



March 9, 2022

Dear General Assembly Member:

The Girl Scouts of North East Ohio's (GSNEO) 2022 Annual Meeting of the General Assembly is on Saturday, April 9, 2022. This is an official council meeting, and all voting members of the General Assembly are required to attend. ***The voting members of the General Assembly include Board of Directors, Girl Board Members, Board Development Committee, National Delegates, and Membership Delegates.***

The Annual Meeting of the General Assembly will be conducted **via Zoom** in two parts on Saturday, April 9th. Shortly you will receive two separate emails with a Zoom invitation to each part with the respective information.

#### Girl Scouts of North East Ohio

##### Corporate Office

One Girl Scout Way  
Macedonia, OH 44056-2156  
800.852.4474  
gsneo.org

##### Service Centers

6111 South Broadway Ave  
Lorain, OH 44053  
P: 440.233.6112

1010 Applegrove St NW  
North Canton, OH 44720  
P: 330.433.9485

8580 South Ave  
Youngstown, OH 44514  
P: 330.652.5876

In this packet, you will find, the following (please read all documents before the meeting and have them available during the meeting)

- 2022 Annual Meeting of the General Assembly Agenda
- 2022 Slate of Candidates for Election
  - Board Officers
  - Adult Board of Directors-at-Large
  - Girl Directors-at-Large,
  - Board Development Committee
  - National Delegates
  - Alternate National Delegates
- Candidate Bios
- GSNEO By Laws Proposed Amendments with Rationale

#### **Annual Meeting of the General Assembly Schedule** **Saturday, April 9, 2022**

**Part 1 - 9:30-10:30 am** (Required for all voting members of the General Assembly)

#### **General Assembly Voting Members Only**

#### **Part 2 - 10:30 am (Voting and Non-Voting Members)**

**(Required for all voting members of the General Assembly**

**Open to Voting and Non-Voting Members** for reports and questions and answers.

- The Quorum Report will be delivered as it will be determined by the voting members using the Qualtrics link.
- Election results will be announced at this time.
- The presentation and recording of the meeting will be posted on our website afterwards.



We look forward to your participation via webinar on Saturday, April 9, 2022. Thank you for all you do to support the girls and volunteers of Girl Scouts of North East Ohio.

Yours in Girl Scouting,

A handwritten signature in black ink that reads "Judith E. Matsko".

Judith E. Matsko  
Chair, Board of Directors

A handwritten signature in black ink that reads "Jane Christyson".

Jane Christyson  
Chief Executive Officer

**Girl Scouts of North East Ohio**

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**Attachments:**

2022 Annual Meeting of the General Assembly Agenda  
Slate of Candidates for Election  
Candidate Bios  
GSNEO By Laws Proposed Amendments with Rationale



*2022 Annual Meeting Agenda*  
*Saturday, April 9, 2022, 9:30am*  
*Virtual via Zoom*

**PART 1 – 9:30-10:30 am (Voting Members of the General Assembly Only)**

- |      |  |  |
|------|--|--|
| I.   | Call to Order                                  | Judith E. Matsko, Chair<br>GSNEO Board of Directors                |
| II.  | Welcome  | Explanation of Annual Meeting Process                              |
| III. | Adoption of Agenda                             | Judith E. Matsko, Chair  |
| IV.  | Elections                                      | Kathy Mook & Karen Stock,<br>Board Development Committee Co-Chairs |
|      | a. Board Officers                              |  |
|      | b. Board of Directors: Directors-at-Large      |  |
|      | c. Board of Directors: Girl Directors-at-Large |  |
|      | d. Board Development Committee                 |  |
|      | e. National Delegates                          |  |
|      | f. Alternate National Delegates                |  |
| V.   | Proposed GSNEO By Law Amendments               | Laura Schultz, Esq., Bylaws Committee Chair                        |
| VI.  | Adjournment                                    |  |

**PART 2 – 10:30 am (Open to Voting and Non-Voting Members)**

- |       |                                      |   |
|-------|--------------------------------------|---|
| I.    | Welcome and Call to Order            | Judith E. Matsko, Chair<br>GSNEO Board of Directors         |
| II.   | Treasurer Report                     | Kate Asbeck, Treasurer<br>GSNEO Board of Directors          |
| III.  | Committee Reports                    |   |
|       | a. Community Engagement              | Laura Schultz, Esq., and Allison Baker. Committee Co-Chairs |
|       | b. Properties                        | Cindy Skelton-Becker, Committee Chair                       |
|       | c. Strategy Alignment                | Matthew Inks, Committee Chair                               |
|       | d. STEM Advisory                     | Diana Bilimoria, PhD, Committee Chair                       |
| IV.   | Operations Report                    | Jane Christyson<br>GSNEO Chief Executive Officer            |
| VII.  | Quorum Report                        | Roxanne Basel<br>GSNEO Research and Evaluation              |
| VIII. | Election Results                     | Roxanne Basel<br>GSNEO Research and Evaluation              |
| V.    | New Business                         | Judith E. Matsko, Chair                                     |
| VI.   | Question and Answers                 | Judith E. Matsko, Chair                                     |
| VII.  | Turning Over the Gavel & Adjournment | Judith E. Matsko, Chair                                     |



**GIRL SCOUTS OF NORTH EAST OHIO  
CANDIDATES FOR ELECTION, 2022**

**OFFICERS of the BOARD OF DIRECTORS, 2022 - 2024**

|                   |                             |
|-------------------|-----------------------------|
| <b>Chair</b>      | <b>Kathy Moock</b>          |
| <b>Vice Chair</b> | <b>Robyn Gordon</b>         |
| <b>Treasurer</b>  | <b>Kate Asbeck</b>          |
| <b>Secretary</b>  | <b>Cindy Skelton-Becker</b> |

**DIRECTORS-AT-LARGE, 2022-2024 (2 Year Term)**

- 1. Judith Matsko**
- 2. Sandra Reid**
- 3. Nicole Rodenfels**
- 4. Laura Schultz**
- 5. Ellen Stephens**
- 6. Karen Stock, PhD**
- 7. Dr. Kimberly Togliatti-Trickett**
- 8. Chris Venditti**
- 9. Chris Walker**

**GIRL DIRECTORS-AT-LARGE, 2022-2023 (1 Year Term)**

- 1. Shelby Bennett**
- 2. Sydney Harbour**

**BOARD DEVELOPMENT COMMITTEE, 2022-2024 (2 Year Term)**

- 1. Erin Brady Curtis**
- 2. Tania Nemer**
- 3. Sandee Reid**
- 4. Karen Stock**
- 5. Kimberly Togliatti-Trickett**
- 6. Ebony Yeboah Amankwah**

