Barbara Krumsiek
President of the Board
Girl Scouts Nation’s Capital
Thank you for your participation

**National Anthem**
Lilly Shaw  
Senior, Troop 882

**Pledge of Allegiance**
Zekiah H. Wilson  
Cadette, Troop 5851
Isabella Luna  
Brownie, Troop 51064
Alexa Deems, Marianna Yee, and Sydney Cunningham  
Junior, Troop 53112
Cassidy Mazyck  
Senior, Troop 3433
Michaela Joyce  
Ambassador, Troop 8

**Girl Scout Promise**
Caitlyn Murphy, Rachel Irvine, Naomi Scherber and Kaitlyn York  
Ambassador, Troop 601
Alexxis White  
Cadette, Troop 5851
Delina Ogbe  
Senior, Troop 3433
Vivienne Wone  
Daisy, Troop 50204

**Girl Scout Law**
Clara Miehl  
Junior, Troop 1912
Nikita Iyler  
Cadette, Troop 5799
Diamond R. Mize  
Brownie, Troop 14059
Bria Parker  
Cadette, Troop 3418
Former Board Presidents
<table>
<thead>
<tr>
<th>Board Members</th>
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<tbody>
<tr>
<td>Ulaina Ahn</td>
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<tr>
<td>Vicky Bailey</td>
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<tr>
<td>Antoinette Barksdale</td>
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<tr>
<td>Sherry Bellamy</td>
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<tr>
<td>Mary Brady</td>
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<td>Kathleen Carl</td>
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<td>Layne Diehl</td>
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<tr>
<td>Paul Donato</td>
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<tr>
<td>Kathy Duda</td>
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<tr>
<td>Nishita Henry</td>
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<tr>
<td>Jenny Herrera</td>
</tr>
<tr>
<td>Barbara Krumsiek</td>
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<tr>
<td>Natalie Lorenz-Anderson</td>
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<tr>
<td>Natalie Ludaway</td>
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<tr>
<td>Cheryle Mack</td>
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<tr>
<td>James MacGregor</td>
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<tr>
<td>Kathleen Matthews</td>
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<tr>
<td>Rory Maynard</td>
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<tr>
<td>Susan Moser</td>
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<tr>
<td>Barbara Ostrom</td>
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<tr>
<td>María Rodríguez</td>
</tr>
<tr>
<td>Anne Scott</td>
</tr>
<tr>
<td>(Nominating Committee, Chair)</td>
</tr>
<tr>
<td>Jeff Sella</td>
</tr>
<tr>
<td>Mary Gay Sprague</td>
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<tr>
<td>Wendy Stark</td>
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<td>Jessica Theis</td>
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<td>Carolyn Thompson</td>
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<td>Harriett Thompson</td>
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<tr>
<td>Wendy White</td>
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<tr>
<td>Mary Karen Wills</td>
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</tbody>
</table>
Report of Credential Committee

Kathy Coulter
Association 70 Goose Creek

Cheryl Gooding
Association 42 Central City- Friendship
Annual Meeting Agenda

• Opening Ceremony
• Call to Order
• Welcome and Introduction of Guests
• Report of Credentials Committee
• Adoption of Agenda, Rules of Order, and Minutes (4/18/2020)
• Bylaw
• Treasurer’s Report – Fiscal Year 2020 Audit
• Forum Presentations
• Nominating Committee Report and Elections
Annual Meeting Agenda (continued)

• Teller’s Report
• Installation of new Board and Nominating Committee Members
• Recognition of outgoing Board and Nominating Committee Members
• President’s Remarks
• Chief Executive Officer’s Remarks
• Closing
Rules of Order

• All motions and resolutions shall be submitted to the Secretary via the GoToWebinar question log on the right-hand side of the screen.

• Speakers must state their name and position if writing in questions via the GoToWebinar question log or asking a question in person.

• All remarks must be addressed to the chair verbally or in writing via the GoToWebinar question log and must address the question under discussion.

• Each person speaking to a motion or resolution may have two minutes to speak.
• No one may speak twice until everyone wishing to speak has had the opportunity to do so.

• Questions regarding proposals to be considered at the meeting may be asked or submitted on GoToWebinar only by the Council’s Voting Members.

• Proposals considered at the meeting are limited to those proposals specifically included in the notice of the meeting. Such proposals will be voted upon as presented.
Rules of Order (continued)

- Each motion will be allotted five minutes; debates may be extended by a two-thirds vote or closed in less than five minutes by a motion to “call the question.” A motion to call the question takes precedence over any motion on the floor and also requires a two-thirds vote. If the motion is passed, an immediate vote on the question at hand is called.
The minutes of the Annual Meeting held on April 18, 2020 were posted on the Council’s website for review.
Approval of Agenda, Rules of Order, and April 18, 2020 Minutes

Barbara Krumsiek
President of the Board of Directors
Wendy White
Secretary of the Board
Girl Scouts Nation’s Capital

Bylaws Revision
Bylaws Ad Hoc Committee Members

Ulaina Ahn  Jane Storero
Sherry Bellamy  Jessica Theis
Barbara Ostrom  Harriett Thompson
Mary Gay Sprague  Wendy White
Wendy Stark
The proposed By-Law amendments allow the Council to:

