



Girl Scouts Heart of the Hudson, Inc.
ANNUAL MEETING MINUTES
Wednesday, May 4, 2022

The May 4, 2022, Girl Scouts Heart of the Hudson, Inc. **Annual Meeting was called to order at 7:20 pm** by Board President Fay Casatuta.

Molly McGarity, Girl Board member, led the assembled in the Pledge of Allegiance, The Girl Scout Promise and Girl Scout Law.

Establishment of Quorum: Christine Drasba, Board member, Director at Large, and Acting Secretary, reported that of the 92 Service Units that make up Girl Scouts Heart of the Hudson, a majority of 49 Service Units and 68 delegates were needed to meet quorum. In attendance, were 56 Service Units and 79 delegates in person and virtually. The Quorum was met. No proxy forms were submitted for this meeting.

Overview of Meeting Format & Voting Member Rules

Board President Fay Casatuta recognized Sarah E. Merkle, attorney and professional parliamentarian as parliamentarian and presiding officer. Fay Casatuta stated, "At this time, I appoint Sarah E. Merkle Attorney and professional Parliamentarian as Parliamentarian this evening. Sarah is an experienced parliamentarian and she has agreed to help us this evening as our parliamentarian and presiding officer."

Board President, Fay Casatuta, recognized Sarah E. Merkle to review standing rules for evening. Sarah provides instructions and phone number for IT support if needed by any attendees, then instructions and phone number for voting members to call if help is needed with voting and stated that a practice vote would take place through an email link that would be sent to all voting members to ensure that voting is completed fairly.

During practice vote, Sarah E. Merkle stated that there were some voting members in need of assistance and is working on helping everyone. After a long silence of about 27 minutes, Sarah stated that about 99% of voting members had been helped and they would continue to help the rest while proceeding to standing rules.

Before proceeding to standing rules Sarah E. Merkle asked if there were any objections to her presiding over the meeting. Sarah stated that there was one objection and stated that she was going to confirm with staff on how to proceed.

After several minutes of silence, Jennifer Donohue, Director of Marketing and Communications addressed all attendees stating that the Parliamentarian would be back on in just a moment.

Sarah E. Merkle came back to meeting, apologized for the long wait, and thanked everyone for their patience.

After consulting with staff and Board Chair, Sarah E. Merkle stated that at this point we are in not in a position for the President or a Vice President to preside over this meeting. Sarah recognized Q&A concerns of Sarah E. Merkle presiding.

Sarah stated that the meeting would be adjourned and will meet again in person before the end of May 2022 to make it easier to address concerns and to vote and that notice requirements will be met to do so.

Adjournment:

Sarah E. Merkle, parliamentarian, adjourned the meeting at 8:13pm.

Christine E. Drasba

Christine Drasba, Board of Directors, acting secretary due to resignation of elected secretary

**Girl Scouts Heart of the Hudson, Inc.
ANNUAL MEETING MINUTES
Monday, May 23, 2022**

The May 23, 2022, Girl Scouts Heart of the Hudson, Inc. **Annual Meeting was called to order at 7:22 pm** by Board 1st Vice President Carol Vergara.

Molly McGarity, Girl Board member, led the assembled in the Pledge of Allegiance, The Girl Scout Promise and Girl Scout Law.

Establishment of Quorum: Jean Zappia, board of directors, reported that of the 92 Service Units that make up Girl Scouts Heart of the Hudson, a majority of 47 Service Units and 10% of the delegates were needed to meet quorum. In attendance, were 49 Service Units and 78 delegates in person and virtually. The Quorum was met.

Overview of Meeting Format & Voting Member Rules

1st Vice President Carol Vergara, introduced new interim CEO, Helen Wronski, and GSHH corporate attorney, James Birnbaum, Reda & Birnbaum LLP. Carol also recognized Sarah Merkle, parliamentarian and her assistant Emiley Hatten.

1st Vice President, Carol Vergara, proceeded with testing for virtual attendees as the meeting was hybrid. The test was administered and was successful and the meeting proceeded as planned. Carol reviewed the process for the meeting, noting that standing rules were distributed.

Sue Pulcare requested to limit speaking to 1 minute. After discussion, it was **moved** by Lisa Walsh/Minisink, to strike 2 minutes per speaker and allow for 1 minute for more speakers.

Carol Vergara, 1st Vice President, called for a vote on the **motion to amend the standing rules** with 45 in favor and 25 opposed. **Motion carried.**

Kathryn Doyle-Bunker reported to the presiding officer, that the online participants could not hear what is being transacted in the room. Sarah Merkle, parliamentarian, noted we need to maintain order so that online attendees can hear simultaneously to those present in the room.