**GIRL SCOUTS OF NORTH EAST OHIO (GSNEO)  
CANDIDATES FOR ELECTION, 2022**

**BOARD OF DIRECTORS - OFFICERS**

**BOARD OF DIRECTORS - CHAIR**

**Kathy Moock**



is currently serving as a Director-at-Large of the GSNEO Board of Directors, Co-Chair of the Board Development Committee as well as a member of the Strategic Planning and Special Projects Committees. Kathy has previously served as Secretary of the GSNEO Board of Directors as well as Women of Distinction Chair and a member of the Fund Development, Women of Distinction and Dessert First Committees. Kathy is a community volunteer, who is currently serving a Co-President of WITAN (Women in Touch with Akron's Needs), which raises grant funds for and provides volunteers with community non-profit agencies. Kathy has served on WITAN Board for 9 years in a variety of roles including the Treasurer, the Endowment Director, and the Civic / Grant Management Director. She served her first term as WITAN's president in 2018, which was their 75th anniversary year. Kathy currently serves on the WITAN French Market, Imagine Ball, Membership, Endowment, and Fundraising Committees. She was a Board Member of the Junior League of Cleveland for 9 years, most recently in the role of Sustainer Treasurer. She served for 16 years in various offices of the Brecksville-Broadview Heights Parent School Organization Council, including 6 years as PSO President at different schools. Kathy currently volunteers at Stewart's Caring Place Cancer Resource Center, Blessings in a Backpack, St. Bernard's Hunger Center, and Haven of Rest. She has been a leader of non-profit fundraising events, including events with the Leukemia Lymphoma Society and University Hospitals. She is retired from Proctor & Gamble, where she was a Regional Sales Manager. She graduated from Miami University in Ohio, with degrees in Finance and Marketing. Kathy is a recipient of GSNEO's Women of Distinction Award and was a girl member of Girl Scouting through 12th grade, earning the First-Class Award (Gold Award).

**Board of Directors – Vice Chair**

**Robyn Gordon**



is currently a Director-at-Large of the GSNEO Board of Directors, a non-officer member of the GSNEO Executive Committee and a member of the STEM Advisory Committee. Gordon is the Director of the Center Operations Directorate at the National Aeronautics and Space Administration (NASA) John H. Glenn Research Center in Cleveland, Ohio. In this capacity, she manages organizational objectives, direction, resource allocation, and institutional functions as well as coordinates and integrates mission support activities which impact the entire organization. Additionally, she determines institutional issues which affect the execution and performance of the Center's commitments. The institutional organizations under Gordon's purview include the Offices of Lean Six Sigma Program, STEM Engagement, Procurement, Logistical and Technical Information Division, Communications, and Protective Services. Prior to this appointment, Gordon held a number of key positions at Glenn. She served as Deputy Director of the Center Operations Directorate, Director of the Diversity Management Office and Director of the Office of Human Resources and Workforce Planning. Gordon has also worked at the agency level as Executive Officer to NASA's Deputy Administrator supporting and advising the Deputy Administrator on policy issues, strategic policy decisions and mission support initiatives. Before joining Glenn, Gordon served in leadership roles at the Cuyahoga County Public Library and the City of Cleveland. She is a graduate of Cleveland State University with a Bachelor's Degree in Human Resources Management and a Master of Business Administration (MBA) Degree. She also completed the Senior Executive Fellows Program at the Harvard Kennedy School of Government and the Women's Leadership Forum at the Harvard Business School. Her professional and personal accomplishments have been recognized by numerous organizations with many accolades, including being recognized by the United States Government with a Presidential Rank Award, which honors high-performing senior career employees for sustained extraordinary accomplishment. Gordon has also been recognized for the following: YWCA of Cleveland-Women of Achievement Award; Girl Scouts of Northeast Ohio-Woman of Distinction; Crain's-Women of Note Award; Junior League of Cleveland-Francis Payne Bolton Award; NASA Group Achievement Award; Glenn Federal Women's Program Supervisory Award; National Women of Color-Technology Award for Community Service and Minorities in Research Science Trailblazers Award

**BOARD OF DIRECTORS – TREASURER****Kate Asbeck**

is currently Treasurer of the GSNEO Board of Directors and previous to that Mrs. Asbeck served as Director-at-Large. She is GSNEO Finance Committee Chair and a member of the Strategic Initiatives And Special Projects Committee. Kate Asbeck is a retired financial executive. Kate served as Chief Financial Officer of the Cleveland Foundation from April 2010 until her retirement in June 2016. In that role, Kate was responsible for the Foundation's \$2 billion endowment and its finance, information technology and human resources teams. Prior to the Cleveland Foundation, Ms. Asbeck was Senior Vice President – Finance at Corning Incorporated. In that role, she led a 600-person global finance organization – including control, treasury, tax and shared services – and served as its principal accounting officer. She graduated cum laude from Ohio Wesleyan University. Kate is on the board of Jumpstart, Planned Parenthood of Greater Ohio, In Counsel with Women, and is a Trustee of University Hospitals and a member of the Leadership Cleveland Class of 2012.

**BOARD OF DIRECTORS – SECRETARY****Cindy Skelton-Becker**

recently retired from the Nordson Corporation where she had been employed since 1986, holding a number of management positions during her tenure. She was Senior Manager, Corporate Continuous Improvement where she was responsible for developing and improving Nordson's commercial business process. She is a graduate of the General Motors Institute (BEE, Electrical Engineering), and has earned Master's degrees from Case Western Reserve University and Cleveland State University. Cindy is drawn to Girl Scouts due to her past experience as a Girl Scout, as well as her personal dedication to helping develop women leaders, with a particular emphasis on STEM programming and technology, for which she has a passion for due to her professional background. Cindy is currently Secretary of the GSNEO Board of Directors and serves as a member of the STEM Advisory Committee as well as Chair of the Properties Committee. Cindy has a long affiliation with the YWCA of Elyria where she served in several Board capacities. For several years, Cindy has chaired the YW's Women of Achievement Selection and Judging Committee, (similar to the GSNEO Women of Distinction award). She believes in strong branding to promote an organization's mission. She has brought the cultural values of the Nordson Corporation, which continued to be one of GSNEO's program supporters.

