



2021 Annual Meeting

April 17, 2021



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

Junior, Troop 53112

Sydney Cunningham

Cassidy Mazyck

Senior, Troop 3433

Michaela Joyce

Ambassador, Troop 8

Girl Scout Promise

Caitlyn Murphy, Rachel Irvine,

Ambassador, Troop 601

Naomi Scherber and Kaitlyn York

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





Remembering Sue





Board Members

Ulaina Ahn
Vicky Bailey
Antoinette Barksdale
Sherry Bellamy
Mary Brady
Kathleen Carl
Layne Diehl
Paul Donato
Kathy Duda
Nishita Henry
Jenny Herrera
Barbara Krumsiek
Natalie Lorenz-Anderson
Natalie Ludaway
Cheryle Mack

James MacGregor
Kathleen Matthews
Rory Maynard
Susan Moser
Barbara Ostrom
María Rodríguez
Anne Scott (Nominating Committee, Chair)
Jeff Sella
Mary Gay Sprague
Wendy Stark
Jessica Theis
Carolyn Thompson
Harriett Thompson
Wendy White
Mary Karen Wills



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.



Rules of Order (continued)

- 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.



Minutes- April 18, 2020

**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

Sherry Bellamy

Barbara Ostrom

Mary Gay Sprague

Wendy Stark

Jane Storero

Jessica Theis

Harriett Thompson

Wendy White



Bylaws Amendments and Revisions

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 Endorsement

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)			
Current Wording	Proposed Revision	New Wording	Rationale
DELEGATES. A. Selection of Delegates from Service Units. Each Service Unit is entitled to select, by any means:	COUNCIL DELEGATES. A. Selection of Council Delegates from Service Units. Each Service Unit is entitled to select, by any means <i>it determines, the following delegates and alternate delegates to the Council ("Council Delegates" and "Alternate Council Delegates," respectively):</i>	COUNCIL DELEGATES. 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 ("Council Delegates" and "Alternate Council Delegates," respectively):	<i>Clarified the term Council delegates and Alternate Council Delegates</i>
(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	(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 as of the close of business on September 30 of the preceding calendar year,	(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;	<i>Clarified number of delegates and alternates each Service Unit may have; conforms to current GSCNC practice</i>
	(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;	(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;	
	(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	(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	
(2) one delegate 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.	(4) (2) one delegate four Council Delegates and one alternate for each additional increment of 200 girl members four Council Alternate if more than 600 girls were registered in that Service Unit as of the close of business on September 30 of the preceding calendar year.	(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.	



Bylaws: Article 1, Section 5

Section 5. RESPONSIBILITIES OF VOTING MEMBERS - C			
Current Wording	Proposed Revision	New Wording	Rationale
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.	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.	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.	<i>Changed deadline for submission of proposals to be considered at Annual Meeting from Feb. 1 to 60 days before Annual Meeting</i>



Bylaws: Article I, Section 6

Section 6. ANNUAL MEETING OF THE COUNCIL - A, B			
Current Wording	Proposed Revision	New Wording	Rationale
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.	A. The Council holds an annual meeting of the members ("Annual Meeting") 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.	A. The Council holds an annual meeting of the members ("Annual Meeting") 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.	<i>Established definition of Annual Meeting; conformed use of defined terms</i> <i>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</i>
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.	B. The Council must give notice of the time, place, and agenda of the meeting Annual Meeting, together with the slate of nominees for all offices or positions to be filled under these the 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 60 days and not less than twenty-five 14 days before the meeting.	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 60 days and not less than 14 days before the meeting.	<i>Provided that Annual Meeting may be held virtually</i>



Bylaws: Article I, Section 7

Section 7. SPECIAL MEETING OF THE COUNCIL			
Current Wording	Proposed Revision	New Wording	Rationale
<p>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.</p>	<p>The President may call a special meeting of the Council (a "Special Meeting") may be called by the President for any purpose, with the approval of a majority of the members of the Board of Directors, or and the President shall call a Special Meeting upon the written request of a majority of the members of the Board of Directors or at least 15 percent of the Council Delegates. The special meetingAny Special Meeting must be held no later than 30 days following completion of the actions stated above calling of the sSpecial mMeeting. At a sSpecial mMeeting, 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 meetingany Special Meeting. Notice must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each member of the CouncilVoting Member 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.</p>	<p>A special meeting of the Council (a "Special Meeting") may be called by the President for any purpose, with the approval of a majority of the members of the Board of Directors, and the President shall call a Special Meeting 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 the calling of 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 any Special Meeting. Notice must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each Voting Member 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.</p>	<p><i>Provided that Special Meetings may be held virtually</i></p> <p><i>Added that a Special Meeting shall be called by President at the request of a majority of the Board</i></p> <p><i>Grammatical changes; conformed use of defined terms</i></p>



