fourteen (14) and eighteen (18) directors-at-large with full voting rights, including:
 1. A delegate coordinator, elected by the voting members of the corporation, shall serve as a member of the board of directors with full voting rights. The delegate coordinator shall serve as a liaison between the board of directors and the delegates. The delegate coordinator will also ensure appropriate training is provided for the voting members of the corporation prior to the annual meeting and for the National Council delegates prior to the GSUSA National Convention.
 2. The chair of the board development committee, if not otherwise elected to the board of directors, shall serve as a member of the board of directors with full voting rights.
- C. As many as four (4) and no fewer than one (1) registered Girl Scout(s), ages of fourteen (14) through eighteen (18), shall be elected to serve as non-voting members of the board in compliance with Alabama law.
- D. The Chief Executive Officer shall be an ex-officio member of the board of directors without vote.
- E. Other duly elected members of the board of directors, either with or without vote, who have not completed their term of office.

SECTION 2- ELIGIBILITY

- A. Individuals who are elected to the board of directors must live or work within the corporation's jurisdiction.
- B. Voting members of the board of directors must be at least the age of majority according to state law.
- C. Any registered adult serving as an appointed operational volunteer who is elected as a voting member of the board of directors shall relinquish his or her role as an appointed operational volunteer.

SECTION 3- TERM OF OFFICE

- A. The officers and the voting directors-at-large shall be elected in accordance with Article IX of these bylaws for a term of two (2) years, or until their successors are elected or appointed and assume office. The delegate coordinator shall be elected for a term of two (2) years, or until their successor is elected and assumes office. Non-voting girl members shall serve a one (1) year term.
- B. Terms of office shall begin at the close of the annual meeting at which the board member is elected and continue until a successor is elected and assumes office.
- C. No individual, including president of the board of directors, shall serve more than two (2) consecutive terms in any particular position.
- D. No individual shall serve more than a total of four (4) consecutive terms on the board of directors regardless of position(s) held but may be considered for election again providing that a span of one (1) term has expired since the end of the last term served. The only exception is that an individual shall be eligible to serve two (2) consecutive terms as president of the board of directors regardless of the number of consecutive terms that individual shall have served in any office or offices other than president of the board of directors.
- E. No individual shall hold more than one office at a time.
- F. A director who has served more than half of a specific term in an office or position shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or other positions.

SECTION 4- VACANCIES

- A. In the event of a vacancy in the office of president, the first vice president shall succeed to the office of the president for the remainder of the unexpired term.
- B. Any vacancy occurring in a position other than president shall be filled for the remainder of the unexpired term by a majority vote of the board of directors.

SECTION 5- POWER, AUTHORITY, AND ACCOUNTABILITY

- A. **Power and Authority:** The board of directors shall have full power and authority over the business of the corporation except as otherwise provided in the Articles of Incorporation, these bylaws, or by statute.
- B. **Accountability:** The board of directors is accountable to:
 - 1. the state of incorporation for adherence to state corporation law;
 - 2. the federal government in matters relating to legislation affecting non-profit/not-for-profit/non-stock corporations (including but not limited to, the requirements of the Internal Revenue Service as to 501(c)(3) public charities);
 - 3. the corporation membership for managing the affairs of the corporation including the development of funding and financial stability and the development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the corporation and the Movement;

4. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements.

SECTION 6- REGULAR MEETINGS

- A. Scheduling:** The board of directors shall hold at least four (4) regular meetings a year at such time and place as the board of directors may determine.
- B. Notice:** Notice of date, time, place, and manner of each board of directors meeting shall be provided to each member of the board of directors not fewer than seven (7) days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum:** Fifty percent plus one (50% +1) of voting board of director members present in person or linked by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time, shall constitute a quorum for the transaction of business.
- D. Voting:**
 1. Each member of the board of directors shall be entitled to one vote.
 2. No member shall vote in more than one capacity.
 3. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote of those present at a meeting at which a quorum is present.
 4. Proxy and/or absentee voting shall not be allowed.