## BOARD OF DIRECTORS – DIRECTORS-AT-LARGE

**Judith Matsko**



is a recognized leader in the Greater Cleveland and Akron communities. Judy is Chief Development Officer at The Byzantine Catholic Eparchy of Parma. Judy is a member of the Juliette Gordon Low Society, a lifetime member of Girl Scouts, and a past Women of Distinction recipient. Judy is currently the GSNEO's Board Chair and prior to that served as Vice Chair, a Director-at-Large, Chair of the Fund Development Steering Committee, chaired three Dessert First signature events, and served as a member of GSNEO's Women of Distinction Selection Committee. Judy is engaged with Miami University as Advisory Council Member for the College of Education, Health and Society, a member of the Women's Giving Circle and sits on the Grants Leadership Committee, Chair of the NEO Red & White Gala, a past National Alumni Board of Directors member, and she has established the "Judith E. Matsko '76 Scholarship" for a female in need. Judy is an Emeritus member of the Board of Directors for the Cornerstone of Hope and recently spearheaded the organizations Young Professionals Advisory Group; a member of the Board of Directors for the YWCA of Greater Cleveland and sits on the Executive Committee as the chair of the Fund Development Committee; a board member of the Friends of the Cleveland Orchestra and chairing the organizations Centennial Celebration. Judy was a past member on the Governing Board of Directors for the Children's Hunger Alliance and was the Board Chair of the North East Ohio Region. Judy served as the President of the Board of the NEO Chapter of the Leukemia and Lymphoma Society (LLS) and currently sits on the Board Development Committee. She is also past President of the Junior League of Cleveland. Other community involvement has included Women in Touch with Akron's Needs, American Heart Association Greater Cleveland, the Association of Junior Leagues International, The Gathering Place, The Greater Cleveland Race for the Cure, The Alzheimer's Association, and the American Girl Fashion Show which she chaired for 20 years. Judy is a two-time finalist for the Athena Award, a Leadership Lake County graduate, received the Distinguished Alumni Award from Mentor High School, and recipient of the Profound Impact Award from Miami University. She has a Bachelor of Science in Education from Miami University, and a Master in the Art of Teaching, from Marygrove College in Michigan. Judy is a 35-year retired teacher and coach from the Strongsville City Schools. She resides in North Royalton.

**Sandra Reid**



Is Vice President of Corporate Communications and Strategic Planning Administration at The Davey Tree Expert Company. Sandra is a Lifetime member of Girl Scouts. She was a Girl Scout growing up, which impacted for love of the outdoors. She has kept that love of the outdoors and combined it with a desire for excellence and collaboration in her professional career. Her professional awards and certifications include the International Association of Business Communicators' Strategic Communication Management Professional certification and leading her team to win multiple communication awards from the Tree Care Industry Association and Garden Communicators International. She has won internal recognition with a Best of Davey award and a place on the company's President's Council. She has been a tireless advocate for community engagement and volunteering. Today, she serves on the boards and leadership of local organizations (Portage Development Board Secretary and Greater Cleveland Sports Commission), industry leadership (TCIA accreditation council and the National Center for Employee Ownership) and her personal passions (American Heart Association Northeast Ohio Chair and GSNEO's STEM Advisory Committee and Board Development Committee). Sandra is a past recipient of Women of Distinction and chaired the subsequent Women of Distinction event.

**BOARD OF DIRECTORS – DIRECTORS-AT-LARGE****Nicole Rodenfels**

Is the Annual Giving Officer at Gilmour Academy and prior to that was Development Director at LifeAct. Nicole has also served as Development Officer at the Greater Cleveland Food Bank and at UH Rainbow Babies & Children's. Nicole is a relationship builder and a successful fundraiser. Nicole is a member of the Junior League of Cleveland, where she created a more modern website presenting the organization in a more informative format as well as serving as the Director of Communications. In addition to the Junior League of Cleveland, Nicole served as Co-Chair of the Philanthropic Committee, Ambassador Council at the Ronald McDonald House of Cleveland. Nicole is currently a Director-at-Large of the GSNEO Board of Directors as well as serving on the Fund Development and Dessert First Committees. She has earned a Master's degree from John Carroll University, and is pursuing her MBA at Ursuline College. Nicole has received the Junior League of Cleveland's Carolyn K. Oakes Award for exceptional leadership and distinguished service. She was the recipient of the Top 25 Under 35 Movers and Shakers Award in 2015. The Awards recognizes 25 young leaders under 35 years of age that have a record of excellence in their work, civic engagement and philanthropic efforts.

**Laura Schultz**

is a lifetime member (30+ years) and a proud Gold Award Girl Scout. Currently, Laura serves as a GSNEO Board of Directors-at-Large, is a member of the Executive Committee and Co-Chair of the Community Engagement Committee. Previously, Laura served as GSNEO's Board Chair, and prior to that, Laura served on the GSNEO Board in the capacity of 1st Vice Chair, Director at Large, and Chair of the Board Development Committee and a National Delegate. Laura also served on the GSNEO Code of Regulations Review and Bylaws Committees. Laura owns Preservation Retirement Services, an independent retirement planning company, with her husband, Tim. Laura serves as PRS's wealth advisor. Laura is also an attorney and previously was an associate in the Business Litigation practice group at Thompson Hine LLP. Laura volunteers for the Legal Aid Society of Cleveland, focusing her pro bono legal practice on women's and children's issues and family law. Laura attributes much of her success to the leadership skills she learned in Girl Scouting and hopes to be able to continue to give back through her work on the GSNEO Board of Directors. Laura and Tim reside in Westlake with their children Caspian and Samantha.

**Ellen Stephens**

is currently a Director-at-Large of the GSNEO Board of Directors; as well as a member of the Strategic Initiatives and Special Projects STEM Advisory committees. Ellen is the Vice President of Human Resources for the Corporate Division and World Headquarters for The Sherwin-Williams Company. Currently Ellen leads teams who are responsible for Global Human Resources Management, Global HR Shared Services, Employee and Community Engagement as well as Wellness initiatives. Ellen has worked in the human resources field for over 30 years. Throughout her career she has focused on strategic planning, recruiting, on-boarding, performance management, training, conflict resolution, leadership development and employee engagement. Her accomplishments include introducing diversity training, crisis management, an applicant tracking system, positive employee relations training, implementing safety practices and revising policies. In 2010 Ellen received the YWCA Professional Woman of Excellence Award. Sherwin-Williams Foundation Trustee. Ellen was a Girl Scout, led her two daughters' troops for 4 years, Cookie Manager for 5 years and has supported GSNEO's signature event, Dessert First.



