



Girl Scouts in the Heart of Pennsylvania
14th Annual Meeting
September 25, 2021

The 14th Annual Meeting of Girl Scouts in the Heart of Pennsylvania Council was held virtually and broadcast from the Council Headquarters at 350 Hale Avenue, Harrisburg, Pennsylvania online as a Hopin webinar on Saturday, September 25, 2021.

Meeting called to order at 10:00am. Quorum announced at 10:12am.

Present:

Board of Directors Members: Kathryn McCorkle, Jeshanah McLeod, Adrienne Vicari, Bridget Casher, Deborah Vereen, Betsy Keefer, Karen Best, Anthony Billet, Stacey Irwin, Alison Bernhardt, Daren Russ, and Judith Windom.

Absent/Excused:* Daniel Sheaffer*, Jayne Huston*, and Deborah Kolsovsky*

Delegates in attendance: 85 delegates

Parliamentarian: David White

Kathryn McCorkle, Board Chair, opened the virtual meeting and welcomed the attendees to 14th Annual Meeting of the Girl Scouts in the Heart of Pennsylvania. The Hopin platform was reviewed to inform attendees of the features used to vote or comment during the meeting. This was followed by a video of the Girl Scout flag ceremony conducted by Girl Scouts from Troops 52140 and 51445. The Girl Scout Promise was recited and Kathryn McCorkle, GSHPA Board Chair thanked the girls, their troop leaders, the GSHPA Board members, GSHPA staff (in Harrisburg and online), and the delegates for their participation in the Annual Meeting. Retiring Board of Directors Members Karen Best, Deborah Kolsovsky, and Betsy Keefer were recognized for their service, as were all current GSHPA Board members.

GSHPA Financial Report - Bridget Casher, Board Treasurer

Bridget Casher, GSHPA Board Treasurer, presented the Financial Results for Fiscal year-to-date October 1, 2020– June 30, 2021. GSHPA engages an independent accounting firm to perform an audit of financial statements and once the audit is completed, the resulting Form 990 will be posted to gshpa.org. This is expected to be available February 2022.

In review of the finances of GSHPA through the first 3 quarters of the current Fiscal year, October 1, 2020 – June 30, 2021, there were several items of note. Two budgets were prepared for this fiscal year: Likely Case and Worst Case. The Worst Case scenario anticipated the inability to hold Fall Fundraisers and depressed sales during Cookie Season. The Likely Case Scenario assumed both programs would take place. Despite continued COVID–19 restrictions, GSHPA girls generated \$8 million in product revenue against a budget of \$7.7 Worst Case scenario versus \$8.4 million Likely Case scenario.

The Council reported that proceed collections continued to improve and outstanding revenues for the year’s product season were less than 0.4% as of June 30, 2021. Fundraising efforts generated \$650,000 in contributions during this time as well; this was an increase from \$388,000 compared to last year to date.

As COVID-19 restrictions continued, GSHPA saw an overall decline in membership. Our council operated camps at very limited capacity and continued to offer virtual programming to keep girls engaged. Financial Aid was extended to roughly 1000 girls, totaling \$19,250 through the end of June. An important distinction this year was the early bird incentive that shifted from a cash discount to an internal coupon. This shift reduced the financial impact of this expense and encouraged the girls to engage in more activities and programming.

Finally, despite another Covid-19 impacted year, GSHPA continued to maintain healthy operating revenues. GSHPA did not have to access reserves and management was confident the council would continue to weather this difficult climate.

Quorum Report - Jeshanah McLeod, Board Secretary

Jeshanah McLeod delivered the quorum report at 10:12am, noting that the Annual Meeting was being held pursuant to Article 1 of the GSHPA Bylaws. Section 10 of Article 1 states that a quorum is met if at least 25% of the Service Units are present, AND a majority of the corporation’s delegates are present. The total number of corporation delegates was 85 and there were 74 alternates present. Additionally, there were 67 Girl Scout Service Units and 40 delegates represented. Accordingly, both provisions in the bylaws were met and there was a quorum, which was also verified by attendance reports.

Since the previous year’s Annual Meeting, the GSHPA Board of Directors held official meetings either in person or by conference call on 5 separate occasions. A quorum at all of these board meetings was met. Additionally, the Executive Committee met 2 times.

Presentation of GSHPA Bylaws Revisions for the Girl Scouts in the Heart of Pennsylvania – Karen Best, GSHPA Bylaws Task Force Lead

Due to technical issues, Betsy Keefer, Chair of the GSHPA Board Development Committee, reported for Karen Best. The GSHPA Bylaws Task Force recommended the Bylaws revisions for the Girl Scouts in the Heart of Pennsylvania, dated September 25, 2021 for approval. The GSHPA Bylaws Task Force met from January 2021 through July 2021 and the recommended revisions were previously distributed to all delegates to provide reference for this meeting.

The overall index, or order of Articles and Sections, was revised to provide greater consistency and flow of information. There were not any Articles or Sections deleted but Article 5, Section 10, had a sunset provision for 2021, and therefore no longer remained.

To keep the GSHPA Bylaws in compliance with the Commonwealth of Pennsylvania corporate regulations, the Composition of Delegates definition of eligible delegate contained in Article 2, Section (a) (iii) was changed to note a delegate to the Corporation must be 18 years of age or older. In addition, a definition of Alternate Delegates, with voting guidelines, was added to Section 2 and the language defining the National Delegates in Article 2, Section 2, was expanded. Article 5, Section 1, Board of Directors defined the Board as a total of 12-20 members.

In 2020, Article 5, Section 10, was added, with a sunset provision as of the end of the current Membership year, and was deleted.