Adoption of Standing Rules:

Kathryn Doyle-Bunker **moved to adopt the Standing Rules as amended.** Second: Ann DeVanzo/Greater Fishkill. Carol Vergara, 1st vice president proceeded with motion for vote, with 53 in favor and 26 opposed. **Motion Carried.**

Liz Gagnon/Mahopac once again reported that the online delegates are expressing frustration that they are not being heard.

Sarah Merkle, parliamentarian, then reviewed the motion discussion procedure for the evening. There are green microphones speaking for a motion; red microphones speaking against the motion, blue microphones for point of order and all online use the reactions.

Adoption of Agenda:

Carol Vergara, 1st vice president moved to adopt the agenda as distributed. Second: Delores Spero/Spackenkill. Kim Barnett 2nd vice president, moved to amend agenda, removing report of results on bylaws amendments on tonight's agenda. Carol Vergara, 1st vice president, conducted the vote to amend with 82 in favor, 0 in opposition. Phoebe Fox North/Misty Mountain moved to postpone adjournment until after Q & A. Natasha Merritt/Harlem Valley seconded. Sarah Merkle, parliamentarian, stated that the vote cannot be interrupted. Recount of previous vote was held, with 83 in favor; 2 in opposition. **Motion of adoption of agenda as amended, carried.**

2021 Annual Meeting Minutes:

Carol Vergara, 1st vice president reported that the minutes were approved as distributed.

President's Report:

Carol Vergara, 1st vice president, reported the highlights of GSHH noting the stabilization of council finances; guiding the council through a pandemic and staying relevant as key accomplishments this year. The council has 8 months of cash reserves with the operational budget balanced. GSHH had two PPP loans forgiven totaling \$1.3 million. There were not Covid cases reported at summer camp in 2021.

GSHH had 73 Gold award honorees and 139 Silver Award honorees during the year. GSHH is number 3 in retention and 10th in market share among the federated system of 111 councils of GS of USA.

Governance Committee Report:

Sue Pulcare, chair of the Governance Committee along with Hada Reed, COO, and board members Christine Drasba, Kim Barnett and Fay Casatuta, reported that the board expectations were reviewed and updated, with the newsletter and website updated as well. Juliette's, IRG, can now be a delegate at large. The planning and executing of special meetings was also reviewed.

Property Report:

Carol Vergara, 1st vice president reported that the Pleasantville sale for purchase contract had ended and the property remained for sale. The surplus land at Camp Ludington was still in the due diligence phase and Newmark had completed their preliminary recommendations to the board.

Treasurers Report:

Jolene Borell, Treasurer, presented the following Treasurer's report.

During the 2020-2021 membership year, GSHH continued to think outside the box and developed and ran virtual, as well as in-person programs and events, as well as the Cookie Sale, which was a success, considering the circumstances over the last two years. GSHH was also able to run both residential and day camp during the summer of 2021. Also, as of September 2021, all retail stores were open again.

Support and Revenue are made up of Contributions and Grants, which total one million, one hundred fifteen thousand, two hundred three dollars (\$1,115,203). These funds came from the grants from the Dyson Foundation, the Cornell Douglas foundation, Westchester First, and others, as well as donations from individuals and businesses. Included are restricted funds in the amount of one hundred forty-nine thousand, fifty-one dollars (\$149,051). The Grant of seven hundred sixty-five thousand, five hundred sixty-four dollars (\$765,564) represents the Employee Retention Tax Credit, which has been submitted and applied for, but the funds have not yet been received. The council reported total revenue of six million, three hundred forty-two thousand eight hundred twenty-two dollars (\$6,342,822).

Total Expenditures were four million, nine hundred sixteen thousand, and four hundred fifty-four dollars (\$4,916,454).

Net Operating revenue over expenses was twenty-nine thousand, two hundred ninety-eight dollars (\$29,298) plus the net of non-operating of one million, three hundred ninety-seven thousand, seventy (\$1,397,070) –for a total of one million, four hundred twenty-six thousand, three hundred sixty-eight dollars (\$1,426,368)

For the Statement of Financial Position, Jolene reported that the Employee Retention Tax Credit of seven hundred sixty-five thousand, five hundred sixty-four dollars (\$765,564) represents the Employee Retention Tax Credit receivable that was recognized as Grants on the Statement of Activities that we just reviewed. Again, the funds from the credit have not yet been received. The council's line of credit shows a balance of \$0 – the prior year balance was \$425,000 as of the same date.

The total audited income is six million, three hundred forty-two thousand eight hundred twenty-two dollars (\$6,342,822) an increase of a difference of one million, eighty thousand, five hundred forty-six dollars (\$1,080,546) or up approximately 17%.

Jolene presented charts that showed there were significant ratio changes in support and revenue, but expense ratios remained constant.

Board Development Committee Report and Elections:

Carol Vergara, 1st vice president, noted that according to the bylaws nominations from the floor must

be received 72 hours prior to the annual meeting time. GSHH has received nominations from the floor for the 2022 elections.

