

Girl Scouts of Eastern Iowa and Western Illinois, Inc
2011- 2nd Avenue
Rock Island, IL 61201

MINUTES
Annual Meeting
November 13, 2008

The Board of Directors of Girl Scouts of Eastern Iowa & Western Illinois, and voting members of the council met on Thursday, November 13, 2008 at eight video conferencing locations: Decorah, Dubuque, Bettendorf, Pleasant Valley, Iowa City, Center Point, West Burlington and Cedar Falls.

Welcome & Introductions:

Board Chair, Mary Lagerblade spoke to the attendees about the annual meeting and how the sites would participate. She indicated that through a previous survey 33.4% said they would like to use video conferencing and 51.7% indicated they would be willing to try it. Mary shared her thoughts on the council developments since the realignment in May 2007. Mary then introduced Laura Beck who had attended the National Council Session as a girl delegate last week.

Consent Agenda:

The meeting was called to order at 7:15 p.m. Secretary Carolyn Hauptert called to confirm a quorum. The required number of voting members, 167, was not met.

| | | | |
|-------------|-----|-----------------|----|
| Decorah | 10 | Dubuque | 5 |
| Cedar Falls | 6 | Center Point | 16 |
| Iowa City | 22 | Burlington | 7 |
| Bettendorf | 24 | Pleasant Valley | 10 |
| *Online | 187 | | |

*As a quorum was not met, the board approved method of email voting will be available on Monday, November 17, 2008 to complete the voting process.

Carolyn then read the official rules of the meeting:

RULES OF THE MEETING

Rule 1

All debate must be relevant to the question immediately before the council.

Rule 2

Only persons who are members of the Girl Scout movement, fourteen (14) years of age or older, registered through the Council shall be members of the corporation. All members, except members who are employed staff, may introduce motions, debate, and vote.

Rule 3

No one may speak for more than two minutes at any one time, nor more than twice on the same question.

Rule 4

When addressing the chair, the voting member shall seek recognition from a microphone, and then shall state her/his name and whether she/he is speaking for or against the motion or presenting another motion.

Rule 5

All motions pertaining to the by-laws must be presented in writing and given to the chair or his/her designee.

Carolyn moved to accept the rules of the meeting. Judy Johnson seconded the motion. The motion carried.

| | | | |
|-------------|----|-----------------|----|
| Decorah | 10 | Dubuque | 5 |
| Cedar Falls | 6 | Center Point | 16 |
| Iowa City | 22 | Burlington | 7 |
| Bettendorf | 24 | Pleasant Valley | 10 |

Carl Becker made a motion to approve the minutes of the April 29, 2007 Annual meeting as written. It was seconded by Teresa Breis.

| | | | |
|-------------|----|-----------------|----|
| Decorah | 10 | Dubuque | 5 |
| Cedar Falls | 6 | Center Point | 16 |
| Iowa City | 22 | Burlington | 7 |
| Bettendorf | 24 | Pleasant Valley | 10 |

Approve Minutes

Mary Lagerblade called for a motion to approve the minutes of the April 28, 2007 Annual Meeting as written and to approve the minutes of the April 12, 2008 meeting which was held at the Annual Volunteer Recognition event where approval was given for those attending the National Convention as delegate. Carl Becker made the motion and a second was given by Theresa Breis.

| | | | |
|-------------|-----|-----------------|----|
| Decorah | 10 | Dubuque | 5 |
| Cedar Falls | 6 | Center Point | 16 |
| Iowa City | 22 | Burlington | 7 |
| Bettendorf | 24 | Pleasant Valley | 10 |
| * On line | 187 | | |

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Bylaw Revisions

Mary Ann Brown recommended that the following articles be amended to the bylaws of GSEIWI.

It is recommended that the following articles be amended:

- **Article I - #6 Quorum** - change **3% of voting members to 100 voting members.**

RATIONALE: The purpose of a quorum requirement is to protect against unrepresentative action-action that could be taken by just a handful of people or just the board if only the board showed up at the meeting. 100 is a reasonable quorum number that would ensure adequate representation. Using 100 still ensures that the quorum number is larger than the board and board development committee members.

Discussion followed. The board made a motion to accept the changes. Donna Moritz provided a second. There was additional discussion, including an amendment to the motion to add a clause requiring 25 of 38 counties to be present. After much discussion, this amendment was withdrawn.

The vote was as follows. The motion carried at this point until a final determination of the email voting is completed.

| | | | |
|-------------|--------------------|-----------------|--------------------|
| Decorah | 10 aye | Dubuque | 5 aye |
| Cedar Falls | 6 aye | Center Point | 11 aye / 2 opposed |
| Iowa City | 4 aye / 18 opposed | Burlington | 7 aye |
| Bettendorf | 24 aye | Pleasant Valley | 10 aye |
| *On Line | 166 aye | | |

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- **Article VII – Community Boards, #1, #2, #3** – change the wording to say **“may”** instead of **“shall”**

RATIONALE: The council has not had the opportunity to implement Community Boards. It is recommended that the council targets an area to pilot this concept to, in order to ensure that Community Boards are viable and sustainable.