Bylaws: Article I, Section 9

Section 9. VOTING			
Current Wording	Proposed Revision	New Wording	Rationale
Each Voting Member present in person is entitled to one 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.	Each Voting Member present in person (subject to Article 1, Section 10 below) at the Annual Meeting or any Special Meeting is entitled to one vote. No member Voting 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 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.	Each Voting Member present in person (subject to Article 1, Section 10 below) at the Annual Meeting or any Special Meeting is entitled to one vote. No Voting 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.	<i>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</i> <i>Cross-referenced section permitting virtual attendance at Annual and Special Meetings; minor grammatical changes</i>



Bylaws: Article I, Section 10

Section 10. REMOTE PARTICIPATION (new section)			
Current Wording	Proposed Revision	New Wording	
NEW SECTION	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.A, 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.	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.A, 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.	<i>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</i>



Bylaws: Article II, Section 7

Section 7. QUORUM			
Current Wording	Proposed Revision	New Wording	Rationale
<p>QUORUM. Five members of the committee must be present to constitute a quorum for the transaction of business.</p>	<p>QUORUM; REMOTE PARTICIPATION. Five members of the committeeNominating 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 "present in person" 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.</p>	<p>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 "present in person" 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.</p>	<p><i>Provided that the chair of the Nominating Committee may permit members to participate in meetings virtually</i></p> <p><i>Conformed use of defined terms</i></p>



Bylaws: Article V, Sections 7 and 8

Section 7. REMOTE PARTICIPATION (NEW SECTION)			
Current Wording	Proposed Revision	New Wording	Rationale
NEW SECTION	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 "present in person" 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.	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 "present in person" 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.	<i>Added Section authorizing President to permit members of the Board to participate in Board meetings virtually</i>

Section 8. QUORUM			
Current Wording	Proposed Revision	New Wording	Rationale
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.	7 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.	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.	<i>Clarified that virtual participation counts for purpose of establishing a quorum Cross-referenced section permitting remote participation</i>



Bylaws: Article VI, Section 5

Section 5. REMOTE PARTICIPATION (NEW SECTION)			
Current Wording	Proposed Revision	New Wording	Rationale
NEW SECTION	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 "present in person" 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.	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 "present in person" 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.	<i>Added Section authorizing the chair of any committee to permit members of the committee to participate in meetings virtually</i>



Bylaws: Article IX, Section 1

Section 1. ELECTION			
Current Wording	Proposed Revision	New Wording	Rationale
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.	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 of 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 are elected or until successors are elected. and their terms commence. Seven National Delegate positions will be reserved for the incoming team of the Officers of the Council who will be duly elected at the Annual Meeting in calendar year of the National Council Session. The President and the Board of Directors have the power to fill vacancies from among the Alternate National Delegates until the next meeting of the Council.	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. and their terms commence. Seven National Delegate positions will be reserved for the incoming team of the Officers of the Council who will be duly elected at the Annual Meeting in calendar year of the National Council Session. The President and the Board of Directors have the power to fill vacancies from among the Alternate National Delegates until the next meeting of the Council.	<i>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</i> <i>Clarified that 7 National Delegate spots will be reserved for the incoming Officer team</i> <i>Minor wording changes and conformed use of defined terms</i>



Bylaws: Article X, Section 5

Section 5. APPROVAL OF EXPENDITURES (NEW AND REVISED)

Current Wording	Proposed Revision	New Wording	Rationale
NEW SECTION	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.	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.	<i>Changed authority for approval of expenditures, so that (i) expenditures of \$7500 or more require approval of CEO (or her designee) and Treasurer or Asst Treasurer (or Treasurer's designee), (ii) expenditures of less than \$7500 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.</i>
All expenses of the Council less than \$7,500 shall require approval prior to payment by Department Managers, their Supervisors and the Controller.	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.	C. Expenses Less Than \$7,500. Prior to payment, all operating or capital expenses of the Council less than \$7,500 shall require approval by Department Managers, their Supervisors, and the Controller.	
NEW SECTION	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.	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.	



