

GIRL SCOUTS OF THE MISSOURI HEARTLAND, INC.
MINUTES OF ANNUAL MEETING
MARCH 27, 2010

The annual meeting of the corporate membership of Girl Scouts of the Missouri Heartland, Inc., was held Saturday, March 27, 2010, at the Lodge of the Ozarks in Branson, Missouri. Upon motion by Michelle Yost, and second by Jennie Mosher, the corporate body unanimously agreed to commence the meeting. Board Chair Tina Stillwell called the meeting to order at 11:00 a.m. and reported that the requirements for a quorum, as set forth in the corporation's bylaws, had been met, there being present 112 voting representatives, with 46 constituencies (service units) represented.

Ms. Stillwell welcomed the voting representatives and guests and introduced Jennifer Orban, Council CEO. Ms. Orban thanked everyone for attending the meeting and introduced the council staff present. Ms. Stillwell then gave a report on the first full year of operation of the council, highlighting various program and membership objectives. Mr. Michael Wolfe, Council Treasurer, then reported to the membership on the financial state of the council.

Ms. Stillwell then announced that the membership would proceed to a vote on the slate of directors and board development committee members. Upon motion by Wende Pruden and second by Gabbie Hodgekiss, the voting representatives unanimously elected the slate for the terms set forth adjacent to their names:

BOARD OF DIRECTORS:

Heidi Chick	3 yr term
Carolyn Harris	3 yr term
Rose Anne Huck	3 yr term
Marla Moody	2 yr (filling remainder of 3 year unexpired term)
Terri Tomlin	3 yr term
Susan Vaughn	3 yr term

BOARD DEVELOPMENT COMMITTEE

Nancy Bray	3 yr term
------------	-----------

There being no further business before the membership, upon motion by Carolyn Harris and second by Michelle Yost, the meeting was unanimously adjourned.

A luncheon honoring those receiving adult recognitions and a Medal of Honor followed the meeting.

Respectfully submitted,

Valerie Richardson
Acting Secretary

Approved: _____



Board of Directors Proposed Slate

Terms of Office to begin March 26, 2011

Members at Large:

Nancy Caldwell Ayers	3 yr
Paula F. Baker	3 yr

Board Development Committee:

Brigitte Marrs	3 yr
Mary Roberts	3 yr
Valerie Richardson	3 yr

2011 NOMINEE BIOGRAPHICAL INFORMATION

MEMBERS AT LARGE

Nancy Caldwell Ayers, Cape Girardeau, Missouri

Nancy retired as a District and Soil Conservationist and Wetland Team Leader from the USDA/Natural Resources Conservation Service after 30 years. She is the Vice President of the Ramblewood Garden Club of Cape Girardeau and the Invasive Plant Chairman of the SEMO Federation of Garden Clubs. Nancy also is a member of the Cape Central Middle School PTO/PTA, a reading tutor for the United Way's "Read to Succeed" program and serves on her church's outreach committee. She was a Brownie Girl Scout in Shelbina, Missouri and was her daughter's troop leader.

Nancy has experience working with various rural groups, local, state and federal government agencies, which she feels would be of benefit in her service on the board.

Nancy's greatest accomplishment is raising two productive, wonderful and well-rounded children. She says, "Because this is the most important job we can do in our lives."

Paula F. Baker, Joplin, Missouri

Paula is the Chief Clinical Officer with Freeman Health Systems. Paula worked at Ozark Center from 1981 to 2003, where she joined a staff of 36 as an administrative assistant in what she thought would be a temporary position while she looked to begin a career in teaching. After holding positions ranging from director of clerical services, head of quality assurance, practice management and risk management – she became the organization's first female Chief Executive Officer. In 2009, she accepted a promotion to Chief Clinical Officer at Freeman Health System. In 2010, she relinquished the position of Ozark Center CEO, but continues to guide its Ozark Center for Autism.

Paula holds a bachelor's in education and master's in clinical psychology from Pittsburg State University. As Ozark Center CEO, she facilitated the integration of behavioral health services with primary medical care and the expansion of psychiatric services in the region. Professional affiliations include guiding roles on the Executive Committee of the Missouri Coalition of Community Mental Health Centers and the Ascent and Talkington Foundation Boards of Directors. Additionally, she serves on the Pittsburg State University Foundation Board of Trustees.

Her advocacy and leadership for nearly 30 years has produced improved access to behavioral healthcare and improved clinical outcomes for thousands of young people. In 2007, *Joplin Tri-State Business* named Paula to its inaugural class of 10 Most Influential Women. In 2008, Paula earned distinction as one of *Joplin Business Journal's* Healthcare Heroes and was awarded the Visionary Leadership Award by Missouri Hospital Association. Recently, Paula's decades of leadership were recognized as she was named the Joplin Area Chamber of Commerce 2010 Outstanding Citizen of the Year and a 2010 Meritorious Achievement Award recipient by Pittsburg State University's Alumni Association. Her vision and hard work at Ozark Center have also propelled the organization's reputation to new heights. *Springfield Business Journal* named Ozark Center one of the 20 Best Places to Work in southwest Missouri in 2007, and *Joplin Tri-State Business* named Ozark Center as one of the 20 Best Places to Work in 2008, 2009 and 2010.

