

**MINUTES
ANNUAL MEETING
GIRL SCOUTS OF GULFCOAST FLORIDA, INC.
THURSDAY, JANUARY 19, 2023**

Call to Order

The virtual 60th Annual Meeting of the Girl Scouts of Gulfcoast Florida, Inc. was called to order by President Richard Cyphers at 7:00 pm via GoToWebinar and announced the meeting was being recorded to be shared for future viewing. GoToWebinar attendee instructions were provided for participant communication. Madison Witherspoon, Gulfcoast board member and Girl Scout Ambassador, led the assembly in the Pledge of Allegiance, Girl Scout Promise and Girl Scout Law.

Welcome

President Cyphers welcomed delegates, members, community supporters, and guests from the ten county jurisdiction of Girl Scouts of Gulfcoast Florida, Inc. Girl member delegates in attendance were recognized. President Cyphers announced the Annual Meeting February 22, 2022 and Special Meeting July 19, 2022 minutes included in the Delegate Workbook were approved by the Board Secretary Ashley Harris and the minutes committee members for each meeting. President Cyphers appointed Board Secretary Ashley Harris to serve as Chair of the Minutes Committee, along with committee members Karin Bleyer and Joyce Rollins. President Cyphers introduced the officers (Juliana Meek, Vice President; Ashley Harris, Secretary; and Karen Huebner, Treasurer) and members-at-large (Karin Bleyer, Maegan Cardillo, Bonny Eads Dery, Sharon Preston-Folta, Devaney Iglesias, Lauren Johnston, Rosalind Mathews, Christina Ottman, Joyce Rollins, Angela Smith, and Madison Witherspoon) of the Board of Directors, National Council Delegates (Julianne Arthur, Juliana Meek, Christina Ottman, and Bryanna Sparks) and Alternates (Michaela Fischer, Olivia Trader, Mackenzie Valenza, Mary Anne Servian, and Richard Cyphers), and Chief Executive Officer Mary Anne Servian. He recognized with appreciation the staff for their dedicated efforts in supporting council goals.

Ms. Servian joined President Cyphers in welcoming attendees. In 1912, Girl Scouts was established to blaze new trails and redefine what's possible for girls everywhere. Throughout this time, we have faced challenges – but we are Girl Scouts and with the dedication of volunteers, alum, donors, board members, and staff we deliver the Girl Scout Leadership Experience and support our girls as they gain the tools they need to solve the problems they care about with bold solutions that only they can imagine.

Report of Delegate Count and Establishment of Quorum

President Cyphers stated the Council Bylaws require that 25-percent of the voting members of the council shall be present to constitute a quorum for the transaction of business, provided that a majority of the service units have at least one elected delegate present. Therefore, the number of voting members required for quorum was 13 and 11 service units. Gulfcoast staff Marie Graziosi reported 45 delegates were present, 17 service units were represented, and 26 non-voting members were present. The total number of attendees at the meeting was 71. The Bylaws Article IV requirements were met, and the chair declared a quorum present.

Standing Rules and Meeting Procedures

The Standing Rules and Meeting Procedures were distributed in the Delegate Workbook and President Cyphers requested a motion to adopt. Service unit delegate Gina Pabalan moved to adopt the Standing Rules and Meeting Procedures as distributed. Service unit delegate Joe Irick seconded the motion. A poll was launched for voting members to select YES for in favor and NO for opposed. Voting members include Service Unit Delegates, Board of Directors, and National Council Delegates. The poll was closed, and results were displayed at 100% in favor. President Cyphers announced the motion carried.

Treasurer's Annual Report

Board Treasurer Karen Huebner reported the fiscal year 2022 Audit had been issued with an unmodified opinion with no irregularities, material weaknesses or fraud identified. Prior year management letter recommendations to strengthen internal controls relating to credit card limits, agreement review, and retention of employee offer letters were satisfactorily accepted and implemented. Total revenue was \$2,287,605 after investment losses of \$1,083,138. Total expenses were \$3,700,156. Final net results were a decrease in net assets of \$1,412,551. Product sales programs accounted for 87% of revenue, excluding investment activity. The functional expense breakdown indicated 80% of spending on program services, 16% on management & general, and 4% on fundraising. Total net assets were \$12,982,345.

Gulfcoast Annual Report

President Cyphers and Ms. Servian presented highlights of the council's accomplishments for the 2021-2022 membership year for the Gulfcoast Annual Report and Strategic Goals. The Annual Report is published on the council website.

Election

On behalf of the Board of Directors, Vice President Juliana Meek presented the 2023 single slate of nominees. Officers nominated for a 2-year term ending 2025: Richard Cyphers, President; Juliana Meek, Vice President; Ashley Harris, Secretary; and Karen Huebner, Treasurer. Members-at-large nominated for a 2-year term ending 2025: Devaney Iglesias, Lauren Johnston, Christina Ottman, and Joyce Rollins. Sharon Preston-Folta term has ended, however she has agreed to continue as Audit Committee Chair. Council Bylaws, Article IV, allow nominations for any of the elected positions to be made from the floor at the Annual Meeting provided the individual to be nominated has consented in writing to serve if elected and the nomination has been submitted in writing to the President of the Board, or designee, at least 10 days before the convening of the Annual Meeting. There were no nominations received. To help ensure representation throughout the council's jurisdiction, President Cyphers invited all to submit names for consideration to the Board of Directors as referrals are welcomed year-round. President Cyphers declared the nominations closed and proceeded with the election process. The Bylaws allowed for a poll vote as there were no nominations from the floor and a single slate was presented. A motion was made by Theresa Marks that those nominated be declared elected. The motion was seconded by Dakota Partelow. The poll was launched and closed. The results of the poll revealed the motion of 100% in favor. President Cyphers declared all duly elected.

Installation and Rededication

Ms. Servian led the rededication of the newly re-elected officers and members-at-large, and the continuing members-at-large (Karin Bleyer, Maegan Cardillo, Bonny Eads Dery, Rosalind Mathews, and Madison Witherspoon).

Adjournment

In closing, Ms. Servian shared how she continued to be inspired by the dedication and grace of the girls, families, volunteers, donors, board, and staff. Working together we will welcome future opportunities and celebrate accomplishments. We are Girl Scouts – we are strong, we are prepared, and we are fearless. All were encouraged to register to attend the National Council Session and Phenom by Girl Scouts in July 2023 in Orlando.

President Cyphers adjourned the 60th Annual Meeting of the Council at 7:46 pm.



Submitted by Ashley Harris, Minutes Chair
Board of Directors Secretary