Discussion followed. The board made a motion to accept the changes. Heather Prendergast provided a second. The vote was as follows. The motion carried at this point until a final determination of the email voting is completed.

| | | | |
|-------------|---------|-----------------|-------------------|
| Decorah | 10 aye | Dubuque | 2 aye/ 3 opposed |
| Cedar Falls | 6 aye | Center Point | 8 aye / 5 opposed |
| Iowa City | 22 aye | Burlington | 7 aye |
| Bettendorf | 24 aye | Pleasant Valley | 10 aye |
| *On line | 169 aye | | |

*As a quorum was not met, the board approved method of email voting will be available on Monday, November 17, 2008 to complete the voting process

Bylaws Clarification (vote not needed)

- **Article II - Board Development Committee, #2 is presented for clarification purposes only.**

RATIONALE: The Board Development Committee (formerly known as the Nominating Committee) was originally appointed by the Council Realignment Committee. The Bylaws were written for the new council. Since the current terms are staggered, it is OK that the Bylaws read (Members of the committee shall be elected by the members of the Council for a term of three (3) years.) This also holds true for the term of board members at large. The officer's term is not necessarily staggered, but the task group is OK with this.

Board Development:

Ann Hutchinson talked to the slate of nominees and the skills the development committee was looking for in the candidates.

Board Slate

Board of Directors - Officers

Council Chair - Mary Lagerblade - Quad Cities - 2 year term
First Vice Chair - Teresa Colgan - West Burlington - 3 year term
Second Vice Chair - Deb Oliver - Cedar Rapids - 2 year term
Secretary - Carolyn Hauptert - Dubuque - 2 year term
Treasurer - Amy Olson - Waterloo - 2 year term

Board of Directors - Members at Large

Ann Hutchinson - Quad Cities - 3 year term
Dr. Patricia Keir - Quad Cities - 1 year term
Bill Leaver - Quad Cities - 2 year term
Harry Coin - Quad Cities - 1 year term
Dr. Kim Armstrong - Quad Cities - 3 year term
Denise Bulat - Quad Cities - 2 year term
LaMetta Wynn - Quad Cities - 1 year term
Ann Menke - Burlington - 1 year term
Judge Mary Ann Brown - Burlington - 2 year term
Barb Anderson - Dubuque - 1 year term
Vacant: awaiting confirmation of nominee - 3 year term - Dubuque
Vacant: awaiting confirmation of nominee - 3 year term - Dubuque
Heather Prendergast - Waterloo - 3 year term
Dr. Jennifer Waldron - Waterloo - 2 year term
Candace Arp - Waterloo - 1 year term
Gloria Frost - Cedar Rapids - 3 year term
Michel Stone - Cedar Rapids - 1 year term
Beth Freeman - Cedar Rapids - 2 year term
John Lohman - Cedar Rapids/Iowa City - 1 year term
Lu Barron - Cedar Rapids/Iowa City - 1 year term
Theresa Dunkin - Cedar Rapids/Iowa City - 3 year term

Girl Board Members

Jeralyn Westercamp - Cedar Rapids - 1 year term
Julia O'Donnell - Iowa City - 1 year term
Devra Flatte - Iowa City - 1 year term

Board Development Committee

Sue Evans
Donnelle Fuerste
Colleen Rafferty
Dan Wiedemeier
Dave Vandeventer
Dennis Hinkle
Ann Hutchinson - 3 year term
Heather Prendergast - 3 year term
Marilynne Field - 3 year term

Ann called for the vote to accept the slate of officers to be inducted at the January, 2009 board meeting. The motion was seconded by Carl Becker. . The vote was as follows. The motion carried at this point until a final determination of the email voting is completed.

| | | | |
|-------------|-----|-----------------|----|
| Decorah | 10 | Dubuque | 5 |
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| Iowa City | 22 | Burlington | 7 |
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| *On Line | 181 | | |

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Finance Report:

Amy Olson reviewed the financial reports for the last fiscal year for GSEIWI, as reported in the Annual Report July, 2008.

She recognized the generosity of caring donors who supported us with contributions and to the staff and finance committee for their diligence to the budget.

*Product sales missed budgeted projection due to the fact that fewer girls were registered than anticipated.

* Investment income for 2008 saw some sizable unrealized losses but is invested well for the long term.

*The council showed a loss on fixed assets due to the write off of assets destroyed by the floods at the Cedar Rapids Service enter and Camp Tahigwa. However, the insurance carrier is working to cover our losses.

*Staff managed expenses well coming in at \$400,000 under budget.

Thanks were extended to the volunteers for helping make a difference. The finance committee is confident we will achieve a balanced budget in the coming year and years to come and to provide an even better quality Girl Scout program for our girls.

CEO Report:

Diane Nelson, CEO of Girls Scouts of Eastern Iowa & Western Illinois, provided a recap of our first year as GSEIWI. She spoke of our new ways of doing business and the use of video conferencing and other new adventures we are looking into.

National Convention:

Mary Lagerblade noted that we sent 15 delegates to the National Council Session along with over 25 volunteers and girls. Judy Johns, Donna Moritz, Marty Beck and Theresa Bries reported on various aspects of the convention.

Mary then introduced one of our newly elected girl board members, who was a national delegate, Julia O'Donnell. Julie reported on the convention and what Girl Scouting has meant to her and what her goals are for the coming years and our council.

Adjournment:

The monitors at each location noted that we would not be adjourning the meeting this evening as a quorum had not been met.

A motion was made and seconded to recess the annual meeting until quorum was met through email voting. The email voting will begin on Monday morning and will continue until quorum is met. As soon as all votes are tallied the meeting will be considered adjourned.

* the last eligible email vote was completed on November 23, 2008

The meeting was dismissed at 8:30 pm.

Attachments: Agenda Annual Report Meeting Rules
By Law Revisions Slate of Nominees Council Goals
National Proposals Meeting Evaluation Minutes of 4-28-07 meeting
Minutes of 4-12-08 meeting