**BOARD OF DIRECTORS – DIRECTORS-AT-LARGE**

**Karen Stock**



is currently Co-Chair of the GSNEO Board Development Committee and also a Director-at-Large on GSNEO Board of Directors, Strategic Initiatives, and STEM Advisory committees. Karen is an Associate Professor of Business at Walsh University in North Canton, Ohio. Karen is committed to efforts that develop women and girls. At Walsh, she is a founding member of the Women’s Empowerment Initiative, which has held conferences relating to gender. She also served as the faculty advisor to the Lean In Club, whose purpose is to encourage college women to develop their ability to lead. The club has partnered with the Girl Scouts of North East Ohio by hosting a College 101 event on campus and engaged as Troop Starters in Canton. Additionally, Karen is a past president of the Junior League of Stark County. Through the Junior League she has been involved in a variety of fundraising and community projects centered on women’s and children’s issues. Prior to joining Walsh, Karen worked in product development and marketing at Diebold, Inc. She earned her undergraduate degree in Organizational Behavior from Miami University, Master of Arts in Management from Walsh University, and Doctor of Management degree from Case Western Reserve University’s Weatherhead School of Management. Karen, her husband Nick, and their twin children reside in Uniontown, Ohio.

**Kimberly Togliatti-Trickett**



is a dedicated Physician Executive with a 20-year record of progressive, responsible management experience in clinical and non-clinical environments. Major contributions include successful development of new clinical programs resulting in multi-million-dollar bottom line improvements with a primary focus on the safety and quality of patient care and management. Chief Medical Officer of University Hospitals West Region, Medical Director of an Acute Rehab Unit, and Practicing Physician of an Independent Practice. Before that, Dr. Togliatti-Trickett has held positions of increasing leadership at University Hospitals Parma Medical Center. Dr. Togliatti-Trickett serves as a board member of the Kindred Health Care and past service at Jennings Center for Older Adults; recent executive leadership for the American Heart Association Go Red for Women and the 2017 YMCA Women of Professional Excellence award winner. Her Board Certifications include the American Board of Physical Medicine & Rehabilitation and the retired American Board of Internal Medicine. Kim is currently a member of the Board Development Committee. As a former Girl Scout, Dr. Togliatti-Trickett looks forward to the opportunity to continue to contribute to the organization that meant so much to her in your youth.

**Chris Venditti**



Is Director, Revenue Growth Management at Moen. Prior to that Mr. Venditti was responsible for creating Strategy & Execution Plans at Cardinal Health for their At-Home Division. Before Cardinal Health, he led Revenue Growth Management at the J.M. Smucker Company. He is an effective problem solver and is at his best when managing teams. He is currently the Vice Chair of the GSNEO Board of Directors and sits on the GSNEO Executive Committee. He has also served as chair of the GSNEO Board Development Committee and is a member of the STEM Advisory and the Strategic Initiatives committees. Chris completed his undergrad at Baldwin-Wallace and obtained his MBA at Ashland University. He has also studied at the Weatherhead School of Business at Case Western Reserve University. Chris and his wife Larissa reside in Richfield with their two future Girl Scouts.

**Christine Walker**



is senior vice president and chief human resource officer for FirstEnergy Service Company, a subsidiary of FirstEnergy Corp. Chris began her career with GPU, Inc., in the Information Technology organization and held various positions in Human Resources and Customer Service prior to GPU’s merger with FirstEnergy in 2001. She was promoted to director, Compensation and Retirement programs in 2005, to executive director, Human Resources, in 2011, and named executive director, Talent Management, in 2016. Chris was appointed vice president, Human Resources, in 2018. Walker holds a bachelor’s degree in project management and organizational management from Malone University in Canton, Ohio, and is a Certified Compensation Professional. Chris has always been an advocate of both girls’ and women’s issues and is passionate about women building up other women.

**BOARD OF DIRECTORS – GIRL MEMBERS**

**Shelby Bennett**



has been a Girl Scout since kindergarten and is extremely passionate about the organization. During her time in Girl Scouts, she has made lifelong friends, learned valuable skills, and experienced things she otherwise never would have. Shelby has attended resident camps, volunteered at camp, earned multitudes of badges, gone on trips, survived a "survival weekend," and much more. Through all of it, she has been a leader and a role model in her troop. She has earned her Bronze and Silver Awards and is already brainstorming for her Gold Award. Shelby is a Girl Member of the GSNEO Board of Directors, National Delegate of the Girl Scouts of North East Ohio as well as a member of the Girl Advisory Board. Some of Shelby's current activities outside of Girl Scouts include being a Student Senator and a member of the Female Empowerment Initiative. Shelby would like to be a Girl Member of the GSNEO Board of Directors so she can give back to Girl Scouts and make a difference in the organization.

**Sydney Harbour**



has been a Girl Scout for ten years and currently is a Senior scout. Her involvement includes serving as a PA at Highland Day Camp, participating at Camp Throwback and doing community service with her girl scout troops. She has set up drives for supplies, made motivational posters, and volunteered at Pathway. She completed her Silver Award by working with Refuge of Hope. Recently, Sydney completed the Social Justice Seeker training, and she will be applying to attend the Girl Scout Destination around that topic. In addition to Sydney's Girl Scout activities, she participates in: North Canton Y Swim Team, Stark County Junior Fair Board, 4-H club, her school Cross Country, Track, and Swim Teams, Symphonic Strings and Student Council. Sydney is a Girl Member of the GSNEO Board of Directors. Sydney is passionate about providing a girl's perspective on programming that interests them. She looks forward to continuing learning how the Board of Directors functions, enhancing her leadership qualities and serving as a National Delegate, if elected.

**BOARD DEVELOPMENT COMMITTEE**

**Erin Brady Curtis**



is currently a member of the GSNEO Board Development Committee. She is Manager of Volunteer, Employee, and Spiritual Care Services at Cleveland Clinic Akron General Hospital. She oversees a team of 110 volunteers and a team of 15 Chaplains. She also coordinates fundraising efforts for a variety of causes like Harvest for Hunger and VeloSano. She also coordinates volunteer activities for employees in the community. She is the recipient of the Tony and Toby Heartbeat award for her commitment to community service and the Cleveland Clinic Akron General. She is a current board member on the Foundation Board for CHC Addiction Services, and a committee member of She Builds. She is co-chair of the Akron Regional Hospital Association Volunteer Management committee. Erin is an active member of the Ohio Healthcare Volunteer Management Association, and a member of the Association for Healthcare Volunteer Resource Professionals. Erin received her Bachelor of Fine and Applied Arts from the University of Akron and her M.B.A. from Ashland University. She was a girl scout in her younger years, and her mom was a troop leader. She currently resides in Strongsville with her husband, Jon. They have two dogs, Bentley and Fiona. In her spare time, she enjoys attending concerts, jet skiing, and getting together with friends and family.