Incorporation Article 2

TITLE PAGE			
Current Wording	Proposed Revision	New Wording	Rationale
ARTICLES OF INCORPORATION	AMENDED AND RESTATED ARTICLES OF INCORPORATION	AMENDED AND RESTATED ARTICLES OF INCORPORATION	<i>changing name of title page</i>
Article 2			
Current Wording	Proposed Revision	New Wording	Rationale
The purposes of the Council shall be to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, heerfulness, 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.	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.	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.	<i>Updated the responsibilities section to reflect women's place in the workplace and the world at large.</i>



Incorporation Article 7

ARTICLES OF INCORPORATION (continued)

Article 7			
Current Wording	Proposed Revision	New Wording	Rationale
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.	Members-at-Large of the Board of Directors, Officers of the Council, and members of the Nominating Committee, including the Chairman chair 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 chair of the Nominating Committee.	Members-at-Large of the Board of Directors, Officers of the Council, and members of the Nominating Committee, including the chair 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 chair of the Nominating Committee.	<i>Conformed use of defined terms, and made clarifying wording changes</i> <i>Clarifies that presence in person includes remote participation</i>



Incorporation Article 7

ARTICLES OF INCORPORATION (continued)

Article 7

Current Wording	Proposed Revision	New Wording	Rationale
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.	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.	Vacancies on the Board of Directors shall be filled in accordance with procedures established by the Bylaws. 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.	<i>Conformed use of defined terms, and made clarifying wording changes</i> <i>Clarifies that presence in person includes remote participation</i>



Incorporation Article 9

Article 9 (NEW)

Current Wording	Proposed Revision	New Wording	Rationale
NEW	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. If corporation	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. If corporation	<i>Permits the Board to act by majority consent if certain requirements are met</i>



Incorporation Article 9 (continued)

ARTICLES OF INCORPORATION (continued)

Article 9 (continued) (NEW)

Current Wording	Proposed Revision	New Wording	Rationale
NEW	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	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	<p><i>Permits the Board to act by majority consent if certain requirements are met</i></p> <p><i>Permits withdrawal of the consent of the board member if certain conditions are met.</i></p>



Incorporation Article 9 (continued)

ARTICLES OF INCORPORATION (continued)			
Article 9 (continued) (NEW)			
Current Wording	Proposed Revision	New Wording	Rationale
NEW	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.	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.	<p><i>Permits the Board to act by majority consent if certain requirements are met</i></p> <p><i>Permits withdrawal of the consent of the board member if certain conditions are met.</i></p>