BOARD DEVELOPMENT COMMITTEE

Three-year terms on Board Development Committee ending March 2014.

Brigitte Marrs, Springfield MO

Brigitte Marrs is the Director of Academic Planning at Drury University. She has served as a Girl Scout leader for six years and is actively involved with PTA Boards for several Springfield R-12 schools. Her community service is extensive, including serving as President and Secretary of the Springfield Ballet Guild, contributing to the Drury University Alumni Board as Secretary & Class Agent for ten years, Teacher Education Advisory Committee—Drury University for the past six years. Brigitte participated in the Junior League of Springfield and contributed as Vice President for ten years. She has helped raise funds for various community events including the Cox College of Nursing Centennial Celebration in September 2007 and various Junior League initiatives.

Mary Roberts, Columbia, MO

Mary Roberts was born and raised in Columbia and is a 1997 graduate of Stephens College. She is a past president of the board of Heart of Missouri Girl Scout Council. She was a leader for 12 years beginning in 1982. During that time, she was also area association chair. She joined the Heart of Missouri board in 1995 as first vice-president, and then served two three-year terms beginning 1996 as board president. After board service, she was board development chair. Other committees served included property, strategic planning and CEO search. In 2005, she became a GSUSA governance volunteer. She was forced to stop her national service, due to the illness and death of her husband. Her goal is to one day be a member of the national board. Mary has two grown children and in May of this year will become the grandmother of a future Girl Scout. Mary is currently a member at large of the Tuesday Club of Columbia affiliated with the General Federation of Women's Clubs. Mary is semi-retired. Her career included 20 years at Boone County Hospital in Columbia, finishing with 8 years as a telecommunications specialist at St. Mary's Health Center in Jefferson City. She now has an in-home sewing, quilting and embroidery business.

Valerie Richardson, Poplar Bluff, MO

Valerie has an extensive Girl Scout background. She is an attorney. She served on the board of directors for Girl Scouts of the Missouri Heartland and as interim Secretary. Valerie, a Cotton Boll recipient of the GSUSA Thanks Badge, is a former professional Girl Scout in three councils. Val served on the GSUSA task group on the Democratic Process. She was also a member of the Greater St. Louis Girl Scout Council board of directors where she served as program chair. Valerie has served on Girl Scouts - Cotton Boll Area Council's board of directors in the roles of President, 1st Vice President, 2nd Vice President, Finance Committee Chair, Fund Development Chair, Executive Committee, Executive Director's Search task group, member at large, and two times as Council Self-Evaluation (Performance Assessment) Chair. Valerie lent her council expertise through the realignment process. Valerie assisted with her daughter Blythe's Girl Scout troop for 11 years. Other area involvement includes participation in Greater Missouri Focus on Leadership, chair of Women Aware Conference in Poplar Bluff and Deacon in the Poplar Bluff First Christian Church. Valerie is a member of the United States Supreme Court Bar.

Girl Scouts of the Missouri Heartland
Annual Meeting of the Corporation Membership
Saturday, March 26, 2011
Lodge of the Four Seasons
315 Four Seasons Drive
Lake Ozark, MO

Lodge of the Four Seasons – Lake Ozark, Missouri

8:00 a.m. Registration table and Shop opens

8:45 a.m. – 9:25 a.m. Spring Chat with Chief Officers

9:30 a.m. – 10:30 a.m. Voting Representative Training

11:00 a.m. – 3:00 p.m. Corporate Meeting

State of the Council – Tina Stillwell, Board Chair
Treasurer's Report
Strategic Learning Summary
Board of Directors Election
National Delegate Election
Bylaws Changes
Lunch
Medal of Honor Presentation
Adult Recognitions

Webinar Locations (Joplin Service Center, Dexter Service Center)

8:00 a.m. Registration table and Shop opens

8:45 a.m. – 9:25 a.m. Spring Chat with Chief Officers

9:30 a.m. – 10:30 a.m. Voting Representative Training

11:00 a.m. – 12:30 p.m. Corporate Meeting

State of the Council – Tina Stillwell, Board Chair
Treasurer's Report
Strategic Learning Summary
Board of Directors Election
National Delegate Election
Bylaws Changes



Girl Scouts of the Missouri Heartland
210 South Ingram Mill Road
Springfield, Missouri 65802 - 6100

BYLAWS OF THE GIRL SCOUTS OF THE MISSOURI HEARTLAND

Adopted October 1, 2008

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of the Missouri Heartland, Inc., hereinafter referred to as the “corporation” or the “council”, a not-for-profit corporation organized under the laws of the state of Missouri.

ARTICLE II – PURPOSE

The purpose of the corporation shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – MEMBERS AND VOTING RIGHTS

Section 1. Members.

Individuals age 14 years of age and over who are members of Girl Scouts of the USA and who are currently registered through the council, including employed staff of the council, are members of the council.

Deleted: Eligibility

Section 2. Voting Rights.

All members are eligible to be voting members, herein referred to as “delegates,” except for currently employed staff of the council, provided they are elected or appointed by one of the methods set forth in Article III, Section 3 following. Delegates in good standing shall have the right to vote at meetings of the corporation on those items specified in Articles VI and VII of these bylaws and on such other issues as the Board may choose to bring before the members. All members may attend meetings of the corporation, but only delegates may vote.