SECTION 7 –SPECIAL MEETINGS

- A. Scheduling:** Special meetings may be called by the president and shall be called by the president upon written request of at least six (6) board of director members. Such special meetings shall take place within thirty (30) days from the date of the written request.
- B. Notice:** Notice of date, time, place, manner and specific purpose of the special meeting shall be provided to each member of the board of directors not fewer than ten (10) days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum:** Fifty percent plus one (50% +1) of voting board of director members present in person or linked by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time, shall constitute a quorum for the transaction of business.
- D. Voting:**
 1. Each member of the board of directors shall be entitled to one vote.
 2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote of those present at a meeting at which a quorum is present.
4. Proxy and/or absentee voting shall not be allowed.
5. No business shall be transacted except that for which the special meeting has been called as reflected in the notice of the meeting.

SECTION 8 –REMOVAL

- A. Any director, including any officer, who is absent from three (3) consecutive regular meetings may be removed from the board of directors by a two-thirds (%) vote of the directors present and voting at any meeting at which a quorum is present.
- B. Any director, including any officer, may be removed with or without cause by a two-thirds (%) vote of the total number of voting members of the board of directors.

ARTICLE V - OFFICERS

SECTION 1- ELECTED OFFICERS

The elected officers of the corporation shall be the president (who shall have the working title of chair of the board of directors), first vice president, second vice president, secretary, and treasurer.

SECTION 2 – EX-OFFICIO OFFICERS

The chief executive officer (CEO) shall be appointed by the board of directors to serve at its pleasure and shall serve as an ex-officio officer of the corporation without voting rights.

SECTION 3- TERM OF OFFICE

- A. The officers shall be elected in accordance with Article IX of these bylaws for a term of two (2) years, or until successors are elected or appointed and assume office.
- B. Terms of office shall begin at the close of the annual meeting at which the officer is elected and continue until a successor is elected and assumes office.
- C. No individual, including president of the board of directors, shall serve more than two (2) consecutive terms in any particular position.
- D. No individual shall serve more than a total of four (4) consecutive terms on the board of directors regardless of position(s) held but may be considered for election again providing that a span of one (1) term has expired since the end of the last term served. The only exception is that an individual shall be eligible to serve two (2) consecutive terms as president of the board of directors regardless of the number of consecutive terms that individual shall have served in any office or offices other than president of the board of directors.
- E. No individual shall hold more than one office at a time.
- F. An officer who has served more than half of a specific term in an office or position shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or other positions.

SECTION 4-VACANCY IN OFFICE

- A. In the event of a vacancy in the office of president, the first vice president shall succeed to the office of the president for the remainder of the unexpired term.
- B. Any vacancy occurring in a position other than president shall be filled for the remainder of the unexpired term by a majority vote of the board of directors.

SECTION 5- DUTIES OF OFFICERS

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the corporation, the board of directors, or the president of the board of directors.

A. The president shall:

- 1. have the working title of chair of the board of directors;
- 2. be the principal officer of the corporation;
- 3. preside at all meetings of the corporation, the board of directors, and the executive committee;
- 4. lead the board of directors in setting strategic direction and providing oversight of the management and affairs of the corporation;
- 5. report to the voting members of the corporation as to the conduct and management of the affairs of the corporation;
- 6. serve as an ex-officio member of all committees except the board development committee.

B. The first vice president shall:

- 1. preside at meetings of the corporation, the board of directors, or the executive committee in the absence or inability of the president, or when delegated the responsibility of presiding;
- 2. assist the president as assigned;
- 3. in the event of the vacancy in the office of the president, succeed to the office of president for the remainder of the unexpired term.

C. The second vice president shall:

- 1. preside at meetings of the corporation, the board of directors, or the executive committee in the absence or inability of the president and first vice president, or when delegated the responsibility of presiding;
- 2. assist the president as assigned.

D. The secretary shall:

- 1. ensure that proper notice is given for all meetings of the corporation, the board of directors, and the executive committee;

2. ensure that minutes of all meetings of the corporation, the board of directors, and the executive committee are kept and submitted to the president in a timely manner.