• Reflect Current Council Practices
• Authorize Virtual Meetings
• Conform to GSUSA National Council 2020 decisions
• Provide definition clarity
Articles of Incorporation Amendments

The proposed Articles of Incorporation amendments:

• Update responsibility section to reflect current role of women in the workplace and the world
• Add new article to permit the board to act by majority consent (if certain requirements are met)
• Provide definition clarity
Board of Directors endorse the proposed amendments and revisions to the Council’s Bylaws and Articles of Incorporation as outlined in the document entitled:

**Bylaws Revision**
**April 17, 2021**
### Bylaws: Article 1, Section 4

**Section 4. DELEGATES – A., (1), (2), (3), (4)**

<table>
<thead>
<tr>
<th>Current Wording</th>
<th>Proposed Revision</th>
<th>New Wording</th>
<th>Rationale</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>DELEGATES.</strong></td>
<td><strong>COUNCIL DELEGATES.</strong></td>
<td><strong>COUNCIL DELEGATES.</strong></td>
<td>Clarified the term Council delegates and Alternate Council Delegates</td>
</tr>
<tr>
<td>A. Selection of Delegates from Service Units. Each Service Unit is entitled to select, by any means:</td>
<td>A. Selection of Council Delegates from Service Units. Each Service Unit is entitled to select, by any means it determines, the following delegates and alternate delegates to the Council (&quot;Council Delegates&quot; and &quot;Alternate Council Delegates,&quot; respectively):</td>
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<tr>
<td>(1) one delegate and one alternate for the first 200 or fewer girl members registered in that Service Unit as of the close of business on September 30 the preceding year, and</td>
<td>(1) one delegate Council Delegate and one alternate for the first 200 or fewer girl members Council Alternate if 1 to 200 girls were registered in that Service Unit at the close of business on September 30 of the preceding calendar year;</td>
<td>(1) one Council Delegate and one Council Alternate if 1 to 200 girls were registered in that Service Unit on September 30 of the preceding calendar year;</td>
<td>Clarified number of delegates and alternates each Service Unit may have; conforms to current GSCNC practice</td>
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<td></td>
<td>(2) two Council Delegates and two Alternate Council Delegates if 201 to 400 girls were registered in that Service Unit on September 30 of the preceding calendar year;</td>
<td>(2) two Council Delegates and two Alternate Council Delegates if 201 to 400 girls were registered in that Service Unit on September 30 of the preceding calendar year;</td>
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<td></td>
<td>(3) three Council Delegates and three Alternate Council Delegates if 401 to 600 girls were registered in that Service Unit on September 30 of the preceding calendar year; and</td>
<td>(3) three Council Delegates and three Alternate Council Delegates if 401 to 600 girls were registered in that Service Unit on September 30 of the preceding calendar year; and</td>
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<td>(4) four Council Delegates and one alternate for each additional increment of 200 girl members registered in that Service Unit as of the close of business on September 30 the preceding year.</td>
<td>(4) four Council Delegates four Council Alternate if more than 600 girls were registered in that Service Unit on September 30 of the preceding calendar year.</td>
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# Bylaws: Article 1, Section 5

## Section 5. Responsibilities of Voting Members - C

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<tr>
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<th>Rationale</th>
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<tr>
<td>C. Proposals for business to be considered at the Annual Meeting must be submitted to the President no later than February 1, for consideration by the Board of Directors or the appropriate committee appointed by the President. Any Delegate, group, or individual active in the Girl Scout movement and registered through the Council as a member is entitled to submit a proposal.</td>
<td>C. Proposals for business to be considered at the Annual Meeting must be submitted to the President no later than February 1, 60 days prior to the date of the Annual Meeting for consideration by the Board of Directors or the appropriate committee appointed by the President. Any Council Delegate, group, or individual active in the Girl Scout movement and registered through the Council as a member is entitled to submit a proposal.</td>
<td>C. Proposals for business to be considered at the Annual Meeting must be submitted to the President no later than 60 days prior to the date of the Annual Meeting for consideration by the Board of Directors or the appropriate committee appointed by the President. Any Council Delegate, group, or individual active in the Girl Scout movement and registered through the Council as a member is entitled to submit a proposal.</td>
<td>Changed deadline for submission of proposals to be considered at Annual Meeting from Feb. 1 to 60 days before Annual Meeting</td>
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</table>
### Section 6. ANNUAL MEETING OF THE COUNCIL - A, B