**Tania Nemer**



is the Summit County Community Outreach Prosecutor, and is devoted to prosecuting and preventing crime by fostering effective relations between the community and law enforcement. Her career has focused on improving the legal profession as well as opening doors for women and girls. She volunteered on multiple occasions to represent mothers and children at the Family Detention Center along the Texas border. In recognition of her service, she received the Ohio State Bar Association's Nettie Cronise Lutes Award, named after the first Ohio woman lawyer. As a leader in the community, Tania previously served as vice-president of the West Shore Bar Association (WSBA). She was a longstanding member of the Ohio Chapter of the American Immigration Lawyers Association (AILA) and served as the Immigration Customs Enforcement liaison for the Northern District of Ohio. Tania graduated with distinction from Western Michigan University Law School. Tania served as Counsel for McGinty, Hilow & Spellacy Co. LPA where she managed a private practice. She transitioned to the nonprofit sector as a Senior Attorney at Catholic Charities, Diocese of Cleveland and later Managing Attorney at the International Institute of Akron. Tania was also a Magistrate for the Akron Municipal Court where she presided over small claims, civil, traffic and criminal matters. Tania was a graduate of Walsh Jesuit High School and John Carroll University. She was a Girl Scout growing up and now her two daughters, Mila and Nora are enjoying the Girl Scout Leadership Journey. Tania currently lives in Hudson, Ohio with her husband and their three vibrant children.

**Sandra Reid**



Is Vice President of Corporate Communications and Strategic Planning Administration at The Davey Tree Expert Company. Sandra is a Lifetime member of Girl Scouts. She was a Girl Scout growing up, which impacted for love of the outdoors. She has kept that love of the outdoors and combined it with a desire for excellence and collaboration in her professional career. Her professional awards and certifications include the International Association of Business Communicators' Strategic Communication Management Professional certification and leading her team to win multiple communication awards from the Tree Care Industry Association and Garden Communicators International. She has won internal recognition with a Best of Davey award and a place on the company's President's Council. She has been a tireless advocate for community engagement and volunteering. Today, she serves on the boards and leadership of local organizations (Portage Development Board Secretary and Greater Cleveland Sports Commission), industry leadership (TCIA accreditation council and the National Center for Employee Ownership) and her personal passions (American Heart Association Northeast Ohio Chair and GSNEO's STEM Advisory Committee and Board Development Committee). Sandra is a past recipient of Women of Distinction and chaired the subsequent Women of Distinction event.

**BOARD DEVELOPMENT COMMITTEE**

**Karen Stock**



is currently Co-Chair of the GSNEO Board Development Committee and a Director-at-Large on GSNEO Board of Directors, Strategic Initiatives, and STEM Advisory committees. Karen is an Associate Professor of Business at Walsh University in North Canton, Ohio. Karen is committed to efforts that develop women and girls. At Walsh, she is a founding member of the Women's Empowerment Initiative, which has held conferences relating to gender. She also served as the faculty advisor to the Lean In Club, whose purpose is to encourage college women to develop their ability to lead. The club has partnered with the Girl Scouts of North East Ohio by hosting a College 101 event on campus and engaged as Troop Starters in Canton. Karen is a past president of the Junior League of Stark County. Through the Junior League she has been involved in a variety of fundraising and community projects centered on women's and children's issues. Previous to Walsh, Karen worked in product development and marketing at Diebold, Inc. She earned her undergraduate degree in Organizational Behavior from Miami University, Master of Arts in Management from Walsh University, and Doctor of Management degree from Case Western Reserve University's Weatherhead School of Management. Karen, her husband Nick, and their twin children reside in Uniontown, Ohio.

**Kimberly Togliatti-Trickett**



is a dedicated Physician Executive with a 20-year record of progressive, responsible management experience in clinical and non-clinical environments. Major contributions include successful development of new clinical programs resulting in multi-million-dollar bottom line improvements with a primary focus on the safety and quality of patient care and management. Chief Medical Officer of University Hospitals West Region, Medical Director of an Acute Rehab Unit, and Practicing Physician of an Independent Practice. Before that, Dr. Togliatti-Trickett has held positions of increasing leadership at University Hospitals Parma Medical Center. Dr. Togliatti-Trickett serves as a board member of the Kindred Health Care and past service at Jennings Center for Older Adults; recent executive leadership for the American Heart Association Go Red for Women and the 2017 YMCA Women of Professional Excellence award winner. Her Board Certifications include the American Board of Physical Medicine & Rehabilitation and the retired American Board of Internal Medicine. Kim is currently a member of the Board Development Committee. As a former Girl Scout, Dr. Togliatti-Trickett looks forward to the opportunity to continue to contribute to the organization that meant so much to her in your youth.

**Ebony Yeboah-Amankwah**



Is a senior executive with expertise in a highly-regulated environment, and areas of corporate governance, and diversity, equity, and inclusion. Ebony has nearly 20 years of experience specializing in areas of commercial finance, and leading a legal department to manage securities, merger and acquisitions, commercial litigation, labor and employment, real estate, tax, and state and federal energy law. She earned Bachelor of Arts degrees in political science and philosophy from Washington & Jefferson College and a law degree from Washington and Lee University. Ebony is a Northeast Ohio native and currently serves on the board of the United Way of Summit and Medina County, the Development Finance Authority of Summit County, and the Business Volunteers Unlimited. She is a past First Vice Chair of the GSNEO Board of Directors, Director-at-Large and Chair of the Board Development Committee. Ebony is a recipient of the GSNEO Women of Distinction Award. In addition, Ebony has previously chaired the Women of Distinction Committee. Ebony was a Brownie Girl Scout in her youth. Ebony states "I would like to use my skills in strategic thinking, thoughtful listening and my thirst for learning to advance the Girl Scout mission." She credits the Girl Scouts for helping to develop her skills in these areas. Currently, Ebony serves as the Vice President, Ethics, Compliance & Enterprise Risk Management at Signet Jewelers.