E. The treasurer shall:

1. provide effective stewardship, control, and oversight of the corporation's finances;
3. serve as member of the finance committee and the audit committee.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION 1- COMPOSITION

The executive committee shall consist of:

- A. the elected officers of the corporation;
- B. two (2) members-at-large of the board of directors, appointed for a term of one (1) year by the president immediately following the annual meeting;
- C. the chief executive officer serving as an ex-officio member with voice but without vote.

SECTION 2- DUTIES

- A. The executive committee shall exercise the authority of the corporation board of directors between the meetings of the board of directors, except that the executive committee shall not have the authority to:
 1. adopt the budget;
 2. amend or revise the articles of incorporation or the bylaws;
 3. take action which is contrary to, or a substantial departure from, the direction established by the board of directors or which represents a major change in the affairs, business, or policy of the corporation.
- B. The executive committee shall submit to the board of directors at each board meeting a report of all actions taken since the last meeting of the board of directors. Action taken by the executive committee shall be presented for ratification by the board of directors.

SECTION 3- MEETINGS

- A. Meetings of the executive committee shall be called by the president or upon written request of the majority of members of the executive committee to be held within seven (7) days of receiving the request.
- B. Notice of the date, time, place, and manner of each meeting shall be provided twenty-four (24) hours in advance of the meeting unless precluded by an emergency.

SECTION 4 – QUORUM

A majority of the executive committee members then in office shall constitute a quorum for the transaction of business. Members of the executive committee may be considered present at the

meeting and participate in the meeting by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time.

SECTION 5 – VOTING

- A. Each member of the executive committee shall be entitled to one (1) vote;
- B. Unless otherwise designated by statute, the articles of incorporation, or these bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and/or absentee voting shall not be allowed.

ARTICLE VII- BOARD DEVELOPMENT COMMITTEE (BDC)

SECTION 1- COMPOSITION

The board development committee shall be composed of seven (7) members. No fewer than three (3) and no more than four (4) board development committee members, including the chair, shall be members of the board of directors. The CEO of the corporation shall serve as an ex-officio, non-voting member and shall not be counted toward any quorum requirements. Between meetings of the corporation, the board development committee shall work in partnership with and report to the board of directors.

SECTION 2- ELECTION, TERM, AND VACANCIES

- A. Members of the board development committee shall be elected in accordance with Article IX of these bylaws for a term of two (2) years, or until their successors are elected or appointed and assume office and shall serve consecutively for no more than two terms.
- B. Terms of the office shall begin at the close of the annual meeting at which the elections are held.
- C. The term of office of as few as three (3), but no more than four (4), of the members shall expire at the annual meeting of the corporation.
- D. An individual who has served a half term or more in office shall be considered to have served a full term in office.
- E. In the event of a vacancy in any position other than board development committee chair, the vacancy shall be filled by the board of directors for the remainder of the unexpired term.

SECTION 3- SELECTION, TERM, AND VACANCY OF COMMITTEE CHAIR

- A. At its first meeting following the election, the board development committee shall elect from amongst its eligible members an individual to serve as chair of the board development committee.
- B. The term of office for chair of the board development committee shall be one (1) year and no person shall serve more than one (1) year during any term as a board development committee member.

- C. In the event of a vacancy in the office of chair, the board development committee shall elect a new chair from its eligible members to serve the remainder of the term.
- D. An individual who has served a half term or more in the office shall be considered to have served a full term in the office.
- E. If not already a member of the board of directors, the chair shall serve as an ex-officio member of the board of directors, with all rights and responsibilities of other board members.

SECTION 4- QUORUM

Four (4) members of the committee, including at least one member of the board of directors, shall constitute a quorum. Members of the board development committee may be considered present at the meeting and participate in the meeting by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time.