<table>
<thead>
<tr>
<th>Current Wording</th>
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<th>New Wording</th>
<th>Rationale</th>
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<tbody>
<tr>
<td>A. The Council holds a meeting of the members once each year in April, at a time and place determined by the Board of Directors. The April meeting constitutes the Annual Meeting.</td>
<td>A. The Council holds an annual meeting of the members (&quot;Annual Meeting&quot;) once each year in April during the third or fourth quarter of the Council’s fiscal year, at a time and place determined by the Board of Directors. The April meeting constitutes the date of each Annual Meeting will be announced at the immediately preceding Annual Meeting, and if such date changes after its announcement, then the new date will be posted on the Council’s website as soon as practicable following the establishment of the new date by the Board of Directors. The Annual Meeting may be held virtually or by remote means, consistent with the requirements of the Virginia Nonstock Corporation Act.</td>
<td>A. The Council holds an annual meeting of the members (&quot;Annual Meeting&quot;) once each year during the third or fourth quarter of the Council’s fiscal year, at a time and place determined by the Board of Directors. The date of each Annual Meeting will be announced at the immediately preceding Annual Meeting, and if such date changes after its announcement, then the new date will be posted on the Council’s website as soon as practicable following the establishment of the new date by the Board of Directors. The Annual Meeting may be held virtually or by remote means, consistent with the requirements of the Virginia Nonstock Corporation Act.</td>
<td>Established definition of Annual Meeting; conformed use of defined terms. Provided flexibility for date of Annual Meeting (any time in 3rd or 4th quarter of fiscal yr., instead of April); required announcement of date of Annual Meeting at prior Annual Meeting; and established procedures to announce date changes.</td>
</tr>
<tr>
<td>B. The Council must give notice of the time, place, and agenda of the meeting, together with the slate of nominees for all offices or positions to be filled under these Bylaws. Notice must be given personally, or mailed, or electronically transmitted, ensuring appropriate notification to each member of the Council not more than forty-five days and not less than twenty-five days before the meeting.</td>
<td>B. The Council must give notice of the time, place, and agenda of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled under these Bylaws. Notice must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each member of the Council Voting Member not more than forty-five days and not less than twenty-five days before the meeting.</td>
<td>B. The Council must give notice of the time, place, and agenda of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled under the Bylaws. Notice must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each Voting Member not more than sixty days and not less than fourteen days before the meeting.</td>
<td>Provided that Annual Meeting may be held virtually.</td>
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</table>
### Section 7. SPECIAL MEETING OF THE COUNCIL

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<tr>
<th>Current Wording</th>
<th>Proposed Revision</th>
<th>New Wording</th>
<th>Rationale</th>
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<tbody>
<tr>
<td>The President may call a special meeting of the Council for any purpose, with the approval of a majority of the members of the Board of Directors, or upon the written request of 15 percent of the Delegates. The special meeting must be held no later than 30 days following completion of the actions stated above calling the special meeting. At a special meeting, the Council has the power to transact only that business for which the meeting has been called, and no other business. The Council must give notice of the time, place, and purpose of the meeting. Notice must be given personally, or mailed, or electronically transmitted, ensuring appropriate notification to each member of the Council not less than ten days before the meeting.</td>
<td>The President may call a special meeting of the Council (a &quot;Special Meeting&quot;) may be called by the President for any purpose, with the approval of a majority of the members of the Board of Directors, or upon the written request of a majority of the members of the Board of Directors or at least 15 percent of the Council Delegates. Any Special Meeting must be held no later than 30 days following completion of the actions stated above calling the Special Meeting. At a Special Meeting, the Council has the power to transact only that business for which the meeting has been called, and no other business. The Council must give notice of the time, place, and purpose of the meeting. Notice must be given personally, or mailed, or sent by other electronically transmitted means, ensuring appropriate notification to each member of the Council not less than ten days before the meeting. A Special Meeting may be held virtually or by remote means, consistent with the requirements of the Virginia Nonstock Corporation Act.</td>
<td>Provided that Special Meetings may be held virtually. Added that a Special Meeting shall be called by President at the request of a majority of the Board. Grammatical changes; conformed use of defined terms.</td>
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## Section 9. Voting

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<tr>
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<th>Rationale</th>
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<tbody>
<tr>
<td>Each Voting Member present in person is entitled to vote. No member is entitled to vote in more than one capacity. Election must be by ballot in contested elections and by acclamation, voice, or other means in uncontested elections. Proxy or absentee voting or voting by electronic instrument is not allowed. A person wins an election with a plurality of votes cast. Except as otherwise required by statute or the Articles of Incorporation, all other matters are determined by a majority vote of the Voting Members present in person and voting.</td>
<td>Each Voting Member present in person (subject to Article 1, Section 10 below) at the Annual Meeting or any Special Meeting is entitled to vote. No member is entitled to vote in more than one capacity. Election must be by ballot in contested elections and by acclamation, voice, or other means in uncontested elections. Proxy or absentee voting is not permitted, however, voting by electronic instrument or online voting platform or software is not allowed at all meetings, including virtual meetings or meetings held by remote means. A person wins an election with a plurality of votes cast. Except as otherwise required by statute or the Articles of Incorporation, all other matters are determined by a majority vote of the Voting Members present in person (subject to Article 1, Section 10 below) and voting.</td>
<td>Each Voting Member present in person (subject to Article 1, Section 10 below) at the Annual Meeting or any Special Meeting is entitled to vote. No member is entitled to vote in more than one capacity. Election must be by ballot in contested elections and by acclamation, voice, or other means in uncontested elections. Proxy or absentee voting is not permitted; however, voting by electronic instrument or online voting platform or software is allowed at all meetings, including virtual meetings or meetings held by remote means. A person shall be elected by a plurality of votes cast. Except as otherwise required by statute or the Articles of Incorporation, all other matters are determined by a majority vote of the Voting Members present in person (subject to Article 1, Section 10 below) and voting.</td>
<td>Provided for voting by online voting platform or electronic instrument to facilitate remote and virtual meetings and reiterated that voting by proxy is not permitted. Cross-referenced section permitting virtual attendance at Annual and Special Meetings; minor grammatical changes.</td>
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</table>
### Section 10. REMOTE PARTICIPATION (new section)