María Rodríguez

Treasurer of the Board
Girl Scouts Nation's Capital

Treasurer's Report





Treasurer's Report: Total Assets

**PROPERTY AND
EQUIPMENT**

55%

\$25.5M

INVESTMENTS

29%

\$13.7M

**CURRENT
ASSETS**

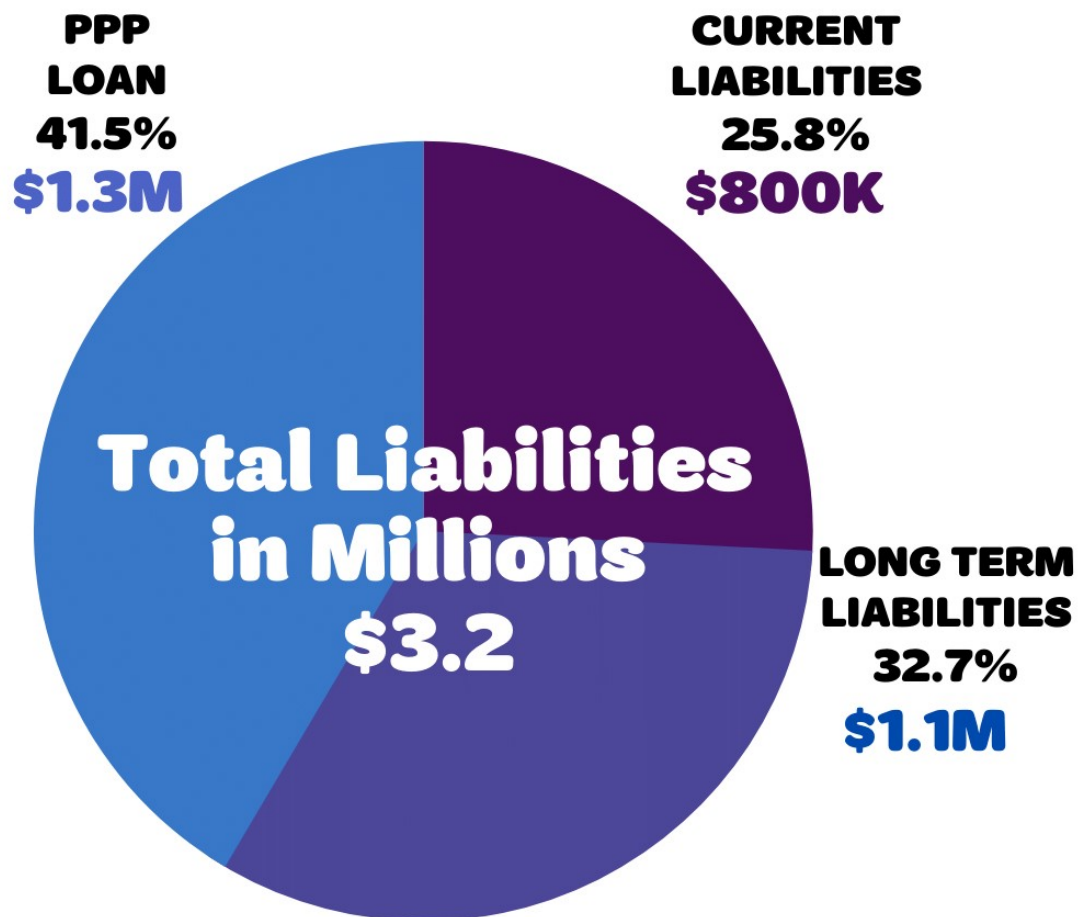
16%

\$7.2M

**Total Assets
in Millions
\$46.3M**

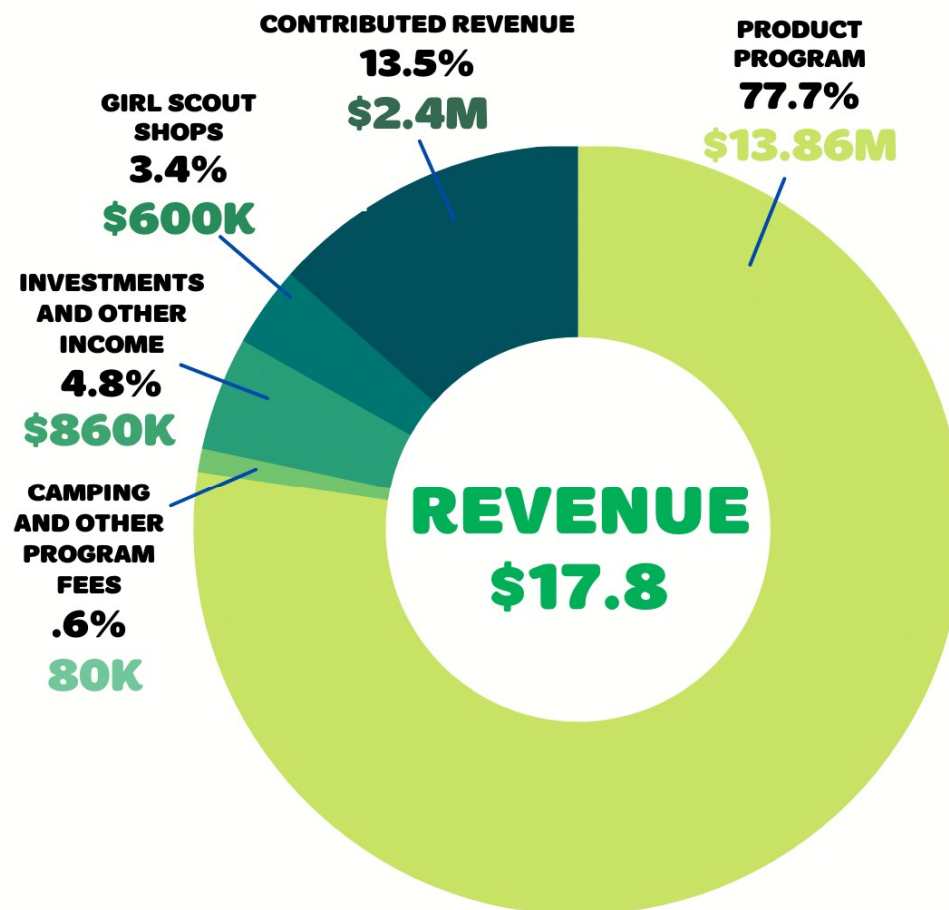


Treasurer's Report: Financial Position



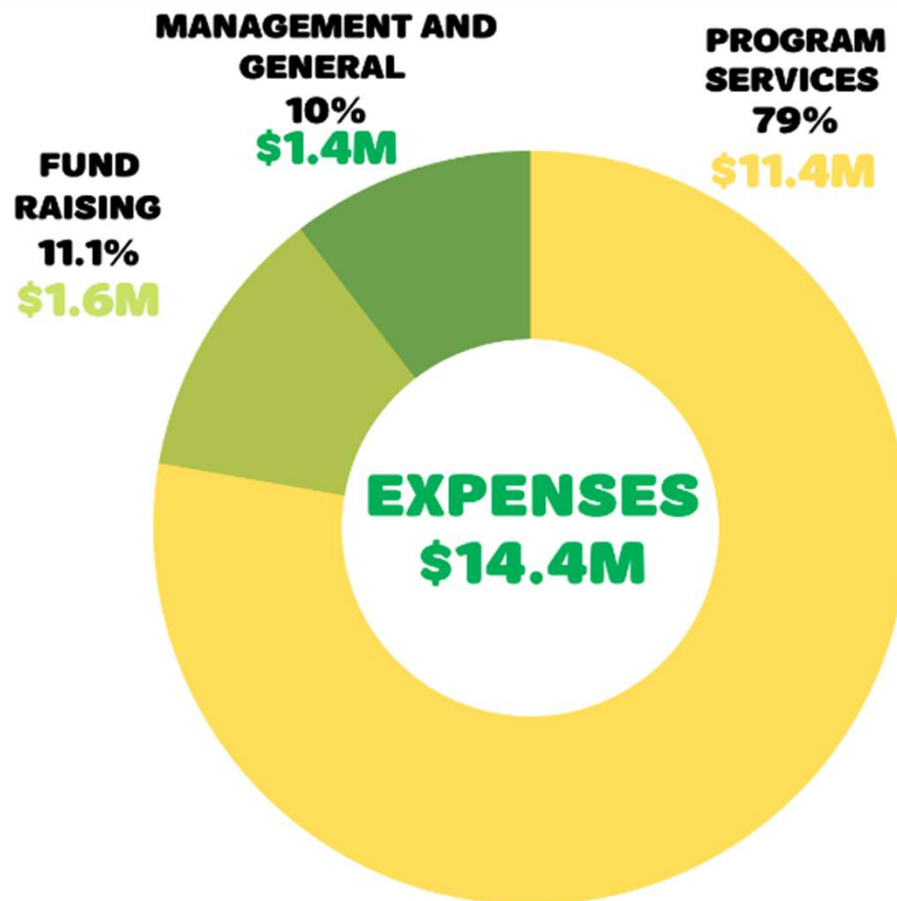


Treasurer's Report: Public Support & Revenue





Treasurer's Report: Functional Expense





Cookie SEASON

	FY20	FY21	Percentage below FY20
Actual Girl Participation	35,662	23,908	-32.94%
Budgeted Girl Participation	34,000	32,000	
Actual boxes sold	4,290,572	3,021,448	-30.24%
Budgeted boxes sold	4,300,000	3,750,000	



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

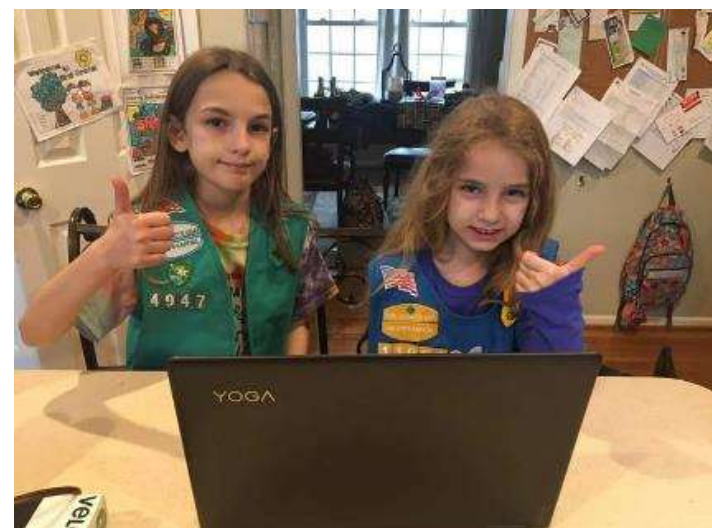
Forum Report





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?





Ideal Virtual Opportunities

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





Girl Scouts Nation's Capital

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



52



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

Board of Directors: Members-at-Large

One-year Term for Teen Girls
October 1, 2021 – September 30, 2022



Sophia Brown
Virginia



Gitika Gorthi
Virginia



Slate of Nominees

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 Krumsiek

President of the Board
Girl Scouts Nation's Capital

Remarks from the President





National Council Session





Lifetime Girl Scout





Lifetime Girl Scout





Impact of Girl Scouts





Cool Cookie Customer





Dedicated Volunteers





Honorees





Thank You





SHARE Your Love of Girl Scouting





SHARE Celebrations

SHARE Green Ribbon Club

Association 34

(Lower Montgomery County, MD)

Association 42

(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 22-7	SU 34-8	SU 60-5	

70






Service Unit Crowdfunding

SIGN UP LOGIN

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



Service Unit 52-10 SHARE Campaign 2021

For Girl Scouts Nation's Capital Annual Giving

Make a donation to SHARE and help Girl Scouting in our community!

