



**Girl Scouts Heart of the Hudson, Inc. – Delegate Meeting
Tuesday, June 2, 2022**

The June 2, 2022, Girl Scouts Heart of the Hudson, Inc. Delegate Meeting was called to order at 7:20pm by Board President Gale Hauck.

Determination of Quorum

The Council has 141 delegates, 10% of the total number of delegates must be present in person, online or by proxy. 77 delegates were present in person, online or by proxy.

The Council has 92 service units. Delegates representing 51 service units were present in person and online.

Quorum was present.

Adoption of Standing Rules

Jill Taney/Palisades moved to adopt the Standing Rules with a 10 minute time limit per speaker, the motion was seconded.

Sue Pulcare/Tioronda raised an objection that 10 minutes is too long and the time should be limited to 2 minutes, Ms. Pulcare's amendment was seconded. 66 yeah, 8 nay. Motion to limit the time per speaker is adopted.

The delegates then voted to adopt the standing rules with the amendment that limited speakers to 2 minutes. 64 yeah, 3 Nay. Motion carried.

Update on Property Plan

Board President Gale Hauck addressed those present about the state of properties that predated the November 2021 property plan.

President Hauck stated that the Council has been in contract to sell 100 of the 150 acres attached to the Ludington property. President Hauck stated that the 100 acres would still be accessible to campers but for the most part is unusable due to the terrain. The property will now be maintained as open space in coordination with the Appalachian Trail Conservancy.

President Hauck stated there is a plan to close the Pleasantville office as it cost \$100,000.00 a year annually to maintain. The staff at the Pleasantville office would report to Montgomery and the Council will find a home for the Robotics team that meets at Pleasantville.

President Hauck stated that there is currently a plan for the Port Chester House to be turned over to the municipality with the same access and availability to the Girl Scouts.

President Hauck stated that the Betty Taubert House is on town land and there is a discussion to give up control of the house if there can be an agreement that Girl Scouts would still have the same access to the property.

President Hauck stated that there currently is not an active plan about the Camp Wendy property.

A member of those assembled who identified herself as Marissa Torento Butkiewicz/Port Chester/Rye Brook stated that as per Port Chester there has been no contact with the Girl Scouts Heart of the Hudson.

Natasha Merritt/Harlem Valley asked for clarification that the use of Camp Ludington as the Girl Scouts currently know it will not change.

Lisa Walsh/Minisink asked if the charge to use Ludington will increase.

Jeanne Scigliano/Arlington inquired as to when Ludington would be open.

Helen Wronski, Girl Scouts Heart of the Hudson Interim CEO stated that she would be touring the Betty Taubert House soon with a focus on the safety of the property.

Fox North/Misty Mountains stated that leaders are unable to make reservations to use Camp Wendy after June 30, 2022. Fox North then inquired as to when it would be possible to make a reservation to use Camp Wendy for later in the summer.

Helen Wronski stated that she planned to visit Wendy sooner rather than later and was advised that Camp Wendy has a port-a-potty and the leaders bring in potable water for their events.

Cathy Maxcy/Irvington requested that the water at Camp Wendy be retested and that the fire extinguishers be retagged.

Erica Darcy/River's Edge moved to adopt the Agenda as distributed. The motion was seconded. Fox North objected and moved that discussion of the Property plan be on the Agenda. Fox North's amendment was seconded.

Sue Pulcare/Tioronda objected to a discussion on the Property Plan unless the Board has new information to bring to the body.

Fox North/Misty Mountains reiterated her motion that she would like discussion of the Property Plan to be part of the Agenda. 61 Yeah. 5 Nay. Motion Carried

President Hauck asked if there was an objection to adopting the amended Agenda. Hearing no objection, the amended Agenda was adopted.

Council Operations

Helen Wronski, Interim CEO gave a report to those assembled as related to Council owned properties that included items that had previously been shared by President Hauck.

Jeanne Scigliano/Arlington inquired if there could be a list of the people serving as delegates and a list of the service units. Ms. Scigliano stated it would be easier to reach out for delegates training, or coaching if the information was available to the membership.