<table>
<thead>
<tr>
<th>Current Wording</th>
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<th>New Wording</th>
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<td></td>
<td>Notwithstanding anything set forth in the Bylaws to the contrary, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act, (a) a Voting Member shall be deemed to be “present in person” for all purposes, including voting, at any Annual Meeting or Special Meeting if such Annual Meeting or Special Meeting, as applicable, is held virtually or by remote means, as authorized pursuant to Article I, Section 6.1 and Article I, Section 7, and such Voting Member attends virtually or by the remote means by which such meeting is held, and (b) the Board of Directors may permit Voting Members to participate in any meeting of Voting Members virtually or by means of remote communication, and such participation shall be deemed to be “present in person” for all purposes, including voting, at such meeting.</td>
<td>Notwithstanding anything set forth in the Bylaws to the contrary, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act, (a) a Voting Member shall be deemed to be “present in person” for all purposes, including voting, at any Annual Meeting or Special Meeting if such Annual Meeting or Special Meeting, as applicable, is held virtually or by remote means, as authorized pursuant to Article I, Section 6.1 and Article I, Section 7, and such Voting Member attends virtually or by the remote means by which such meeting is held, and (b) the Board of Directors may permit Voting Members to participate in any meeting of Voting Members virtually or by means of remote communication, and such participation shall be deemed to be “present in person” for all purposes, including voting, at such meeting.</td>
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<tr>
<td>Added a new section that provides the conditions under which the Board may provide for remote participation at in-person or virtual meetings of the Council consistent with the requirements of the VA Nonstock Corporation Act and clarified that remote participation constitutes “presence in person” for all purposes under the Bylaws</td>
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### Section 7. QUORUM

<table>
<thead>
<tr>
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<tbody>
<tr>
<td>QUORUM. Five members of the committee must be present to constitute a quorum for the transaction of business.</td>
<td>QUORUM; REMOTE ARTICIPATION. Five members of the Nominating Committee must be present in person at meetings of the Nominating Committee to constitute a quorum for the transaction of business, provided, however, that the chair of the Nominating Committee may permit members of the committee to participate in any meeting of the committee virtually or by means of remote communication, and such participation shall be deemed to be &quot;present in person&quot; for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.</td>
<td>QUORUM; REMOTE PARTICIPATION. Five members of the Nominating Committee must be present in person at meetings of the Nominating Committee to constitute a quorum for the transaction of business, provided, however, that the chair of the Nominating Committee may permit members of the committee to participate in any meeting of the committee virtually or by means of remote communication, and such participation shall be deemed to be &quot;present in person&quot; for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.</td>
<td>Provided that the chair of the Nominating Committee may permit members to participate in meetings virtually. Conformed use of defined terms.</td>
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</table>
### Section 7. REMOTE PARTICIPATION (NEW SECTION)

<table>
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<tr>
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<tr>
<td><strong>NEW SECTION</strong></td>
<td>The President may permit members of the Board of Directors to participate in any meeting of the Board of Directors virtually or by means of remote communication, and such participation shall be deemed to be &quot;present in person&quot; for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.</td>
<td>The President may permit members of the Board of Directors to participate in any meeting of the Board of Directors virtually or by means of remote communication, and such participation shall be deemed to be &quot;present in person&quot; for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.</td>
<td>Added Section authorizing President to permit members of the Board to participate in Board meetings virtually</td>
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### Section 8. QUORUM

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<tr>
<td>7. QUORUM. A majority of all members of the Board of Directors present in person shall constitute a quorum for the transaction of business at any duly called special or regular meeting.</td>
<td>7B. QUORUM. A majority of all members of the Board of Directors present in person (subject to Article V, Section 7) shall constitute a quorum for the transaction of business at any duly called special or regular meeting of the Board of Directors.</td>
<td>8. QUORUM. A majority of all members of the Board of Directors present in person (subject to Article V, Section 7) shall constitute a quorum for the transaction of business at any duly called special or regular meeting of the Board of Directors.</td>
<td>Clarified that virtual participation counts for purpose of establishing a quorum</td>
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<td>Current Wording</td>
<td>Proposed Revision</td>
<td>New Wording</td>
<td>Rationale</td>
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<tr>
<td>The chair of any committee established by the Board of Directors may permit members of the committee to participate in any meeting of the committee virtually or by means of remote communication, and such participation shall be deemed to be &quot;present in person&quot; for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.</td>
<td>The chair of any committee established by the Board of Directors may permit members of the committee to participate in any meeting of the committee virtually or by means of remote communication, and such participation shall be deemed to be &quot;present in person&quot; for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.</td>
<td>Added Section authorizing the chair of any committee to permit members of the committee to participate in meetings virtually</td>
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## Bylaws: Article IX, Section 1