SECTION 5- RESPONSIBILITIES

The Board Development Committee is responsible:

- A. for soliciting and recruiting candidates for elected positions at the annual meeting of the corporation.
- B. for nominating candidates for vacancies on the board of directors and the board development committee between annual meetings.
- C. for providing to the membership of the corporation a single slate for all positions for election, including officers, directors, and board development committee members.
- D. for providing to the membership of the corporation in accordance with the time frame established by GSUSA, a single slate of delegates and alternates to the National Council Session of GSUSA.
- E. for developing in conjunction with the board of directors
 - 1. board of directors orientation and education materials,
 - 2. board development materials,
 - 3. methods for identifying and communicating the needed skills and talents for the corporation board of directors and committees,
 - 4. methods for succession planning,
 - 5. board of directors annual self-assessment materials.
- F. for conducting board of directors and board development training sessions as needed and/or as directed by the board of directors.

SECTION 6- NOMINATIONS FROM THE FLOOR

- A. Nominations may be made from the floor at the annual meeting of the members of the corporation provided that the eligibility of the individuals so nominated has been established. Eligibility Requirements include:

1. age of majority in state of Alabama
 2. membership in GSUSA
- B. The written consent of any individuals to be nominated from the floor must be secured and submitted to the board development committee chair at least fourteen (14) days prior to the annual meeting.

SECTION 7- REGULAR MEETINGS

Regular meetings of the committee shall be held at such time and place as determined by the committee. Notice of the date, time, place, and manner of a meeting shall be provided in advance, to the extent possible, of such meeting.

SECTION 8- REMOVAL

Any board development committee member may be removed by a two-thirds (2/3) vote of the total number of voting members of the board of directors, provided that removal is first recommended by a majority vote of the board development committee.

ARTICLE VIII -COMMITTEES

SECTION 1- ESTABLISHMENT

The board of directors may establish committees and/or task groups, as needed, which shall operate under the general supervision of the board of directors. The standing committees shall be Audit and Finance.

SECTION 2- APPOINTMENT

- A. The chair of any committee or task group shall be appointed by the president, subject to the approval of the board of directors.
- B. Members of any committee or task group shall be recommended by the chair of the respective committee or task group in consultation with the president and appointed by the president.
- C. At least one (1) member of any committee or task group shall be a member of the board of directors.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the president in accordance with Section 2.A. or 2.B. of this Article.

SECTION 3- QUORUM

The quorum for meetings of any committee or task group shall be a majority of the members of such committee or task group. Members of the committees may be considered present at the meeting and participate in the meeting by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time.

SECTION 4 – MEETINGS

Notice of the date, time, place, and manner of a meeting shall be provided in advance, to the extent possible, of such meeting.

ARTICLE IX – MEETINGS

SECTION 1- ANNUAL MEETING

- A. Scheduling:** The corporation shall conduct an annual meeting of the members of the corporation each year at a date, time, place, and manner to be determined by the board of directors.
- B. Notice:** Notice of the date, time, place, and manner of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, instructions for balloting if the election is to be held electronically or by mail, and any proposed amendments to these bylaws shall be hand delivered, mailed, or electronically transmitted to each voting member of the corporation not more than forty-five (45) days nor less than thirty (30) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business:** At the annual meeting, the corporation shall:
1. elect officers, directors, girl members, members of the board development committee, and in appropriate years, delegates and alternates to the National Council Session of GSUSA. If the election is held by mail or electronic ballot, the results of the election shall be provided as soon as practical;
 2. consider any proposed amendments to the corporation bylaws;
 3. provide input on key issues affecting the corporation and the Girl Scout Movement;
 4. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors.
- D. Quorum:** The quorum for the annual meeting shall be a majority of the voting delegates. Of the established quorum, at least 50 percent + 1 of the voting delegates must represent the corporation's service units.
- E. Voting:** Voting shall be in accordance with the following:
1. each delegate of the corporation shall be entitled to one vote.
 2. no member shall vote in more than one capacity.
 3. unless otherwise designated by statute, the articles of incorporation, or these bylaws, all matters shall be determined by a majority vote.
 4. proxy and/or absentee voting shall not be allowed.