**GIRL SCOUTS OF NORTH EAST OHIO  
CANDIDATES FOR ELECTION, 2022**




**National Delegates (3 Year Term)**

1. Lilly Didytch (Girl)
2. Grace Guy (Girl)
3. Sydney Harbour (Girl)
4. Jennifer Hazelwood Ugarte (Adult)
5. Sarah Hermann (Girl)
6. Erin Hosek (Adult)
7. Cheyenne Nowak (Girl)
8. Maria Pocek (Adult)
9. Amy Preneta (Adult)
10. Heather Renz (Adult)
11. Irenne Scherer (Girl)
12. Crystal Siembida Boggs (Adult)
13. Elizabeth Siembida (Girl)

**Alternate National Delegates (3 Year Term)**

1. Crystal Nowak (Adult)
2. Jane Christyson (Adult)
3. Emily Fein (Adult)
4. John Graves (Adult)
5. Mona Karoghlanian (Adult)

**GIRL SCOUTS OF NORTH EAST OHIO (GSNEO)  
CANDIDATES FOR NATIONAL COUNCIL DELEGATES, 2022**

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| <p><b>Lilly Didytch (Girl)</b></p>     | <p>Lilly has strong leadership ability, is honest and fair, responsible, respectful, a careful listener, makes calculated decisions, and a problem solver. Lilly is participating on the Cadette Leadership Team and has led other girls in voting for a patch design, ice breaker, made calls to potential facilitators, assisting in the planning large Council event. As a Program Aide, she helped lead younger Girl Scouts through badge work, collaborated with six different troops on six different Brownie or Daisy badges, planned fun ways to lead the badge work. As a Bronze Award Team Member, Lilly worked with other girls, made a sustainable nature play/ nature playground, presented to the Parks and Recreation Board at a Board meeting, presented to the mayor, met with the Superintendent and Assistant Superintendent of Parks and Recreation to plan the nature play. While a Junior Aide Team Member, Lilly took Daisies on a tour of Camp Ledgewood, made swaps and smores and led camp songs. Lilly is interested in becoming a National Delegate and believes the Girl Scout movement teaches and empowers girls to become strong and independent to become future leaders.</p> |
| <p><b>Grace Guy (Girl)</b></p>         | <p>Grace is currently a National Delegate and the Council Advisory Board. She is a VIT and is involved in her Girl Scout troop and on the Girl Advisory Board for her Service Unit, Girl Scout Voice Crew, that plans events for the Service Unit, like Bridging requirement day, bridging ceremony, and campout. She has helped GSNEO by making thank you phone calls to new leaders across GSNEO during the "thanks-a-thon," and worked at ALE assisting trainers from across GSNEO. Grace has attended GSNEO Annual Meetings of the General Assembly and enjoyed following the process. On the national level, she has participated in an Ohio Art Connection Destination where she met girl scouts from all over the country. She has earned her LIA, PA, Bronze Award, and Silver Award. Outside of Girl Scouts Grace is in band, drama, softball, church, bible study, and volunteers at Rock n' Frocks, a dress shop for girls who don't have money and still "want to shine".</p>  |
| <p><b>Sydney Harbour (Girl)</b></p>  | <p>Sydney Harbour has been a Girl Scout for ten years and currently is a Senior scout. Her involvement includes serving as a PA at Highland Day Camp, participating at Camp Throwback and doing community service with her girl scout troops. She has set up drives for supplies, made motivational posters, and volunteered at Pathway. She completed her Silver Award by working with Refuge of Hope. Recently, Sydney completed the Social Justice Seeker training, and she will be applying to attend the Girl Scout Destination around that topic. In addition to Sydney's Girl Scout activities, she participates in: North Canton Y Swim Team, Stark County Junior Fair Board, 4-H club, her school Cross Country, Track, and Swim Teams, Symphonic Strings and Student Council. Sydney is a Girl Member of the GSNEO Board of Directors. Sydney is passionate about providing a girl's perspective on programming that interests them. She looks forward to continuing learning how the Board of Directors functions, enhancing her leadership qualities and serving as a National Delegate, if elected.</p>   |

**Jennifer Hazelwood Ugarte (Adult)**



Jennifer is an optometrist and founding owner of the Eye Site in Copley and prior to that was an Associate Professor Clinical Professor of Community Care and Public Health at the New England College of Optometry. Jennifer was a Girl Scout for about 6 years while growing up in Akron, as a Brownie and Junior. She has wonderful memories of troop activities and camping at Ledgewood. She has helped a variety of volunteer positions for my daughter's troop and is currently a Service Unit Director. She appreciates and uses all the materials that Girl Scouts has prepared for its volunteers. Jennifer truly believes in the power of the Girl Scout message and would love to see more girls benefit from all Girl Scouts has to offer.

**Sarah Hermann (Girl)**



Sarah participates in her Service Unit's girl leadership team called Voice Crew and served on the leadership team for Cadette Summit 2019. She is PA trained and VIT. Sarah aspires to be an engineer. She is interested in learning more about making policy decisions. Sarah helps organize and run Service Unit and Council level events. Sarah believes Girl Scouts helps empower girls and give them a great opportunity for furthering their leadership skills within a safe learning space. She enjoys seeing each part and level of Girl Scouts and how it works to better understand the ways of a leader and truly making the world a better place for us all. Sarah is currently a National Delegate and serves on the Girl Advisory Board and has enjoyed the opportunity and experience from learning to lead in a larger community which entails greater responsibility.

**Erin Hosek (Adult)**



Erin has served GSNEO as a Troop Leader, Service Unit Director, Service Unit Registrar as well as a mentor. In addition, she has served as a Facilitator for many years for the Council, contributing new course outlines and offerings, while still honoring the basic-training needs of all our volunteers. Erin has also helped with council-specific projects and events. Erin is the recipient of the Appreciation Pin, Honor Pin, Thanks Badge, Thanks Badge II, Forever Green and GSNEO Award. Erin would like to serve as a National Delegate to help keep our girl members inspired. She believes our girls are the future of Girl Scouting, and it is important they understand how the organization works both locally, and nationally.

**Cheyenne Nowak (Girl)**



Cheyenne has been a Girl Scout since she was in Kindergarten and has been incredibly active throughout her experiences earning both the Bronze and Silver Awards. She is planning her Gold Award during her Sophomore Year. She intends to complete Girl Scouts through 12th Grade. Even though her troop decided to disband, she is continuing as a Girl Scout Juliette. Cheyenne is great at communication, is very independent and has a take charge, leadership quality. She loves working with others she was regularly a leader in her troop. Cheyenne was always there early, help set up and help the girls with their project-at-hand. Cheyenne attended the Girl Scout convention when it was held in Columbus, she enjoyed seeing how everything was done and observed and learned a lot. Cheyenne would like to serve as a National Delegate as she wants to help make change for other girls.

**Maria Pocek (Adult)**



Maria has served as a troop leader, Service Unit Team Member as Registrar and is currently Co-Service Unit Director. Maria regularly attends Service Unit Leadership meeting making sure to participate and have a voice at these meetings. Maria would like to serve as a National delegate and bring her experience of analyzing issues at the Service Unit, Council, and national perspective. Maria was honored to receive the GSNEO Appreciation Pin in 2021. Ms. Pocek has always had an interest in being a part of committees and groups that oversee or improve organizations. Maria believes if given the honor to be a National Delegate will allow her to give back to the organization that has provided her daughter with such joy and skills.