### Section 1. ELECTION

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<tr>
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<tr>
<td>Voting Members of the Council elect Delegates and Alternate Delegates to the National Council of Girl Scouts of the USA at the Annual Meeting held in the calendar year of the regular meeting of the National Council of Girl Scouts of the USA. Delegates and Alternate Delegates must be citizens of the United States of America. They will be elected from the active members, age 14 and older, registered through the Council with Girl Scouts of the USA, and serve for three years, beginning at the Annual Meeting at which they were elected or until successors are elected. The President and the Board of Directors have the power to fill vacancies from among the Alternate Delegates until the next meeting of the Council.</td>
<td>Voting Members of the Council elect National Delegates and Alternate National Delegates to the National Council of Girl Scouts of the USA at the Annual Meeting held in the calendar year preceding the regular meeting calendar year of the National Council Session of the National Council of Girl Scouts of the USA. National Delegates and Alternate National Delegates must be citizens of the United States of America. They will be elected from the active members, age 14 and older, registered through the Council with Girl Scouts of the USA, and serve for three years, beginning at the Annual Meeting at which they were elected or until successors are elected.</td>
<td>Voting Members of the Council elect National Delegates and Alternate National Delegates at the Annual Meeting held in the calendar year preceding the calendar year of the National Council Session of the National Council of Girl Scouts of the USA. National Delegates and Alternate National Delegates must be citizens of the United States of America. They will be elected from the active members, age 14 and older, registered through the Council with Girl Scouts of the USA, and serve for three years, beginning at the Annual Meeting at which they are elected or until successors are elected.</td>
<td>Adds a new requirement that National Delegates and Alternates are to be elected in the calendar year preceding the National Council Session to comply with GSUSA bylaw change made at the National Council Session in Oct 2020. Clarified that 7 National Delegate spots will be reserved for the incoming Officer team. Minor wording changes and confirmed use of defined terms.</td>
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### Bylaws: Article X, Section 5

#### Section 6. APPROVAL OF EXPENDITURES (NEW AND REVISED)

<table>
<thead>
<tr>
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<td><strong>NEW SECTION</strong></td>
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<td>Changed authority for approval of expenditures, so that (i) expenditures of $7,500 or more require approval of CEO (or her designee) and Treasurer or Asst Treasurer (or Treasurer’s designee), (ii) expenditures of less than $7,500 require approval of Dept. Manager, supervisor, and Controller, and (iii) all real property acquisitions and dispositions require unanimous approval of the Officers (which may be by written consent) AND approval of Board if over $500,000.</td>
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<tr>
<td>B. Capital Expenses. Prior to incurring any such payment obligation, all capital expenses of the Council of $7,500 or more shall require the approval by the Chief Executive Officer, or the Chief Executive Officer’s designee, and the Treasurer or the Assistant Treasurer, or the Treasurer’s designee.</td>
<td>B. Capital Expenses. Prior to incurring any such payment obligation, all capital expenses of the Council of $7,500 or more shall require the approval by the Chief Executive Officer, or the Chief Executive Officer’s designee, and the Treasurer or the Assistant Treasurer, or the Treasurer’s designee.</td>
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<tr>
<td>All expenses of the Council less than $7,500 shall require approval prior to payment by Department Managers, their Supervisors and the Controller.</td>
<td>C. Expenses Less Than $7,500. Prior to payment, all operating or capital expenses of the Council less than $7,500 shall require approval prior to payment by Department Managers, their Supervisors, and the Controller.</td>
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<td>D. Investments in and Dispositions of Real Property. Further, and notwithstanding the foregoing subsections of this Article X, Section 5, any acquisition or proposed acquisition by the Council, or disposition or proposed disposition by the Council, of real property or any interest in real property shall require the prior approval by all Officers of the Council. Such approval may be given by a unanimous written consent of the Officers of the Council that describes the action to be taken, and such written consent shall be delivered to the Council. Notwithstanding the foregoing provisions of this Article X, Section 5.D, a proposed acquisition or disposition of real property or any interest in real property in excess of $500,000 shall require prior approval of the Board of Directors.</td>
<td>D. Investments in and Dispositions of Real Property. Further, and notwithstanding the foregoing subsections of this Article X, Section 5, any acquisition or proposed acquisition by the Council, or disposition or proposed disposition by the Council, of real property or any interest in real property shall require the prior approval by all Officers of the Council. Such approval may be given by a unanimous written consent of the Officers of the Council that describes the action to be taken, and such written consent shall be delivered to the Council. Notwithstanding the foregoing provisions of this Article X, Section 5.D, a proposed acquisition or disposition of real property or any interest in real property in excess of $500,000 shall require prior approval of the Board of Directors.</td>
<td></td>
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## Incorporation Article 2

<table>
<thead>
<tr>
<th>TITLE PAGE</th>
<th>Current Wording</th>
<th>Proposed Revision</th>
<th>New Wording</th>
<th>Rationale</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current Wording</td>
<td>Proposed Revision</td>
<td>New Wording</td>
<td></td>
<td></td>
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<tr>
<td>ARTICLES OF INCORPORATION AMENDED AND RESTATED ARTICLES OF INCORPORATION</td>
<td>AMENDED AND RESTATED ARTICLES OF INCORPORATION</td>
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<td>changing name of title page</td>
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</tbody>
</table>