Deleted: Girl Scouts of the Missouri Heartland are eligible to be members of the corporation, except that an individual who accepts employment with the corporation shall not be eligible to serve as a constituency’s voting representative or a member at large.

Deleted: Composition

Formatted: Indent: Left: 1.25"

Section 3. Composition.

Deleted: 2

Formatted: Default, Left, Indent: Left: 0", Tab stops: Not at 1.25"

- A. Delegates of the corporation shall consist of:
1. elected and appointed members of the board of directors;
 2. members of the board development committee;
 3. delegates, selected by each service unit, as defined by the board of directors;
 4. delegates-at-large appointed by the board of directors; and
 5. all National Council Delegates not otherwise delegates of the corporation.

Deleted: Members

Deleted: voting representatives

Deleted: constituency

Deleted: members-

Deleted: members

- B. The number of delegates of the corporation shall be no less than 200 nor more than 300, and at least two-thirds of the delegates of the corporation shall be those appointed/elected by service units.

Deleted: <#>The number of members of the corporation shall be no less than 200 nor more than 300. ¶

Deleted: A

Deleted: members

Deleted: constituencies

Deleted: 3

Deleted: Voting Representatives

Deleted: Constituencies

Deleted: Voting representatives

Deleted: constituency

Deleted: constituency

Deleted: representatives

Formatted: Font: (Default) Arial, Italic

Deleted: whether

Deleted: constituency

Deleted: constituency

Deleted: representatives

Deleted: representatives

Deleted: constituency

Section 4. Selection and Removal of Delegates and Persons to Fill Vacancies of Service Units.

Delegates and persons to fill vacancies shall be selected by each service unit prior to the corporation's annual meeting. Each service unit may select its delegates and persons to fill vacancies, in the manner it so chooses, i.e., by appointment by the volunteer manager or team or by election by the members of the service unit, and shall notify the secretary of the council of its selection at least forty-five (45) days prior to each annual meeting of the corporation's members.

- A. Number.

Each service unit shall be entitled to two delegates, and additional delegates, according to a formula as established by the board of directors, based on the number of girl members in the service unit, as of September 30 of the immediately preceding Girl Scout membership year. Each service unit may select a number of persons to fill vacancies, not to exceed the number of delegates to which it is entitled, to serve in the place of a delegate who may become unable to serve for any reason.

- B. Term and Vacancies.

1. Delegates shall serve for a term of one (1) year, and may serve a maximum of three consecutive terms.

Deleted: Voting representatives

2. Terms of office shall begin at the opening of the corporation's annual meeting.

Deleted: , . . commencing with the beginning of the annual meeting . . . following their selection

3. A delegate or person to fill vacancies from a service unit may be removed at any time, with or without cause, in the same manner in which she/he was selected.

Deleted: voting representative

Deleted: constituency

Vacancies may be filled by designating a person selected to fill vacancies to serve in the place of the original delegate or, if there are no persons selected to fill vacancies, then in the same manner as the original selections were made.

Section 5. Selection and Removal of Delegates at Large.

Deleted: 4

Deleted: Members

The board of directors may appoint ~~delegates~~-at-large to the corporation to ensure the diversity of the council's membership is represented.

Deleted: members

Deleted:

Deleted:

A. Number.

The board of directors may appoint up to ten (10) individuals to serve as ~~delegates~~-at-large of the corporation.

Deleted: members

B. Term and Vacancies.

1. ~~Delegates~~-at-large shall serve for a term of one (1) year commencing at the beginning of the annual meeting following their appointment and may serve a maximum of three (3)

Deleted: Members

consecutive terms.

2. Terms of office shall begin at the opening of the corporation's annual meeting.

3. A ~~delegate~~-at-large may be removed at any time, with or without cause, by the board of directors. Vacancies will be filled by board appointment.

Deleted: member

ARTICLE IV – OFFICERS

Section 1. Elected Officers.

The elected officers of the council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office.

- A. The officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two consecutive terms in any one office and no more than a total of four consecutive terms as an officer of the corporation.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.
- F. Officers must be at least twenty-one (21) years of age.

Section 3. Vacancy in Office.

- A. In the event of a vacancy in the office of chair of the board, the vacancy shall be filled by the first vice chair of the board for the remainder of the term.
- B. In the event of a vacancy in both the chair of the board and the first vice chair, the second vice chair shall fill the position of chair of the board for the remainder of the unexpired term.

- C. A vacancy occurring in a position of first vice chair, second vice chair, secretary or treasurer shall be filled by the board of directors for the remainder of the unexpired term.

Section 4. Ex Officio Officers.

- A. The chief executive officer (CEO) shall be appointed by the board of directors of the council to serve at its pleasure and shall serve as an ex officio officer without vote.
- B. A chief financial officer may be appointed by the CEO, shall serve at her/his pleasure, and may serve as an ex officio officer without vote.

Section 5. Duties of Officers.

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the delegates, of the council, the board of directors, the executive committee, the chair of the board, and the adopted parliamentary authority.