Eileen Hickey, Director of Membership stated that service unit information is available through Looker.

Kim Barnett, Board 2nd Vice President stated that in December 2021 the newsletter published the names of the delegates. Ms. Barnett also stated that the delegate information is available on the governance page of the website.

Liz Gagnon/Mahopac asked about meeting space. Ms. Gagnon stated that troops must pay to use the Rock Hill property and that troops cannot meet in private home, and they cannot meet in schools and it is impacting the program for the scouts.

Kathy Maxcy/Irvington stated that she never remembered having to pay for her troop to use the Fanny Fay property.

Melissa Toronto Butkiewicz /Port Chester/Rye Brook stated that the leaders were informed that the fee was attached to COVID cleaning after meetings.

Fox North/Misty Mountains stated that the money collected from the sale of cookies is supposed to go toward maintaining the Council properties and that troops should not have to pay to use the properties.

Natasha Merritt/Harlem Valley stated that the volunteers need training for rope courses, life guards and small boats.

Liz Gagnon/Mahopac stated that there is a need for a centralized list of those with approved trainings.

Maureen Connolly stated that the low ropes course needs to be inspected, it was Ms. Connolly's understanding that the ropes at Camp Addisone Boyce passed but the ropes course at Rock Hill did not pass.

Monica Nazario/Ossining stated that her Girl Scout's last experience at Rock Hill was that there were no ropes course and that the Girl Scouts were in the lake twice and then the lake was shut down. Ms. Nazario stated that the parents were not notified that use of the lake had been shut down. Ms. Nazario inquired if issues with the camp would be addressed before the Girl Scouts arrived this summer.

Donna Caro/Scarsdale/Edgemont stated that the Betty Taubert House has the highest usage of all other Girl Scout Houses in the Council and it was her understanding that it has the second lowest cost of usage per day. Ms. Caro shared that the Betty Taubert House has two floors and that each floor has meeting space and its own kitchen. Ms. Caro shared that the Betty Taubert House has multiple fire pits and for

many young Girl Scouts the Betty Taubert House is the site of their first overnight event. Ms. Caro spoke of the value the Betty Taubert House is for the Scouts in her region and that the demand for meeting space in general is great but the supply is small. Ms. Caro stated that if the house were turned over to the municipality she was certain that the Girl Scouts would not have the same access to their meeting space that they had previously enjoyed. Ms. Caro stated that the Girl Scouts were unwelcome in the local school because Girl Scouts is for girls only.

Liz Kaufman/ Scarsdale/Edgemont spoke about the importance of the Betty Taubert House for their community and inquired as to what efforts had been made to fundraise to make the property more cost efficient to run. Ms. Kaufman stated that there are community members attached to the scouting community who poses skills that might benefit the maintenance of the property.

Maureen Connolly/West Lakeland said that the Scarsdale Municipality says that the lack of communication on the Betty Taubert House is the fault of the Girl Scouts Heart of the Hudson.

Natasha Merritt/Harlem Valley addressed those assembled and stated that the scouts are not looking for state of the art, they are looking to get back to nature and green spaces.

Andrea LaMantia/West Nyack moved to change section 2.11c in the Girl Scout Heart of the Hudson By-Laws.

Section 2.11 c currently reads:

- C. Two-thirds of the votes cast at a meeting of the Delegates is required for:
 - (1) A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Council;
 - (2) A plan of merger, consolidation, or dissolution; or
 - (3) Revocation of a voluntary dissolution proceeding;

Provided, however, that the affirmative votes cast in favor of any action described in this subsection (C) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Ms. LaMantia wanted to strike the phrase all or substantially all so that section 2.11c now reads:

- C. Two-thirds of the votes cast at a meeting of the Delegates is required for:
 - (1) A sale, lease, exchange, or other disposition of any Real Estate Assets of the Council;
 - (2) A plan of merger, consolidation, or dissolution; or
 - (3) Revocation of a voluntary dissolution proceeding;

Provided, however, that the affirmative votes cast in favor of any action described in this subsection (C) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Ms. LaMantia's motion was seconded.