### Article 2

<table>
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<tr>
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<tr>
<td>The purposes of the Council shall be to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, cheerfulness, thriftiness, and kindred virtues among girls, as a preparation for their responsibilities in the home and for service to the community, to fix and maintain standards which will inspire coming generations with the highest ideals of character, patriotism, conduct, and attainment. The Council shall be charitable, benevolent, non-sectarian, non-political, and not for pecuniary profit.</td>
<td>The purposes of the Council shall be to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, cheerfulness, thriftiness, and kindred virtues among girls, as a preparation for their responsibilities in the home, the workplace, and the world and for service to the community, to fix and maintain standards which will inspire coming generations with the highest ideals of character, patriotism, conduct, and attainment. The Council shall be charitable, benevolent, non-sectarian, non-political, and not for pecuniary profit.</td>
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<td>Updated the responsibilities section to reflect women's place in the workplace and the world at large.</td>
</tr>
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<td>Rationale</td>
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<td>Members-at-Large of the Board of Directors, Officers of the Council and members of the Nominating Committee, including the Chairman of the Nominating Committee, may be removed with or without cause by a vote of at least two thirds of the members present in person and voting at a meeting of the Council called expressly for that purpose or at an Annual Meeting. Removal from the Board of Directors of an ex-officio director shall also effect removal from the office which entitled such person to membership on the Board of Directors, including the office of Chairman of the Nominating Committee.</td>
<td>Members-at-Large of the Board of Directors, Officers of the Council, and members of the Nominating Committee, including the Chairman of the Nominating Committee, may be removed with or without cause by a vote of at least two thirds of the members present in person (subject to provisions of the Bylaws permitting, in some circumstances, remote participation) and voting at a meeting of the Council called expressly for that purpose or at an Annual Meeting. Removal from the Board of Directors of an ex-officio director shall also effect removal from the office which entitled such person to membership on the Board of Directors, including the office of Chairman of the Nominating Committee.</td>
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<td>Clarified use of defined terms, and made clarifying wording changes. Clarifies that presence in person includes remote participation.</td>
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<td>Vacancies on the Board of Directors shall be filled in accordance with procedures established by the Bylaws of the Council. The Board of Directors may, by a two thirds vote of a quorum of the Board, remove any person whom the Board has elected to fill a vacancy on the Board or on the Nominating Committee.</td>
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<td>Conformed use of defined terms, and made clarifying wording changes. Clarifies that presence in person includes remote participation.</td>
</tr>
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### Incorporation Article 9

<table>
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<th>Rationale</th>
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<td>Action required or permitted by the Virginia Nonstock Corporation Act to be taken by the Board of Directors may be taken, without a meeting, by fewer than all of the members of the Board of Directors, but not less than a majority of the members of the Board of Directors, if a majority of the members of the Board of Directors signs a consent describing the action to be taken and delivers it to the Council, except such action shall not be permitted to be taken without a meeting if any member of the Board of Directors objects to the taking of such proposed action. To be effective, such objection shall have been delivered to the Council no later than ten business days after notice of the proposed action is given. The Council shall promptly notify each member of the Board of Directors of any such objection. Any actions taken without a meeting shall comply with any voting requirements established in the articles of incorporation or Bylaws.</td>
<td>Action required or permitted by the Virginia Nonstock Corporation Act to be taken by the Board of Directors may be taken, without a meeting, by fewer than all of the members of the Board of Directors, but not less than a majority of the members of the Board of Directors, if a majority of the members of the Board of Directors signs a consent describing the action to be taken and delivers it to the Council, except such action shall not be permitted to be taken without a meeting if any member of the Board of Directors objects to the taking of such proposed action. To be effective, such objection shall have been delivered to the Council no later than ten business days after notice of the proposed action is given. The Council shall promptly notify each member of the Board of Directors of any such objection. Any actions taken without a meeting shall comply with any voting requirements established in the articles of incorporation or Bylaws.</td>
<td><strong>Permits the Board to act by majority consent if certain requirements are met</strong></td>
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<td>action is to be taken under this section by fewer than all of the members of the Board of Directors, the Council shall give written notice of the proposed action not less than 10 business days before the action is taken, or such longer period as may be required by the Bylaws, to all members of the Board of Directors. The notice shall contain or be accompanied by a description of the action to be taken. Notwithstanding any provision of this section, corporate action may not be taken by fewer than all of the members of the Board of Directors without a meeting if the action also requires adoption or approval of the members. Action taken under this section is effective when the last member of the Board of Directors, or the last member sufficient to satisfy the requirements of this section if action by fewer that all of the members of the Board of Directors is authorized, signs the consent, unless the consent specifies a</td>
<td>action is to be taken under this section by fewer than all of the members of the Board of Directors, the Council shall give written notice of the proposed action not less than 10 business days before the action is taken, or such longer period as may be required by the Bylaws, to all members of the Board of Directors. The notice shall contain or be accompanied by a description of the action to be taken. Notwithstanding any provision of this section, corporate action may not be taken by fewer than all of the members of the Board of Directors without a meeting if the action also requires adoption or approval of the members. Action taken under this section is effective when the last member of the Board of Directors, or the last member sufficient to satisfy the requirements of this section if action by fewer that all of the members of the Board of Directors is authorized, signs the consent, unless the consent specifies a</td>
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<td>Permits the Board to act by majority consent if certain requirements are met</td>
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Permits withdrawal of the consent of the board member if certain conditions are met.
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<td>action is to be taken under this section by fewer than all of the members of the Board of Directors, the Council shall give written notice of the proposed action not less than 10 business days before the action is taken different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each member of the Board of Directors. The consent of a member of the Board of Directors may be withdrawn by a revocation signed by such member and delivered to the Council prior to delivery to the Council of the unrevoked written consents signed by the requisite number of members of the Board of Directors.</td>
<td>a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each member of the Board of Directors. The consent of a member of the Board of Directors may be withdrawn by a revocation signed by such member and delivered to the Council prior to delivery to the Council of the unrevoked written consents signed by the requisite number of members of the Board of Directors.</td>
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<td>Permits withdrawal of the consent of the board member if certain conditions are met.</td>
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</table>
María Rodríguez
Treasurer of the Board
Girl Scouts Nation’s Capital