Deleted: members

- A. The chair of the board shall:
 - 1. be the principal officer of the corporation;
 - 2. preside at all meetings of the council, the board of directors, and executive committee;
 - 3. lead the board of directors in setting direction and overseeing management and affairs of the corporation;
 - 4. report to the council and the board of directors as to the conduct management of the affairs of the corporation; and
 - 5. serve as an ex officio member of all committees except the development committee, and shall perform other duties elsewhere in the bylaws.
- B. The first vice chair of the board shall:
 - 1. assist the chair of the board as assigned;
 - 2. preside at meetings of the council, the board of directors, or the executive committee in the absence or inability of the chair of board, or when delegated the responsibility of presiding; and
 - 3. in the event of the vacancy in the office of chair of the board, to the office for the remainder of the unexpired term.
- C. The second vice chair of the board shall:
 - 1. assist the chair of the board as assigned;
 - 2. in the event of the vacancy in both the offices of chair of the first vice chair of the board, succeed to the office of chair of the board and board for the remainder of the unexpired term.

- D. The secretary shall:
1. ensure that proper notice is given for all meetings of the council, board of directors, and the executive committee;
 2. ensure that minutes of all meetings of the council, the board of directors, and the executive committee are kept; and
 3. have responsibility for the seal of the corporation and ensure its safekeeping.
- E. The treasurer shall:
1. provide effective stewardship and oversight of the corporation's finances; and
 2. execute directives of the board of directors.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The board development committee shall be composed of 7 members. At least three (3) members of the board development committee shall be members of the board of directors and four shall not be members of the board of directors. The chief executive officer of the council shall serve as an ex officio, nonvoting member.

Deleted: elected

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term.

Section 3. Election, Term, and Vacancy of Committee Chair

- A. Subject to the approval of the board of directors, the board chair shall appoint from among the eligible members an individual to serve as chair of the committee.
- B. The term of office for committee chair shall be one (1) year.
- C. No individual shall serve more than two (2) consecutive terms as chair of the committee.
- D. In the event of a vacancy in the office of committee chair, the board chair shall appoint a new chair of the committee from its eligible members to serve the remainder of the term.

- E. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- F. If not already a member of the council board of directors, the committee chair shall serve as an ex officio member of the council board of directors, with all the rights and responsibilities of other board members.

Section 4. Responsibilities.

The responsibilities of the board development committee shall be:

- A. to solicit and recruit candidates for elected positions in the council.
- B. to provide to the membership a single slate for all positions for election, including officers, directors, and board development committee members.
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the USA a single slate of delegates and persons to fill vacancies to the National Council Session of Girl Scouts of the USA.
- D. to develop in conjunction with the chair of the board and the board of directors methods for identifying needed skills and talents for the corporation board of directors and committees;
- E. to assist with board orientation as needed and/or as directed by the board of directors.

Section 5. Quorum.

The quorum for meetings of the board development committee shall be a majority of the members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VI – MEETINGS [Order of Article VI and VII switched]

Deleted: I

Section 1. Annual Meeting.

- A. Scheduling. Each year, the corporation shall conduct an annual meeting of the corporation membership within six months of the close of the preceding fiscal year at a date, time, and place determined by the board of directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally, mailed, and/or electronically transmitted to each delegate, of the corporation not more than 60 days nor less than 30 days prior to the meeting.
- C. Business. At the annual meeting, the corporation shall:
 - 1. elect officers, directors-at-large, members of the board

Deleted: member

development persons to fill the USA. If of the election committee, and in appropriate years, delegates and vacancies to the National Council of the Girl Scouts of the USA. If the election has been held by mail ballot, the results shall be announced at the annual meeting;

2. consider any proposed amendments to the council bylaws;
3. provide input on key issues affecting the council and Girl Scouts USA;
4. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors;
5. receive reports from the board chair and treasurer on the activities and the financial condition of the corporation.

Deleted: and

Deleted: .

Deleted: shall report

- D. Quorum. The quorum for the annual meeting shall be twenty-five percent (25%) of the delegates of the corporation present in person or linked by telecommunication or by means such that all delegates participating in the meeting are able to hear one another and participate in the proceedings, provided that a majority of the corporation's service units are represented by at least one delegate.

Deleted: members

Deleted: members

Deleted: constituencies

Deleted: voting representative

E. Voting.

1. Each delegate of the corporation shall be entitled to one (1) vote.
2. No delegate shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of

Deleted: member

Deleted: membe

Incorporation of determined by a the corporation, or these bylaws, all matters shall be majority vote.

4. The method of voting on elections shall be as set forth in Article VII of these bylaws.

5. The method of voting on all other matters shall be as specified by the board of directors prior to the commencement of the meeting, except that proxy and/or absentee voting shall not be allowed.

Deleted: 4

Deleted: P

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the chair of the board and shall be called by the chair of the board upon the written request of a majority of the members of the board of directors then in office or by ten percent (10%) of the delegates of the corporation. The purpose of the meeting shall be stated in the written request.

Deleted: members

- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, and/or electronically transmitted to each delegate of the corporation not less than ten (10) and no more than 30 days prior to the meeting. No business shall be transacted except that for which the meeting has been

Deleted: member

Deleted: two

Deleted: 2

- called.
- C. Quorum. The quorum for a special meeting shall be twenty-five percent (25%) of the delegates, of the corporation present in person or linked by telecommunication or by means such that all delegates, participating in the meeting are able to hear one another and participate in the proceedings provided that a majority of the corporation's service units, are represented by at least one delegate.
- D. Voting. Voting shall be in accordance with Article VI, Section 1(E) of these bylaws.