88%

55 Donors

118 Days Remain

\$2,892 Donated

Service Unit 52-11 SHARE Campaign 2021

For Girl Scouts Nation's Capital Annual Giving

Make a donation to SHARE and help Girl Scouting in our community!

99%

88 Donors

118 Days Remain

\$7,344 Donated



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>



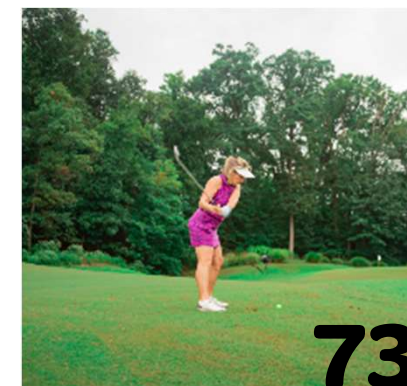
**FOR
SPONSORSHIP
OPPORTUNITIES**

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**
programming and support
for nearly 60,000
Girl Scouts.



73



Charitable Giving





Camp 2021





Camp 2021





The Future of Girl Scouts





Girl Scout Troops





Diversity, Equity and Inclusion





Lifetime Girl Scout





Lidia Soto-Harmon

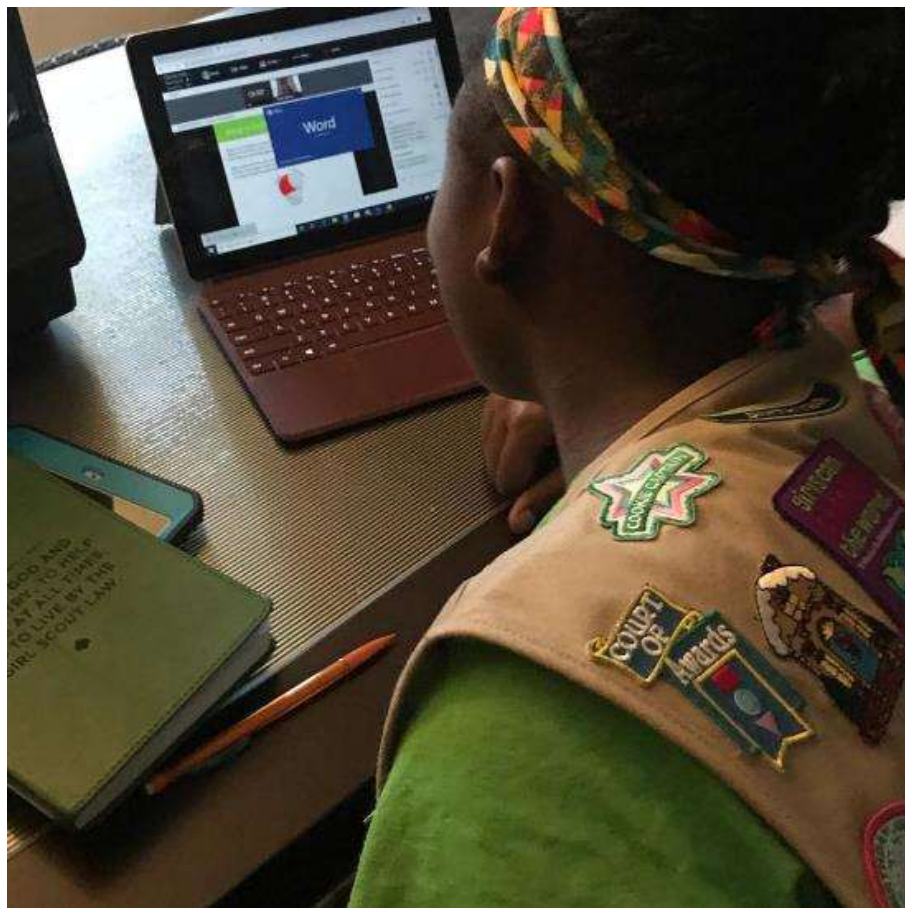
Chief Executive Officer
Girl Scouts Nation's Capital