SECTION 2- SPECIAL MEETINGS

- A. Scheduling:** A special meeting of the corporation membership may be called by the president and shall be called by the president upon the written request of a majority of the members of the board of directors then in office or upon the written request of twenty-five (25) percent of the service units. Such special meetings shall take place within thirty (30) days from the date of the written request. The purpose of the meeting shall be stated in the written request.
- B. Notice:** Notice of the date, time, place, manner, and specific purpose of the meeting shall be provided to each voting member of the corporation at least ten (10) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum:** Quorum shall be in accordance with Article IX, Section 1.D of these bylaws.
- D. Voting:** Voting shall be in accordance with Article IX, Section 1.E of these bylaws. No business shall be transacted except that for which the special meeting has been called as reflected in the notice of the meeting.

SECTION 3. MANNER OF MEETINGS

- A.** Any annual, regular, or special meeting of the corporation, the Board of Directors, Board Development Committee, Executive Committee, or other committee or task group, and any meeting related to the governance or operation of the corporation may be held in person or by telephone or similar communication equipment (or assistive technology), or by a combination of attendees present in person or by telephone or similar communication equipment (or assistive technology), provided all person participating in the meeting can hear each other and be heard at the same time.
- B.** Persons participating in a meeting by telephone or similar communication equipment (or assistive technology) shall be considered present at such meeting.

SECTION 4. ACTION BY WRITTEN MAIL OR ELECTRONIC BALLOT

- A.** Any action that may be taken at any annual or special meetings of the corporation may be taken without a meeting if a mail or electronic ballot is delivered to every member entitled to vote on the matter.
- B.** Voting by written mail or electronic ballot pursuant to this section is valid only when the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of affirmative votes equals or exceeds the number of votes that would be required to adopt the matter if the vote were held at an in-person meeting.
- C.** A written mail or electronic ballot shall not be revoked or changed once it has been executed.

ARTICLE X - SERVICE UNITS

SECTION 1- SERVICE UNITS

The board of directors shall recognize geographic subdivisions called service units within the corporation jurisdiction. Service Units shall serve in both governance and management capacities to support the delivery of services to the members of the corporation.

SECTION 2- MEMBERS

Each member of the GSUSA, registered through the corporation in a service unit, shall be a member of that service unit. The general membership of the service unit shall elect delegates and alternates to represent the service unit in governance matters.

SECTION 3- SERVICE UNIT RESPONSIBILITIES

Each service unit shall:

- A. elect candidate(s) fourteen (14) years old or older to be delegate(s) to the annual meeting.
- B. provide a forum for communication between service unit members and the board of directors through their elected delegate(s):
 - 1. to advise on proposed plans, policies, and other matters referred to the service unit by the board of directors;
 - 2. to participate in the strategic planning process as delegated by the board of directors;
 - 3. to submit proposals for improving the quality of Girl Scouting;
 - 4. to perform such other duties as may be delegated by the board of directors;
 - 5. to recommend potential community partners.

SECTION 4- GOVERNANCE MEETINGS

- A. Each service unit shall have at least two (2) meetings annually where governance is discussed. Meetings may be conducted in person, or by telephone or similar communication equipment (or assistive technology) provided all persons participating in the meeting can hear each other and be heard at the same time.
- B. Special Governance Meetings
 - 1. Special governance meetings of the service unit may be called at the request of the delegate coordinator, the service unit delegate, or the board of directors.
 - 2. Special governance meetings may be called upon request of any existing service unit troop or membership group of five (5) or more.
 - 3. No business shall be transacted except that for which the meeting has been called.
 - 4. Written notice of the time, place and purpose of the meeting shall be provided to each member of the service unit not fewer than three (3) days before the meeting. Meetings may be conducted in person, or by telephone or similar communication equipment (or assistive technology), provided all persons in the meeting can hear each other and be heard at the same time.

SECTION 5 - DELEGATE RESPONSIBILITIES

- A. Delegate(s) shall attend delegate meetings (including the annual meeting), forums, and other meetings as provided by the board of directors.
- B. Delegate(s) shall provide a chain of communication between the service unit and the delegate coordinator.
 - 1. Delegate(s) shall gather input from their service unit on proposed plans, policies, and other matters and shall relay that input to the delegate coordinator.
 - 2. Delegate(s) shall communicate proposed plans, policies, and other matters from the board of directors to their service unit to include all members 14 years of age and older.
 - 3. Delegate(s) shall participate in the strategic planning process as delegated by the board of directors.
 - 4. Delegate(s) shall submit proposals from the service unit to the delegate coordinator
 - 5. Delegate(s) shall perform other duties as assigned by the board of directors through the delegate coordinator.