Deleted: members

Deleted: members

Deleted: constituencies

Deleted: voting representative

Deleted: 2

ARTICLE VII – ELECTION PROCEDURES [Order of Article VI and VII switched]

Section 1. Method of Election

Election of officers, directors-at-large, board development committee members, and National Council delegates and persons to fill vacancies of National Council delegates shall occur by one of the methods listed below. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.

Section 2. Method of Voting

The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods, which may be used are:

Deleted: ,

Deleted: members

- A. by written ballot at the annual meeting by delegates, present in person or linked by telecommunication or by means such that all delegates, participating in the meeting are able to hear one another and participate in the proceedings; or

Deleted: members

- B. by mail ballot in accordance with the procedure established by the board of directors

1. If this method is utilized, delegates, shall be notified that election will be held by mail ballot at least 30 days prior to annual meeting at which election results will be

Deleted: members

the
announced.

2. A majority of ballots cast by mail shall elect, provided that at the number of delegates, required for a quorum at the annual meeting shall have cast a ballot.

Deleted: members

least

Section 3. Nominations from the Floor.

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

1. the election, is held by methods set out in Article VII, section 2A;
2. the individual to be nominated has consented in writing to serve elected;

Deleted: meeting

if

3. the nomination has been submitted to the chair of the board development committee, or her/his designee,
 - a. at least twenty-four (24) hours before the convening of the annual meeting;
 - b. if the election is held by mail ballot, the board will establish and publish a date by which nominations must be submitted for inclusion on the ballot;
4. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall consist of the elected and ex officio officers of the corporation and no less than fifteen (15) nor more than twenty (20) directors-at-large. The chair of the board development committee, if not otherwise elected to the board of directors, shall serve as a member of the board of directors. Members of the board of directors shall be a minimum of twenty-one (21) years of age.

Section 2. Term of Office.

- A. The directors-at-large shall be elected by ballot in accordance with Article VI of these bylaws for a term of three (3) year(s) or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. The term of office of one-third (1/3) of the directors-at-large shall expire at each annual meeting of the corporation.
- D. No individual shall serve more than two (2) consecutive terms as a director-at-large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in a position of director-at-large shall be filled by the board of directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The board of directors is accountable to:
 1. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the council, including girl members, to have a voice on key issues affecting the council and Girl Scouting;

2. the board of directors of Girl Scouts of the USA for compliance with the charter requirements; 3 the state of incorporation for adherence to state corporation law;

~~3.~~ the federal government in matters related to maintaining 501 (c)(3) status.

Deleted: 4

Section 5. Regular Meetings.

- A. Scheduling. The board of directors shall hold at least five (5) regular meetings a year at such time and place as the board may determine. The annual corporate meeting may serve as one of the five.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed, and/or electronically transmitted to each member of the board of directors at least seven (7) days prior to the meeting.
- C. Quorum. A majority of the board members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - 1. Each member of the board shall be entitled to one (1) vote.
 - 2. No member shall vote in more than one capacity.
 - 3. Unless otherwise designated by statute, the Articles of Incorporation of Girl Scouts of the Missouri Heartland, or these bylaws, all matters shall be determined by a majority vote.
 - 4. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the chair of the board and shall be called by the chair of the board upon the written request of at least twenty percent (20%) of all directors then in office.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, and/or electronically transmitted to each member of the board at least one (1) day prior to the meeting.
- C. Quorum. A majority of board members then in office and present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - 1. Each member of the board shall be entitled to one (1) vote.
 - 2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the articles of incorporation of Girl Scouts of the Missouri Heartland, or these bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

- A. Any board member, including an officer, who is absent from two (2) consecutive board meetings in their entirety without good cause acceptable to the chair of the board or designee, shall be deemed to have resigned. Upon approval by a majority vote of the board members present and voting at any regular meeting of the board of directors, the member shall be notified to this effect.
- B. Any board member, including officers, may be removed without cause by an affirmative vote of two-thirds of the total membership of the corporation.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The executive committee shall consist of the elected officers of the corporation and two (2) directors-at-large. Upon approval of the board of directors by majority vote, the directors-at-large shall be appointed by the chair of the board from among the members of the board of directors. The chief executive officer shall serve as an ex officio member without vote. A chief financial officer may serve as an ex officio member without vote.

Section 2. Powers, Responsibilities and Accountabilities.

The executive committee shall have, and may exercise, the powers of the board of directors in the interim between meetings of the board of directors, except that the executive committee shall not have the power to take action which is contrary to, or a substantial departure from, the direction established by the board of directors; or which represents a major change in the affairs, business, or policy of the corporation or the hiring or release of the chief executive officer. The executive committee (and any other board committee) shall not have the authority of the board of directors in reference to

1. amending, altering or repealing the bylaws;
2. electing, appointing or removing any member of the executive committee or any director or officer of the corporation;
3. amending the Articles of Incorporation;
4. adopting a plan of merger or adopting a plan of consolidation with another corporation;
5. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation;
6. authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;

7. adopting a plan for the distribution of the assets of the corporation or for dissolution; or
8. amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the executive committee.