Remarks from the CEO





Virtual Troop Meets





Virtual Cookie Campout



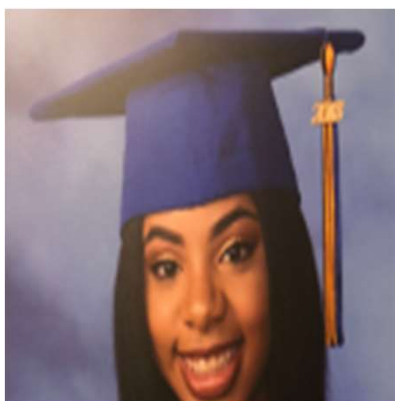


Troop Meetings with Social Distance






Conversations of Consequence



girl scouts
nation's capital

Conversations of Consequence:

Gold Awards That Lift Our Communities

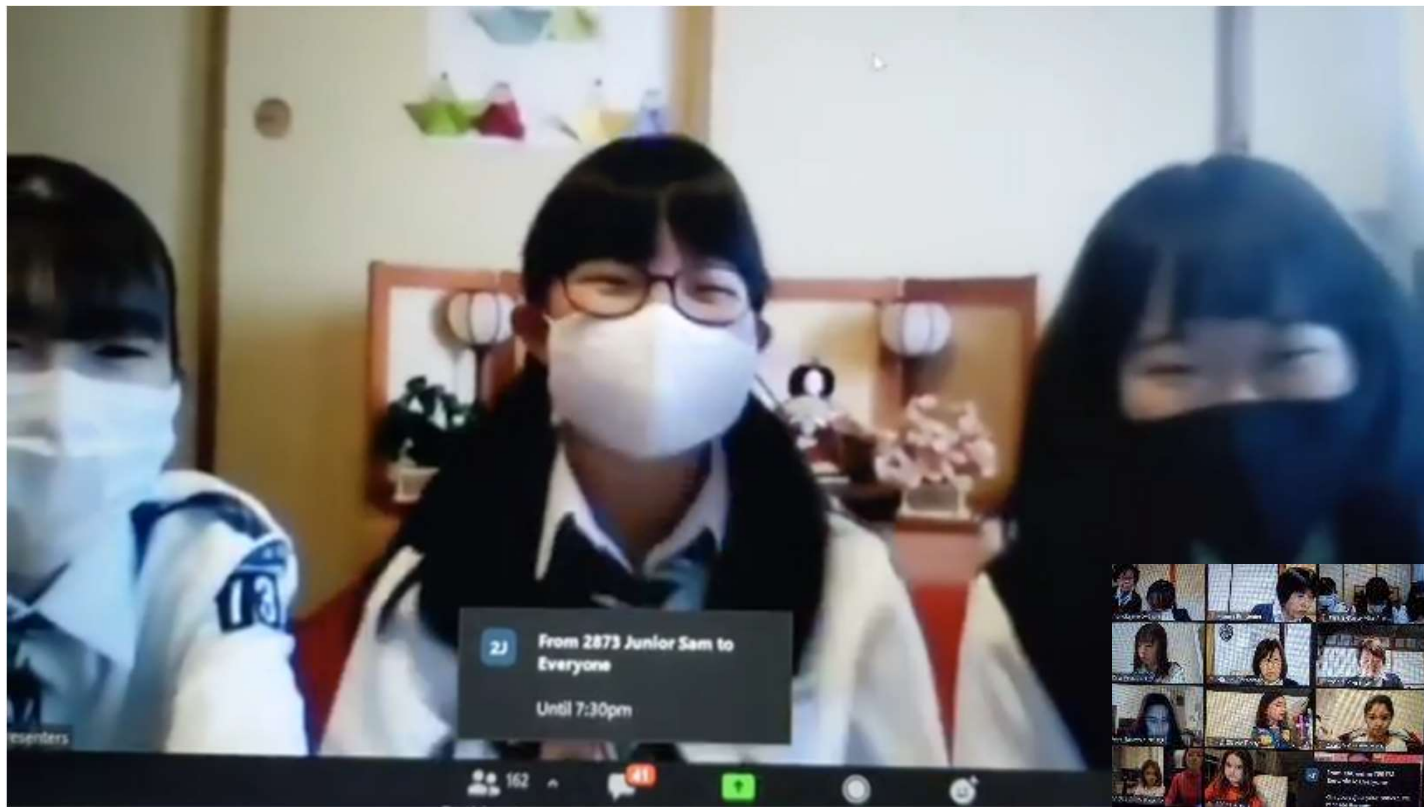


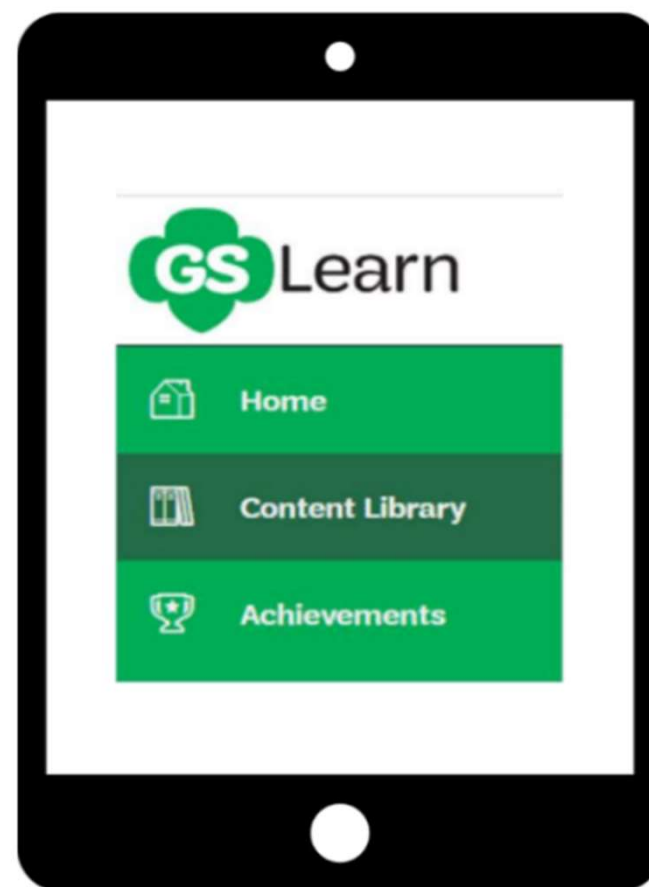
Hear Their Words!

June 22nd 4PM - via Chime





World Thinking Day










Rallyhood and ZOOM

 rallyhood 



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

CONNECTION McLean ♦ Vienna and Oakton

Valentines for Covid Heroes in Oakton

News Page 2

Volunteers in a Science Technology Art Music (STAMP) program at Waples Mill Elementary School, along with Girl Scouts in Oakton, made more than 1,800 valentines in this year's Valentine Challenge with help from Oakton's Fire & Rescue Department.

Downtown McLean Re-Imagined
News Page 6

Sealing the Record
News Page 3

February 17-23, 2021

ONLINE AT WWW.CONNECTIONSSTAMP.COM

Youth Create Valentines for Front-Line Workers

Students in the STAMP (Science, Technology, Art, Music, Philanthropy) initiative at Waples Mill Elementary School recently participated in the annual Valentine Challenge event in coordination with Volunteer Fairfax.

STAMP volunteers, Girl Scouts in Oakton/Fairfax and their families mailed more than 1,800 valentines to thank those who are on the frontlines during this pandemic.

This year, instead of hosting an in-person valentine-making party, the event went "virtual" by distributing materials so volunteers could make valentines at home.