**Amy Preneta (Adult)**



Amy has been involved in Girl Scouting for over fifteen years as an adult. She has been a troop leader, service unit director, camp coach, and membership delegate. Amy is currently a National Delegate. The opportunity to visit Pax Lodge and Our Chalet broadened her understanding of GSUSA's place in the larger WAGGGS community. Amy believes in the movement and has committed herself to furthering its goals on the local level. Amy feels that she has gained so much from Girl Scouting and would be honored to be able to serve GSNEO and the larger movement as a National Delegate. With the launch of the new STEM and outdoors badges, Amy is excited to continue being a part of GSUSA as we move into a new era for girls



**Heather Renz (Adult)**



Heather is currently a National Delegate and Service Unit Director. She is very passionate about the Girl Scout movement as well influencing girls to become strong leaders in the community and nationally. She feels it is vitally important to our society that we are encouraging, providing and assisting our future generations of females to have courage, confidence and character. Heather feels there is great potential to continue to grow this movement and is proud to be a part of it as a leader. Heather has progressively increased her leadership and involvement within Girl Scouts starting as a troop leader, a service unit member and now service unit director. She feels her passion for the mission of Girl Scouts is palpable and contagious. Heather believes in Girl Scouts and the impact that it has on females of all ages and cultures.

**Irenne Scherer (Girl)**



Irenne has been a Girl Scout for eleven years and is currently a Membership Delegate. Being active with scouting is always part of Irenne's day to day life. Irenne's mother, sister and grandmother are all lifetime members of Girl Scouts. Irenne has earned junior aid, LIA, program aid, CIT 1 along with Bronze and Silver awards. Resident camp has been a highlight for Irenne for the last 6 years. Irenne is the "go-to person" when a troop needs help with badges or other Girl Scout related activities in the service unit. Irenne would like to be a National Delegate and feels helping others, problem solving, independence, leadership, and creativity, will be assets to the Girl Scout movement.

**Crystal Siembida Boggs (Adult)**






has seen Girl Scouts change from when she was first involved as a child compared to now as a leader in a new generation of Scouting. Crystal believes the past, the present and the future are all linked and critical for the survival of Girl Scouting in our modern world. Crystal has served as a National Delegate and Service Unit Director, receiving two awards through Girl Scouting as a leader. For the Columbiana Exempted School District, she is the Head Cross Country Coach at Middle School and High School, Boys and Girls. Crystal is dedicated to serving her community. When she resided in Columbiana, she was a City Council member. She has also served on Columbiana's Planning Commission and the Board of Director's for the Chamber of Commerce. Crystal is currently working for the Columbiana County Commissioners as the Deputy Clerk. In addition, she serves as the Treasurer for the Columbiana County Republican Party. She is president and founder of a non-profit organization. Crystal was recently nominated for Remarkable Woman and is currently serving on the Youngstown Marathon Board as the head of marketing. Crystal resides in Fairfield Township.

**Elizabeth Siembida (Girl)**



Elizabeth has been involved with Girl Scouts since she was a Daisy. She participates in activities at the local and council level. She is currently a National Delegate and a member of the Girl Advisory Board. She enjoys inspiring younger girls to either join the program or to aim to be their best selves. She has given many hours to community service through scouting, church, and 4-H. Elizabeth has served as the Vice President and co-founder of a Ham Radio group KELPS. Currently, Elizabeth is involved with track and cross country sports. Elizabeth has earned her Bronze and Silver awards and looks forward earning her Gold Award. She is also the recipient of the Girl Scout of the Year by a local rotary.

**GIRL SCOUTS OF NORTH EAST OHIO (GSNEO)  
CANDIDATES FOR ALTERNATE NATIONAL COUNCIL DELEGATES, 2022**

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| <p><b>Crystal Nowak (Adult)</b><br/><b>1<sup>st</sup> Alternate National Delegate</b></p>     | <p>Crystal has been a Service Unit Director and a Troop Leader of a very active troop believes that she has the ability to work with long term goals and objectives. Having been involved with Girl Scouting since 2012 with her daughter, and prior as a Girl Scout herself as a young girl, she feels she has a lot of Girl Scouting knowledge to share with others. Crystal is detail-oriented, flexible and a creative designer with strong communication skills. As a Service Unit Director, Crystal prioritized team building. In all aspects of her life, Crystal approaches decision making considers pros, cons and overall impact. She received the GSNEO President's Award three consecutive years.</p>   |
| <p><b>Jane Christyson (Adult)</b><br/><b>2<sup>nd</sup> Alternate National Delegate</b></p>  | <p>is Chief Executive Officer of Girl Scouts of North East Ohio. Jane was a Girl Scout for ten years, a Girl Scout Leader for ten years and earned the Gold Award the highest award in Girl Scouting. Jane has over forty years of nonprofit administration and management experience with a concentration in fund raising, special events and corporate sponsorships. Jane previously served as the Director of Marketing for Cleveland Metroparks for over 23 years and also held leadership positions at United Way Services of Cleveland and the Cystic Fibrosis Foundation. She is currently a board member for the Beck Center for the Arts and is the Board President for North Pointe Ballet. Her past community service as a board member and officer includes the Cleveland Press Club, Mercury Theater, Ohio &amp; Erie Canal Marketing Consortium, Ohio Museums Council, Cleveland Waterfront Coalition, and ALCOA Community Relations Board. Jane is a member of the Girl Scouts of the United States of America (GSUSA) National Strategic Partnership as well as the National Philanthropy Committees. Jane has also served as Co-Chair of the National STEM Pledge Strategy Committee. Jane is passionate about making a difference in the lives of the girls she serves. Jane resides in Strongsville with her husband, Bob Mahoney and has a Girl Scout Alumni and Bronze Awardee daughter, Bridget.</p> |
| <p><b>Emily Fein (Adult)</b><br/><b>3<sup>rd</sup> Alternate National Delegate</b></p>      | <p>Emily joined Girl Scouts of North East Ohio (GSNEO) in the fall of 2010, as the Director of Programs and expanded her role to Chief Operating Officer in the fall of 2017. She has been involved in Girl Scouting since childhood. Her first employment opportunity was at Camp Conshatawba - a property of Girl Scouts of Western Pennsylvania. She earned her Girl Scout Gold Award, the highest award in Girl Scouting. Prior to joining GSNEO, Emily served as Manager of Camps, Classes and Outreach at Great Lakes Science Center in Cleveland, Ohio for four years and Head of Youth and Family Programs at the Rochester Museum &amp; Science Center in Rochester, NY. She is currently a doctoral candidate in cultural foundations of education at Kent State University. Her research interests focus on the educational value of out of school time programs and the impact that women in the workforce have on afterschool care. Nationally, Emily served as a member of the Girl Scouts of the USA (GSUSA) Movement-wide Alum Committee and currently serves on GSUSA's Program Advisory, Risk Advisory, and Safety Activity Checkpoint Advisory committees. Emily, her husband, and their three children (2 of whom are Daisy Girl Scouts!) live in Wadsworth.</p>   |