The executive committee shall keep minutes and make them available to all directors.

Section 3. Meetings.

- A. Scheduling. The executive committee shall meet as needed at the call of the chair or upon written request of at least three (3) of the members of the executive committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided no less than 24 hours in advance of the meeting.

Section 4. Quorum.

A majority of the executive committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE X – COMMITTEES

Section 1. Establishment

The board of directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the board of directors.

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the chair of the board, subject to the approval of the board of directors.
- B. Members of any committee, task group, or ad hoc committee shall be appointed by the chair of the board in consultation with the chair of the respective committee or task group, subject to the approval of the board of directors.
- C. At least two (2) members of any committee or task group shall be members of the board of directors. In the case of standing committees, a board member shall serve as chair or co-chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.

- E. Vacancies in any committee or task group shall be filled by the chair of the board in accordance with Section 2.A or 2.B of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the members then in office and present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and persons to fill vacancies to the National Council of the Girl Scouts of the USA shall be United States citizens age 14 years and older. They shall be members of the Girl Scouts of the USA registered through Girl Scouts of the Missouri Heartland at the time of election and throughout the term of service.

Section 2. Election.

The delegates and persons to fill vacancies whom the corporation is entitled to elect to the National Council of the Girl Scouts of the USA shall be elected in accordance with Article VI of these bylaws in accordance with the time frame established by the Girl Scouts of the USA and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The board of directors or executive committee shall fill delegate vacancies from among the elected persons to fill vacancies. If there are not adequate persons to fill vacancies to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the corporation.

ARTICLE XII – FINANCE

Section 1. Fiscal Year.

The fiscal year of the council shall be October 1 through September 30.

Section 2. Contributions.

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the corporation shall be accepted or collected only as authorized by the board of directors.

Section 3. Depositories.

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the board of directors.

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the corporation and access to funds and securities of the corporation shall be authorized by the board of directors.

Section 5. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount authorized by the board of directors.

Section 6. Budget.

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the council in excess of the total budgeted appropriations without prior approval of the board of directors.

Section 7. Property.

Title to all property owned by the council shall be held in the name of the council.

Section 8. Audits.

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the council shall be distributed to the members of the board of directors on a monthly basis; a summary report of the financial condition of the corporation shall be distributed to the membership at the annual corporate meeting.

Section 10. Investments.

The funds of the corporation shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

ARTICLE XIII – INDEMNIFICATION

Section 1. Officers and Directors. Each person who is or was a director or officer of the corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses, including attorney fees, incurred as a result of

any claim arising in connection with such person's conduct in his or her official capacity, or in connection with his or her status, as a director or officer of the corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which she/he may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

Section 2. Others. Persons who are not directors or officers of the corporation but are volunteer workers or employees of the corporation engaged in the work of the corporation may be indemnified to the extent specifically authorized at any time by the board of directors and not inconsistent with state law as in effect from time to time.

Deleted: .

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the corporation, board of directors, and all committees, subject to the laws of the State of Missouri, the articles of incorporation and these bylaws and any special rules of order adopted by the corporation or board of directors.

ARTICLE XV -AMENDMENTS

These bylaws may be amended by a two-thirds vote of those present and voting at a meeting of the corporation, provided that the proposed amendments shall have been included with the notice of the meeting.

ARTICLE XVI --COMMUNICATIONS

Meetings of the corporation, board of directors, and/or any committee or task group may be held by means of conference telephone, videoconference, or similar communications equipment by which all participants can hear and/or communicate concurrently with each other. Participating in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Deleted: Members

Deleted: members of the

Deleted: participate and hold a meeting of such members, board, or committee/task group

ARTICLE XVII – CHOICE OF LAW

The validity, interpretation, and legal construction and application of these bylaws and the conduct of the affairs and operations of this non-profit corporation are, and shall be, governed and determined exclusively by the law of the State of Missouri.



2011 National Delegate Slate

National Delegates

Jayne Dement, Ashland, MO

Jayne Dement is a registered lifetime Girl Scout member and Gold Award recipient. She has been active with three Girl Scout councils as a girl, volunteer or staff member. Jayme currently resides in Ashland, MO with her husband Shawn, and their two amazing children Braden (9) and Alyssa (7). She stays very active with her children by supporting their activities as a Troop Leader, Classroom Sponsor, SoBoCo VIP Volunteer, PTA member, Learning Garden Steering Committee member, active parent in Cub Scout Pack 134 and the Southern Boone Youth Football League. Jayme has many years of service to Girl Scouting through serving as a staff member (Director of Product Sales), council volunteer (Council Outdoor & Indoor Program Chair, Council Product Sales Co-chair), service unit volunteer (Cookie Chair, Day Camp Coordinator and event planning) and currently serves as the Girl Scout Daisy Troop Leader for Troop 70272, with 12 girl members. Jayme's community involvement includes food bank volunteer, nursing home pet program volunteer, motivational speaker, Sunday school teacher, church praise team member and ladies ministry volunteer. She enjoys cooking and baking, camping, singing, writing short stories, puzzles, watching football, interior design and spending time with her family. Jayme attended the 2008 National Council Session in Indianapolis as a chaperone and is looking forward to being an active participant at the 2011 National Council Session in Houston.