Recipients included public safety personnel; library staff; Postal Service personnel; health-care workers at Inova and other offices; staff of local schools; staff of the Providence Community Center and Oak Marsh RECenter; Fairfax County Supervisor Dallas Pukhik (D-Providence) and her staff; staff of the Fairfax County Park Authority's Invasive-Management Area staff; local grocery-store workers; School Board members and their staff; students in senior care; and staff and residents at Sunrise Senior Living at Fair Oaks.

—A Staff Report



The staff at Children's Dentistry of Oakton (left) and Fairfax County Fire & Rescue Station 434 in Oakton (above) display their valentines.



Staff at the Oakton Library (above) and Oakton Post Office (right) display some of the Valentine's cards they received.





Troop 1165 donates 30 blankets to local hospice





Memorial to commemorate those lost to Covid-19





Girls the World Needs





Girl Scout Cookies





Samoa Love for Our Teachers





Capitol Police and National Guard receive a sweet surprise!




**We've Got
THIS!**





Thank you for your support

Kirsten Mejdrich, Manish Tomar,
Elena McLean, and Sanjay Desai



Deloitte.

Matt Posid



Jodi Morton



FEROCE



Tina Caramagna



Darren Morton



Kathleen Renee Purtill
Deloitte.

**Kate
Perrin**

Sylvia Washington



Joann Vaughan



**Elaine
Leavenworth**



Nishita Doshi Henry
Deloitte.

Rebecca Whisenant





Cookies for Covid





Girl Scout Camp





Camp Aquasco – Aquasake Roof





Camp White Rock





For the Love of Camp May Flather





Welcome to Camp 2021





Girl Scout Membership





Girl Scout Adventure Awaits You in '22





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye Fields





Faye and Ike Fields





Faye Fields





Faye Fields





Thank You
For Joining Us!

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.