Helen Wronski, Interim CEO, advised the assembled that any changes to the By-laws would require review by the attorney for the Council.

Jean Zappia/Board stated that changes to the By-laws should not be done in piecemeal and the By-laws are taken from New York State Not for Profit Law and that the Council should consult an attorney before changing the By-laws.

Carol Vergara, First Vice President stated that New York State Not for Profit laws must supersede the By-laws of an individual organization.

Jean Scigliano/Arlington stated that the delegates are entitled to vote.

Ms. Scigliano called the vote to question. The Call to Question vote was held. 53 yeah. 8 Nay. Motion Adopted.

The delegates then voted on the By-law amendment motion made by Ms. LaMantia's. 48 Yeah. 21 Nay. Motion carried.

Erica Darcy/river's Edge addressed the assembled and asked what would happen to the Girl Scout Museum that is currently housed at Camp Wendy as the staff had been promised that Camp Wendy would be the permanent home of the museum.

Patricia Allen/Larchmont/Mamaroneck asked that since the delegates had voted down the property study, what is the value of the property study that was put forth to the delegates in November 2021 and how will Girl Scouts Heart of the Hudson go forward.

President Hauck stated that she and Interim CEO, Helen Wronski would be looking at the property plan that was put forth in November 2021 as it predates both of their tenures.

Monica Nazario/Ossining made a motion that the Board committee being assembled include delegates to review the By-laws and make sure that any new By-law is in compliance with New York State Not for Profit law. This motion was seconded.

Maureen Connolly/West Lakeland called to question. 61 yeah. 0 Nay. Motion adopted.

The motion by Ms. Nazario was put to a vote. 66 yeah. 0 nay. Motion adopted.

Jean Scigliano/Arlington and Natasha Merritt/Harlem Valley offered to walk the property at Camp Ludington with Helen Wronski

Fox North/Misty Mountains put forth a motion that the delegates recommend that the board form a property advisory committee consisting of at least: one operational volunteer per county, one active alumni volunteer, 2 youth members age 14+, our CEO, and two board members. The official charter will be created at the committee's first meeting but should include providing input on property sale decisions, serving as a resource for property usage concerns, and any other needs as determined by the board. The motion was carried.

President Hauck asked if there was an objection to adopting the motion. Hearing no objection, the motion was adopted.

Helen Wronski stated that the research on the Restricted Funds is continuing and as soon as the information is available Ms. Wronski will bring it to President Hauck.

Ms. Wronski announced that she had hired an interim CFO, Greg Kessel who will be working with her and to prepare the Council for a more permanent CFO.

Ms. Wronski took a moment to acknowledge the staff and the work they had been doing during the transition.

President Hauck took the names of volunteers who would be willing to serve on a committee that would honor Amerie Jo Garza our sister Girl Scout who was killed in the school shooting in Uvalde, Texas on May 24, 2022. The volunteers are Kelly Mcloughlin Sorrentino, Erica Darcy, Patricia Hauck, Kathryn Doyle-Bunker, Maureen Connolly and Melissa Torrento.

President Hauck suggested that Girl Scouts Heart of the Hudson consider planning a Workshop Day or a Weekend at Camp including a campfire and perhaps a sleepover.

Natasha Merritt/Harlem Valley shared that Rock Hill would be celebrating its 100 Anniversary this year and suggested it would be nice to have a day of service for alumni and volunteers.

Maureen Connolly/West Lakeland moved to hold another delegates meeting in September 2022. The motion was seconded.

President Hauck asked if there was an objection to adopting the motion. Hearing no objection, the motion was adopted.

Natasha Merritt/Harlem Valley motioned for the meeting to be closed, seconded. President Hauck asked if there was an objection to adopting the motion. Hearing no objection, the motion was adopted.

The Meeting was adjourned at 10:11pm.

Respectfully submitted by,

Kathryn Doyle-Bunker
Secretary of the Board