Joyce Dixon, Mountain View, Missouri

Joyce Dixon has had an active role in Girl Scouting since she was a bridging Girl Scout Brownie. She has served as a volunteer with Daisy, Brownie, Junior and Cadette troops since 1998. She currently enjoys, and takes great pride in, working with an enthusiastic group of young ladies of Girl Scout Cadette Troop #10216. In addition to being a troop leader, she has served as a service team leader for Jacks Fork Area, council delegate for Girl Scouts of Dogwood Trails Council, national delegate for Girl Scouts of the Missouri Heartland, and currently serves on the volunteer strategic learning task group. Her professional experience included working with youth and families through social services, and the Juvenile Court System. Joyce is also very active in other community organizations. She currently serves as chair of the Salvation Army, active volunteer and advocate for the Department of Mental Health Commission under Governor Jay Nixon, youth leader and Sunday School teacher, and sings in the choir for her hometown United Methodist Church. She has volunteered in other capacities within her community including community needs assessment efforts, implementing cooperative programs, and local programs such as the food closet, schools, chamber of commerce and housing. Joyce states, "I am a visionary, 'what if' thinker, and I love to look at the big picture – the long view. I believe in the Girl Scout Mission and look forward to the future to see how the Girl Scout Movement will help girls as they prepare for the future, to have a huge impact in their communities and the world. I am an enthusiastic risk-taker, I love to seek possibilities, and I value strategic thinking. I think the mind is a terrible thing to waste. Most importantly, I am convinced that we must train not only the head, but the heart and hand, as well." Joyce enjoys spending time with her family – who enjoys fishing, hunting, camping, cooking and gardening together.

Lindsey Godfrey, Bolivar, Missouri

Lindsey is a longtime Girl Scout and community volunteer in Bolivar. She was a Girl Scout in El Camino Girl Scout Council in San Angelo, Texas. Four generations of her family have been involved in Girl Scouting. Lindsey served as a member at large on the Girl Scouts of Dogwood Trails Council board of

directors for six years and then served six years as council president. She recently completed two terms as a National Operational Volunteer (NOV) with GSUSA, serving in the areas of board governance training and council performance assessments. Lindsey is very active with local Bolivar groups, particularly her church. Lindsey has two adult daughters and three grandchildren. She enjoys spending time with her family and is an avid Dallas Cowboys fan.

Brigitte Marrs, Springfield, Missouri

Brigitte Marrs is the Director of Academic Planning at Drury University. She has served as a Girl Scout leader for six years and is actively involved with PTA Boards for several Springfield R-12 schools. Her community service is extensive, including serving as President and Secretary of the Springfield Ballet Guild, contributing to the Drury University Alumni Board as Secretary & Class Agent for ten years, Teacher Education Advisory Committee—Drury University for the past six years. Brigitte participated in the Junior League of Springfield and contributed as Vice President for ten years. She has helped raise funds for various community events including the Cox College of Nursing Centennial Celebration in September 2007 and various Junior League initiatives.

Jennifer M. Orban, Chief Executive Officer of Girl Scouts of the Missouri Heartland, Inc.

She is an administrator with over 20 years' experience in operational management. She has initiated and inspired management and clinical teams to achieve measurable results in three organizational restructurings, community development, program development and public relations. Previously, Mrs. Orban served as the Chief Professional Officer of the Far Northwest Suburban United Way, a member of United Way of Metropolitan Chicago. Orban served on the Board of Directors of the Rock River Valley Girl Scout Council in Rockford, Illinois and the YWCA of Rockford. She is a Lifetime Member of Girl Scouts of the USA and the recipient of the Girl Scout Thanks Badge. From 2002-2005 Orban was the CEO of Girl Scouts of Shagbark Council in Southern, Illinois. Orban has completed advanced studies in Employee Assistance Programs at Governors State in University Park, Illinois. She earned a bachelor's degree in education from Southern Illinois University in Carbondale, Illinois and a master's degree in human services administration from National-Louis University in Wheaton, Illinois.

Valerie Richardson, Poplar Bluff, MO

Valerie has an extensive Girl Scout background. She is an attorney. She served on the board of directors for Girl Scouts of the Missouri Heartland and as interim Secretary. Valerie, a Cotton Boll recipient of the GSUSA Thanks Badge, is a former professional Girl Scout in three councils. Val served on the GSUSA task group on the Democratic Process. She was also a member of the Greater St. Louis Girl Scout Council board of directors where she served as program chair. Valerie has served on Girl Scouts - Cotton Boll Area Council's board of directors in the roles of President, 1st Vice President, 2nd Vice President, Finance Committee Chair, Fund Development Chair, Executive Committee, Executive Director's Search task group, member at large, and two times as Council Self-Evaluation (Performance Assessment) Chair. Valerie lent her council expertise through the realignment process. Valerie assisted with her daughter Blythe's Girl Scout troop for 11 years. Other area involvement includes participation in Greater Missouri Focus on Leadership, chair of Women Aware Conference in Poplar Bluff and Deacon in the Poplar Bluff First Christian Church. Valerie is a member of the United States Supreme Court Bar.