Pat Allen, Board Development Committee member, presented the slate of officer candidates to the board.

- Vacant, President
- Carol Vergara 1st VP
- Kim Barnett, 2nd VP
- Jolene Borell, Treasurer
- Anna May Wiede, Secretary

Jane Chebetar/Carmel placed the nomination for President of Gale Hauck, from the floor in accordance with the Bylaws. Jean Zappia, board of directors, placed the nomination for President of Erik Andersen from the floor in accordance with the Bylaws.

Kelly Sorrentino/West Lakeland stated the second nomination not valid, cited Bylaws, article 2.6.

Carol Vergara, 1st vice president stated the next meeting was not specified as to time or place. New Business transacted in question, since the May 4, 2022 original date of Annual Meeting was adjourned before any business was conducted. The meeting was paused for consultation with attorney. Phoebe McDonough/Kingston stated that the previous meeting was adjourned and this meeting is a continuation of the prior meeting (May4, 2022).

Sarah Merkle, parliamentarian, stated that the chair has ruled. Robert's Rules of Order state an appeal cannot be made. Phoebe Fox North/Misty Mountain called to remove the chair, motion was seconded. Sarah Merkle, ruling, appeal is not allowed. Bylaws cannot be suspended. Chair has ruled. Lisa Walsh/Minisink then questioned issue with whether or not the past meeting was adjourned.

Sarah Merkle, requested all nonvoting members moved to waiting room on line. Ballots were handed out for the vote on the President.

Kathryn Doyle-Bunker/River's Edge asked to be allowed to have an auditor for votes, with one person from each teller. Erick Andersen, did not request an auditor, with Gale Hauck's auditor, Patricia Hauck.

Girl Director Report:

Molly McGarity, retiring Girl Board member, gave her report, recalling her experience as a Girl Scout member of Girl Scouts Heart of the Hudson, member of Kamikaze Kanoers, girl national delegate, girl advisory team and camper and staff member at CAB.

Report of Elections:

Sarah Merkle, parliamentarian relaunched online voting noting the first poll was accurate. Carol Vergara, 1st vice president, then reported 42 votes for Erik Andersen and 48 votes for Gale Hauck.

Gale Hauck nominated from the floor as GSHH president by majority vote.

Donna Egan/Wendy's nominates from the floor, Kathryn Doyle-Bunker/River's Edge for secretary of the board of directors. Sarah Merkle launches link for online vote and ballots cast. 43 votes for

Kathryn Doyle-Bunker for secretary with 42 votes opposed. **Kathryn Doyle-Bunker nominated from the floor as GSHH secretary by majority vote.**

Pat Allen, board development committee, **nominates Christina Ho and Donna Halperin as directors at large.** Carol Vergara, 1st vice president moves to elect by acclamation. **Carried.**

Pat Allen **nominates directors at large girl members, Izabella Widulski** with Carol Vergara, move to elect by acclamation. **Carried.**

Pat Allen **nominates for board development committee, Denise Robbins and Anna May Wiede.** Carol Vergara, called for election by acclamation. **Carried.**

Phoebe Fox North/Misty Mountain moves to **add Jeri Wessberg/Wendy's and Donna Egan/Wendy's, to the board development committee.** Carol Vergara calls for election by acclamation to fill two vacancies on the board development committee due to resignations. **Carried.**

Kim Barnett, 2nd vice president presented the slate for the National Delegates: Noe Winter-Hamaoui, Merrill McGarity, Molly McGarity, Jamie Winter, Kathleen Jones, Patricia Hauck, CEO and Board President; Alternates: Pat Allen, Andrea LaMantia, Maureen Delia Connolly, Julia Liucci and Joanne Casella. Carol Vergara, 1st vice president called for vote by acclamation. **Carried.**

Recognition of Outgoing Board Members:

Carol Vergara, 1st vice president recognized Fay Casatuta, Barb Londa and Randi Rios-Castro for their service to GSHH during their terms. GSHH is grateful for their leadership.

Installation of New Officers, Directors, Board Development Committee members and National Delegates and Alternates:

All elected members were called to the front to be installed by Carol Vergara, 1st vice president with congratulations expressed by the delegates.

Members Q & A:

Kathryn Doyle-Bunker/River's Edge; Silver award members who received the award, were not listed, with board to send an acknowledgement.

Liz Kaufman/Scarsdale/Edgemont; Silver award mentor stated that input into the silver award system is required for recognition.

Kim Barnett, 2nd vice president; noted a change in number of attendees and number of votes in question. Sarah Merkle, parliamentarian, responded that a quorum was maintained and abstaining votes not counted.

Maureen Delia Connolly/West Lakeland; swearing in of National Delegates needed.

Adjournment:

Carol Vergara, 1st vice president adjourned the meeting at 10:15 pm

Jean Zappia, Board of Directors, acting secretary due to resignation of elected secretary