Treasurer’s Report

37
Treasurer’s Report: Total Assets

Total Assets in Millions
$46.3M

PROPERTY AND EQUIPMENT
55%
$25.5M

INVESTMENTS
29%
$13.7M

CURRENT ASSETS
16%
$7.2M
Treasurer’s Report: Financial Position

Total Liabilities in Millions
- PPP Loan: 41.5% ($1.3M)
- Current Liabilities: 25.8% ($800K)
- Long Term Liabilities: 32.7% ($1.1M)
Treasurer’s Report: Functional Expense

Expenses: $14.4M

- Program Services: 79% ($11.4M)
- Management and General: 10% ($1.4M)
- Fund Raising: 11.1% ($1.6M)
## Cookie Season

<table>
<thead>
<tr>
<th>Category</th>
<th>FY20</th>
<th>FY21</th>
<th>Percentage below FY20</th>
</tr>
</thead>
<tbody>
<tr>
<td>Actual Girl Participation</td>
<td>35,662</td>
<td>23,908</td>
<td>-32.94%</td>
</tr>
<tr>
<td>Budgeted Girl Participation</td>
<td>34,000</td>
<td>32,000</td>
<td></td>
</tr>
<tr>
<td>Actual boxes sold</td>
<td>4,290,572</td>
<td>3,021,448</td>
<td>-30.24%</td>
</tr>
<tr>
<td>Budgeted boxes sold</td>
<td>4,300,000</td>
<td>3,750,000</td>
<td></td>
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</table>
María Rodríguez
Treasurer of the Board
Girl Scouts Nation’s Capital

Treasurer’s Report
Antoinette Barksdale
2nd Vice President

Ulaina Ahn
Jessica Theis
Members-at-Large
Board of Directors
Girl Scouts Nation’s Capital
Hybrid Programming

• Going forward we anticipate offering **hybrid programming** – a **combination of virtual and in-person**.

• If leveraged properly, hybrid programming can allow **more girls** access to a larger variety of activities and programs.

• Virtual platforms can also **aid volunteers** in accommodating extra meetings outside of their troop meetings.
Forum Questions

• What aspects of **Girl Scouts** are best experienced virtually? In-person?

• What creative ways can we combine virtual and in-person opportunities to meet the needs of girls, families, and volunteers?

• What training and resources will volunteers require to deliver a hybrid program?
**Volunteers**
- Trainings
- Volunteer meetings

**Parents**
- Parent Meetings
- Girl program if minimal parent participation required

**Girls**
- Opportunity to have guest speakers, subject matter experts, women mentors
- Badge and journey workshops or activities
- Cooking/baking with everyone in their own kitchen
- Fun meetings, not program-based meetings: movies, mad gabs, online games
Ideal In-Person Opportunities

Many of our delegates reported that Girl Scouts is best experienced in person.

- Camping, high adventure, and hiking
- Building social skills
- Team building
- Girl Scout traditions including songs, friendship circles, and ceremonies
- World Thinking Day and other annual events
- Leadership and community service
Creative Hybrid Delivery Opportunities

New concept for troop leaders; volunteers need to build expertise in planning hybrid delivery.

• Use virtual platform for advance planning and execute in person event/trip/activity

• Deliver activity bags and kits to girls in advance of a virtual meeting

• Utilize Virtual meetings/activities only during winter months to minimize cancelations due to poor weather

• Gold Award Workshops with online and in-person content
Training and Resources Required

Delegate feedback calls for a combination of both virtual and physical resources:

- Trainings and how-to sheets
  - Using online platforms
  - Engaging girls engaged virtually
- Financial support to provide Zoom for troops
- List of successful virtual programs
- List of guest speakers

- Pre-recorded meetings or PowerPoint templates
  - Troops or families can complete on their own
- Expand the program kit offerings
  - System to distribute and collect kits from girls to ease burden on volunteers
Corporate Goal

Girl Scout Council of the Nation’s Capital must deliver a high-quality, fun leadership development program for girls through our dedicated volunteers.