Brigitte Scott, Chief Communications Officer of Girl Scouts of the Missouri Heartland, Inc.

Brigitte has been a Girl Scout staff person for over 12 years. During this time, she has supported the Girl Scout Movement by providing member services including recruitment, training, program, outreach, and communications. Brigitte is a cum laude graduate of Southwest Missouri State University and has continued her professional development and education in leadership, supervision, brand management, public relations, technology, and event planning. She enjoys outdoor recreation including kayaking, mountain biking, hiking, and adventure racing.

Savannah Stepp, Bolivar, Missouri

Savannah Stepp is a lifetime member from Bolivar, MO. She is currently a Junior at Southwest Baptist University, majoring in Interdisciplinary Studies. She hopes to continue on to a graduate degree in Counseling and Therapy, and working abroad with women affected by trafficking and prostitution. During her scouting years, she earned her Bronze, Silver, and Gold Awards. She served on the Rural Youth Advisory Council, and went to a conference in Washington D.C in 2003 as a representative of that committee. She also attend the last National Conference as a part of the council, and participated in the Leadership Institute with 25 other area girls. She is an active member of her church, where she leads Sunday school for 7th grade girls, and works with the youth group. She is also part of a start up organization called Rahab Springfield, that ministers to women in the Strip Clubs. Girl Scouts has taught her many life lessons, leadership skills, and a passion for the bettering of girls and women through all aspects of their lives.

Tina Stillwell, Board Chair of Girl Scouts of the Missouri Heartland

A native of Springfield, Missouri, Tina Stillwell has served as board chair of Girl Scouts of the Missouri Heartland since its inception in October 2008. Prior to that, she served as board chair of Girl Scouts of Dogwood Trails, Inc. (2005-2008), one of GSMH's five legacy councils, and chaired the communications subcommittee of the Council Realignment Committee. She is a Girl Scout Thanks Badge recipient. Tina considers it a privilege to represent the board and council at Girl Scout events and is proud to be an advocate for girls.

Tina's area of expertise is public relations and communications. In 2008, she retired as staff emeritus from Missouri State University after a 34-year career in the areas of university advancement and public broadcasting. During her tenure at Missouri State, she oversaw the university's new services operation for many years and later managed the corporate support operation at Ozarks Public Broadcasting, which includes KSMU-FM and Ozarks Public Television. She was a per course instructor in the communications department. Tina earned both her B.A. in Writing and M.A. in English from MSU.

Tina's passion is community service. In addition to her leadership commitment to Girl Scouting, Tina serves on the board of the Hospice Foundation of the Ozarks, chairs the personnel department at National Avenue Christian Church, and serves on the housing board and is standards advisor for Alpha Sigma Alpha sorority. In the past, she has focused her volunteerism on children and the arts by serving on the boards of Big Brothers/Big Sisters of the Ozarks, Junior League of Springfield, and Springfield Ballet. She has received Missouri State University's Excellence in Community Service Award and the Junior League of Springfield's Cheri Clark Bouquet of Enthusiasm Award. At MSU, she and her staff earned numerous professional awards in the area of public relations.

Tina is married to Mark Stillwell, MSU retired assistant director of athletics for public relations/sports information director, and they are avid St. Louis Cardinals baseball fans. Tina also enjoys traveling, working out, and digging in her flower gardens.

Delegates In Case of Vacancy

Carolyn Harris, Board Member

Carolyn Harris is currently serving on the board of directors of GSMH. She is a retired teacher from the Sikeston Public School System where she served as English department chair. She is presently a Secondary Reading Coach for the district and serves as an instructor with Southeast Missouri State University. Carolyn received a BA in English from Southern University in New Orleans, and an ME in Reading from Loyola University. She taught 37 years serving Sikeston Public Schools, Cape Girardeau Public Schools and Southern University in New Orleans. She served as a troop leader for 13 years and served on the board of Cotton Boll Council. Her community activities include many positions in her church, Smith Chapel United Methodist Church, and committees for the Southeast District of the United Methodist Church. She is a member of Altrusa of Sikeston, and board member for the House of Refuge for Abused and Battered Women, Sikeston Depot, and Sikeston Little Theater.

Anne Soots, Chief Operating Officer of Girl Scouts of the Missouri Heartland

Anne has been a Girl Scout staff member for almost 30 years, working in three Girl Scout councils over this time period. Most recently, she worked in Girl Scouts of Dogwood Trails Council where she served as CEO for over 8 years. A native of North Carolina, Anne attended Wake Forest University and earned her bachelor's degree in Human Relations from High Point University.

Angie Robinson Sullivan, Chief Development Officer for Girl Scouts of the Missouri Heartland

New to GSMH, Angie previously worked for a legacy council for nearly 4 years in the roles of Membership/Marketing Manager and Director of Fund Development. Most recently, Angie worked for Westminster College in Fulton, Missouri as their Associate Director of Development. Her responsibilities at Westminster included serving as a major gifts officer, foundation & corporation relations officer and grant coordinator. She holds a Bachelor of Arts degree in English Communications with concentration in Public Relations and a Master of Business Administration from William Woods University. Angie enjoys traveling with her husband, politics, reading and spending time outside.