ARTICLE XI - NATIONAL COUNCIL DELEGATES

SECTION 1- ELIGIBILITY

Delegates and alternates to the National Council Session of the GSUSA shall be United States citizens age fourteen (14) years and older. They shall be members of the GSUSA registered through the corporation at the time of election and throughout the term of service.

SECTION 2- ELECTION

The delegates and alternates to the National Council Session of the GSUSA shall be elected in accordance with Article IX of these bylaws in accordance with the timeframe established by the GSUSA and shall serve a term of three (3) years or until their successors are elected and assume office.

SECTION 3- VACANCIES

The board of directors or executive committee 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 from amongst the eligible members of the corporation.

ARTICLE XII - FISCAL RESPONSIBILITIES

SECTION 1- FISCAL YEAR

The fiscal year of the corporation shall be October 1 through September 30.

SECTION 2- CONTRIBUTIONS

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the corporation shall be accepted or collected only as authorized by the board of directors.

SECTION 3- DEPOSITORIES

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the board of directors.

SECTION 4- APPROVED SIGNATURES

Approvals for signatory authority in the name of the corporation and access to funds and securities of the corporation shall be authorized by the board of directors.

SECTION 5- BONDING

All persons having access to or responsibility for the handling of monies and securities of the corporation shall be bonded in the amount authorized by the board of directors.

SECTION 6- BUDGET

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in excess of the total budgetary amounts without prior approval of the board of directors.

SECTION 7- PROPERTY

Title to all property except service unit and troop equipment shall be held in the name of the corporation.

SECTION 8- AUDITS

An independent, certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the corporation. A report of the audit shall be submitted to the board of directors and to the GSUSA. After board of directors approval of the Audit, it shall be posted to the corporation website and will be available to the corporation membership.

SECTION 9- FINANCIAL REPORTS

A summary report of the previous fiscal year's financial condition of the corporation shall be presented to the membership at the annual meeting.

SECTION 10- INVESTMENTS

The funds of the corporation shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

SECTION 11-LEGAL COUNSEL

Independent legal counsel may be retained by the board of directors as needed.

ARTICLE XIII -CONFLICT OF INTEREST

The board of directors shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with his/her service on the board of directors.

ARTICLE XIV - INDEMNIFICATION

The corporation is and shall henceforth be obligated to indemnify and hold harmless all directors, officers, employees, and agents of the corporation, whether or not their term or employment shall have expired, from any loss, expense, liability or claim of liability of every kind whatsoever that they may at any time pay or incur, as a direct or indirect consequence of any actions taken or omitted or alleged to have been taken or omitted on behalf of the corporation, by its directors or officers, or by themselves as such directors or officers, excepting only such as may be paid or incurred in relation to matters that they, respectively, shall be adjudged by action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of their duties for the corporation. Such indemnification shall be cumulative and not exclusive of any other rights that the directors or officers of the corporation may be entitled under any law, agreement, corporate action, or otherwise.

ARTICLE XV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the corporation, subject to the laws of the State of Alabama, the articles of incorporation, and these bylaws and any special rules of order adopted by the corporation of board of directors.

ARTICLE XVI - AMENDMENTS

These bylaws may be amended by a two-thirds ($\frac{2}{3}$) vote of the voting members of the corporation present and voting at a meeting of the corporation at which a quorum is present, provided that the proposed amendments shall have been distributed at least thirty (30) days prior to the meeting at which the amendments will be considered.

Established: September 29, 2007

Revised: August 22, 2009

Revised: April 27, 2013

Revised: April 26, 2014

Revised: April 25, 2015

Revised: April 23, 2016

Revised: April 10, 2021