No questions or debate was received for the Bylaws revision proposals. Betsy Keefer moved to adopt the revised GSHPA Bylaws for the Girl Scouts in the Heart of Pennsylvania as drafted on September 25, 2021. This motion was seconded by Cornelia Yoder, and sent to the floor for a vote.

Presentation of GSHPA Board of Directors Board Officers, Members-at-Large, and Board Development Committee Slate – Betsy Keefer, GSHPA Board Development Committee Chair

The GSHPA Board Development Committee, as per the council bylaws was elected by the delegates. It is the role of the committee to present a single slate of Board Officers, Member-at-Large, and Board Development Committee members to the delegate body for election. The biography of each nominee to the slate was posted for the delegates, on the GSHPA website, in advance of the Annual Meeting. The goals of the GSHPA Board Development Committee were to expand the geographic and racial/ethnic diversity of the Board, recruit people with an interest and/or experiences in the Girl Scout organization as well as an in depth knowledge of their local communities, and recruit people with a willingness to be involved in GSHPA fundraising efforts with corporations, foundations, and potential individual donors within their local communities.

This year, the terms of all four officers ended and of those four officers, there were two eligible for a second term in their positions and were recommended for a second term. The other two recommended for officer positions were Members-at-Large. Of the four Members-at-Large on the slate, two are returning members, two are new, and two have extensive Girl Scout experience as girls. Of the four Board Development Committee members on the slate, two were Board members and two do not sit on the Board. All nominees on the slate have extensive Girl Scout experience in their backgrounds and Board Development Committee members will represent 5 out of the 6 regions represented in the council footprint.

The following nominations for Board Officers were Adrienne Vicari as Board Chair, Alison Bernhardt as Vice Chair, Bridget Casher as Treasurer, and Jeshanah McLeod as Secretary. The

individuals nominated for Members-at-Large positions were Tena Maurer, Daren Russ, Gina Suydam, and Deborah Vereen. The Board Development Committee slate included Tena Maurer, Kathryn McCorkle, Lynne Leopold-Sharp, and Daniel Sheaffer, Jr.

The GSHPA Board Development Committee presented a slate of nominees as presented in the Annual Meeting notice.

Since there were no additional nominations (within the last 10 days prior to the Annual Meeting) or proposals submitted (not less than 100 days prior to the Annual Meeting), the Board Chair declared the nominations closed. The voting poll for the Bylaws Revisions, Board of Directors Officers, Members-at-Large, and Board Development Committee slate was opened to be followed by validation to the attendance lists.

Mission Moment – Kathryn McCorkle, GSHPA Board Chair

A video montage of the Gold Award Girl Scouts was shown to share the contributions those girls have made to their local communities with their outstanding projects. Despite Covid-19, girls continued to serve their communities, and 59 Girl Scouts earned their Gold Award. Each girl was recognized during the Virtual Gold Award Ceremony.

Election Voting Results – Jeshanah McLeod, GSHPA Board Secretary

The local and National delegates and Board of Directors were thanked for participating in the Council's elections. At 10:52am, the official announcement of the passed GSHPA Bylaws Revisions, slate of the GSHPA Board of Directors Officers, Members-at-Large, and GSHPA Board Development Committee. Congratulations were offered to the newly elected members.

CEO Remarks and Report – Janet Donovan, GSHPA President and CEO

The CEO report was presented to the membership. The outgoing members of the GSHPA Board of Directors were recognized for their years of dedicated service.

Highlights of the past year were reviewed with the attendees. After the previous season of Covid-19 restrictions and shutdowns, Council-led camping experiences were offered on all 4 camp properties including summer residence camp, day camp, mommy and me camp, and family camp. In the coming year, there would be an increase in the number of council-led programs on property and the training opportunities for our adult volunteers to learn how to engage with the girls outdoors. All of the GSHPA programming, including outdoor programming, for the year was already online to help girls see all of the choices available and to make decisions together as troops about their goals for the next membership year.

This year 515 girls earned their Bronze Award, 245 girls earned their Silver Award, and 59 girls earned their Gold Award during Covid-19 representing thousands of hours of community service in just our highest awards and so many more through take-action projects in our communities. GSHPA had the best fall fundraiser in its history, sold more cookies than ordered then had to pick up 800 more cases of cookies to fill the additional orders, and had more

S'mores Executives than any other year. In addition, GSHPA donated more than 40,000 packages of cookies to Operation Gratitude to be sent to deployed military troops around the world and to veterans' hospitals and clinics here at home.

The GSHPA Fund Development team was hard at work finding grants to support programming to keep costs down and to ensure that financial assistance is available to every girl who meets those criteria. Donations have almost doubled in the past year, thanks to those who have made introductions to prospective donors, signed letters of support for grant applications, or joined the Juliette Gordon Low Society and made a commitment to a legacy gift in their will.

Successful recruiting efforts provided GSHPA with 1,000 new girl memberships in MY2022.

As an addition to GSHPA 4 properties, headquarters will be moving to a new location in Hampden Township, in Cumberland County. This building will be a place for volunteers, girls, and staff can call their Girl Scout home. Future fund development efforts will contribute to a small retail space and a Girl Scout museum to display GSHPA heritage and where programming can be developed with hands-on activities for girls to learn about the founder of Girl Scouts, Juliette Gordon Low.

Board Chair Remarks – Kathryn McCorkle, GSHPA Board Chair

A photo montage of the GSHPA year in review and thanked everyone for their commitment to Girl Scouts in the Heart of Pennsylvania.

The Annual Meeting closed at 11:15am.