Board and Staff members review and update the Council’s corporate goals and objectives every four years.
Anne Scott
Chair of the Nominating Committee

Nominating Committee Report and Elections
Nominating Committee Report

Committee Members:

Vicky Bailey
Berniece Collis
Jeri Fellerman
Suzanne Gleason
Anne Scott

Jeri Somers
Jennifer Tapper
Carolyn Thompson
Harriett Thompson
Slate of Nominees

Board of Directors: Members-at-Large
Three-year Term
October 1, 2021 – September 30, 2024

Nicole Clifton
Virginia

Nishita Henry
Virginia

James MacGregor
Virginia

Cheryle Mack
Virginia
Slate of Nominees

Board of Directors: Members-at-Large
Three-year Term
October 1, 2021 – September 30, 2024

Rory Maynard
Virginia

Jodi Morton
Virginia

Wendy Stark
Virginia
Slate of Nominees

Board of Directors: Member-at-Large
One-year Unexpired Term
October 1, 2021 – September 30, 2022

Janet Osborn
Washington, DC

Slate of Nominees

Board of Directors: Members-at-Large
One-year Term for Teen Girls
October 1, 2021 – September 30, 2022

Sophia Brown
Virginia

Gitika Gorthi
Virginia
Nominating Committee Members
Three-year Term
October 1, 2021 – September 30, 2024

Christy Brundage
Washington, DC

Jodi Morton
Virginia

Mary Karen Wills
Maryland
Retiring Members

Outgoing Members of the Board of Directors

Ulania Ahn
Virginia

Vicky Bailey
Washington, DC

Jessica Theis
Maryland

Mary Karen Wills
Maryland
Retiring Members

Outgoing Nominating Committee Members

Suzanne Gleason
Maryland

Anne Scott
Maryland

Carolyn Thompson
Virginia
Barbara Krumsieck
President of the Board
Girl Scouts Nation’s Capital

Remarks from the President
National Council Session

Virtual Delegation to National Council

Girl Scouts Nation’s Capital

October 2020
Lifetime Girl Scout
Lifetime Girl Scout
Impact of Girl Scouts
Cool Cookie Customer

[Images of people wearing masks and holding cookies, with a phone showing a message that reads 'Visited by a Cool Cookie Customer! You rock Girl Scout!']
Dedicated Volunteers

Thank you, Stacy Derrick!
Troop Leader Appreciation

Volunteer Appreciation Month 2023
Honorees
Thank You
SHARE Your Love of Girl Scouting

Juliette Low Legacy Society
A Guide to Giving for the Future

BELIEVE IN
THE POWER OF
G.I.R.L.
Invest in Girls
SHARE Green Ribbon Club

Association 34  Association 42
(Lower Montgomery County, MD)  (Northwest Washington, DC)

Associations that have reached SHARE goal

Service Units that have reached SHARE goal:

SU 12-5     SU 32-3     SU 42-4     SU 60-7
SU 12-6     SU 32-4     SU 51-1     SU 70-5
SU 14-2     SU 33-10    SU 52-11    SU 70-10
SU 15-1     SU 34-4     SU 53-4     SU 80-7
SU 15-8     SU 34-7     SU 56-4     SU 80-7
SU 22-7     SU 34-8     SU 60-5     

70
SHARE Your Love of Girl Scouting!

SHARE, Girl Scouts Nation's Capital's annual family giving campaign, provides critical funding for our Girl Scouts through financial assistance, camps, girl programing, and volunteer support. 100% of your donation stays within this Council.

4 Girl Scouts on GiveCampus
141 campaigns running
Board Participation in Giving
Golf Tournament

Golfers for G.I.R.L. Scouts
October 25, 2021
Army Navy Country Club
Arlington, VA

PURCHASE YOUR TICKET TODAY!
https://gscncgolf.givesmart.com

FOR SPONSORSHIP OPPORTUNITIES
CONTACT BETSY THURSTON
DEVELOPMENT DIRECTOR
BTHURSTON@GSCNC.ORG
202.274.3330
Sponsorships available from $2,500 to $50,000

SINGLE GOLFER: $300  FOURSOME: $1200

This event provides critical funding for Girl Scout programing and support for nearly 60,000 Girl Scouts.
Charitable Giving
Camp 2021
The Future of Girl Scouts
Girl Scout Troops
Virtual Troop Meets
Virtual Cookie Campout
Troop Meetings with Social Distance
Conversations of Consequence

Conversations of Consequence: Gold Awards That Lift Our Communities

Hear Their Words!

June 22nd 4PM - via Chime
World Thinking Day
Girl Scouts

We are looking forward to using Rallyhood as a way to better organize and simplify communication: share calendars, files, photos; divvy up signups; collect money; track RSVPs; and have fun along the way. Thanks for all you do to make this group experience a success. Great things happen when we come together.
Front-line workers receive 1800 Valentine cards
Troop 1165 donates 30 blankets to local hospice
Memorial to commemorate those lost to Covid-19
Girls the World Needs

Girls the World Needs
Girl Scout Cookies
Samoa Love for Our Teachers
Capitol Police and National Guard receive a sweet surprise!
Thank you for your support
Cookies for Covid
Camp Aquasco – Aquascape Roof
For the Love of Camp May Flather

For the love of CAMP Mayflather

CELEBRATING 90 YEARS OF GIRL SCOUTING AT CAMP
Girl Scout Adventure Awaits You in '22

Girl Scout ADVENTURE awaits you in '22!

RENEW NOW!

Girl Scout Adventure Awaits You in ‘22
Faye Fields

Voices From the Woods
Leadership Stories from the Girls & Women of Camp CEO 2008
Girl Scout Council of the Nation's Capital
Faye and Ike Fields
SAVE THE DATE
Annual Meeting
Saturday, April 30, 2022

If you would like an Annual Meeting patch and did not pre-register, please send your name and mailing address to customercare@gscnc.org. Limited quantity available.

Thank You For Joining Us!