**John Graves (Adult)**  
**4<sup>th</sup> Alternate National Delegate**



John Graves, CGMA, is the Chief Financial Officer of the Girl Scouts of North East Ohio (GSNEO). He assumed this position in 2008, oversees its financial and IT functions, and staffs the GSNEO Finance Committee, Audit & Risk Committee, and Property Committee. In 2015, John received the CFO of the Year – Nonprofit award from Crain's Cleveland Business. John has served on the following GSUSA committees: Product Sale Advisory Committee, Pension Advisory Committee, Forecasting Model Task Force, Troop Bank Account Task Force, among others. John is active in non-profit organizations, is a past President of Nordonia Hills Rotary Club, recipient of Rotarian of the Year, and is active in Rotary district activities. He was Chairman of the Portage County Mental Health and Recovery Board, served as Treasurer of United Way of Portage County, and was President of United Christian Ministries in Kent. John is an elder at the Kent Presbyterian Church, its Treasurer, past President, and has been a Sunday School teacher and youth advisor for the past 25 years. He has served in various church offices at the regional level including President of the Eastminster Presbytery Board of Trustees. For his work with youth within the Presbyterian Church, he was awarded an Honorary Life Membership in the national organization of Presbyterian Women (PCUSA). John received his BS in Accountancy and Master of Accounting Science from the University of Illinois – Urbana and is a member of the American Institute of CPAs. John and his wife, Penny, reside in Kent, OH.

**Mona Karoghlanian (Adult)**  
**5<sup>th</sup> Alternate National Delegate**



Mona joined Girl Scouts of North East Ohio in 2011 and currently is the Executive Services and Governance Officer. She is a member of the Juliette Gordon Low Society, a Lifetime member of Girl Scouts and in her youth, Mona was a Girl Scout for ten years. Before joining the GSNEO staff, Mona was a Global Environmental, Safety and Health Analyst for Novelis (formerly Alcan Aluminum Corporation). Previous to that Mona enjoyed employment in both the for-profit corporate sectors at General Electric and TRW Inc and not-for-profit as Assistant Executive Director of the Armenian General Benevolent Union while living in New Jersey. Mona is very active in the community at large. Locally she is Parish Council Chairman of St. Gregory of Narek Armenian Church and nationally serves as the Secretary of the Diocese of the Armenian Church of America. Mona is a huge Cleveland sports fan and considers retail therapy as one of her favorite hobbies. She resides in Twinsburg with her beloved dog, Molly!



## **Rationale Proposed Bylaw Amendments**

The Bylaws committee has undertaken a detailed review of the Bylaws, and recommends the following amendments:

- First, in Article VII, Section 1, the Bylaws would be amended to add four (4) additional Directors at Large, for a total of nineteen (19) Directors at Large and two (2) Girl Directors At Large. This change is beneficial to GSNEO because expanding the Board will allow for the inclusion of board members with additional areas of expertise, access to potential funding sources and strategic partnerships, and will allow for a more diverse board overall. This change was also recommended because the Board Development Committee has found itself consistently having more qualified Board of Directors candidates in its candidate pipeline than open board positions available.
- Second, in Article V, Section 1, the Bylaws would be amended to explicitly allow for the Annual Meeting of the General Assembly to be conducted remotely. The Bylaws did not previously prohibit this practice, but it is in GSNEO's best interest to make remote meetings expressly allowable within the Bylaws.
- Finally, the Bylaws would be amended to make all pronouns throughout the Bylaws gender inclusive. This is consistent with Girl Scouts' core values of diversity and equity, and that Girl Scouts welcomes members from across the gender spectrum (except for cisgender boys).

### **GSNEO Bylaws Committee**

Laura Schultz, Chair

Brenda Heidinger

Valarie Mariola

# GSNEO BYLAWS

## BYLAWS OF GIRL SCOUTS OF NORTH EAST OHIO COUNCIL OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

### ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of North East Ohio, hereinafter referred to as “the Council”, a not-for-profit organized under the laws of the state of Ohio.

### ARTICLE II – PURPOSE

The purpose of the Council 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

#### Section 1 Eligibility

Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council are eligible to be voting members of the Council.

### ARTICLE IV – GENERAL ASSEMBLY

#### Section 1 Composition of General Assembly

- A. Voting members of the General Assembly shall consist of:
  - i. members of the Board of Directors, including Girl Directors at Large;
  - ii. members of the Board Development Committee, if not otherwise voting members of the General Assembly;
  - iii. Membership Delegates elected by Service Units as defined by Section 2 of this article;
  - iv. National Delegates, except GSNEO Staff serving as National Delegates shall not be entitled to a vote in the General Assembly.
- B. The number of members of the General Assembly shall be no less than 100.
- C. At least two-thirds of the voting members of the General Assembly shall be those Membership Delegates elected by Service Units.

#### Section 2 Membership Delegate Elections

- A. The Council shall establish geographic subdivisions within the jurisdiction. Each geographic subdivision shall be termed a Service Unit.
- B. Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council shall be a member of a Service Unit. A person may be a member of only the Service Unit in which he/she/they resides.
- C. The members residing within a specific Service Unit shall elect representation in the form of a Membership Delegate, to the General Assembly of the Council. If the Membership Delegate elected by the Service Unit is a girl delegate then the Service Unit shall be entitled to elect a 2<sup>nd</sup> Membership Delegate.

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- D. Each Service Unit Member, age 14 and older, attending a Membership Meeting in a Service Unit shall be entitled to one (1) vote. A Service Unit Member shall vote in only one (1) Service Unit. Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote. A majority shall elect. No proxy votes shall be permitted.
- E. Service Unit Membership Meetings shall be held at least one (1) time each year. The election of Membership Delegates will be held during the meeting. Each Service Unit shall conduct election of a Membership Delegate in the first quarter of the membership year (October – December) or at such other time as chosen by GSNEO.
- F. The quorum shall be those voting members of the Service Unit present at the meeting.
- G. Candidates shall be nominated from the floor at the time of the election provided that the potential candidate:
  - i. has completed the appropriate nomination form
  - ii. is an individual age 14 years of age and over who is currently a registered Girl Scout through and in good standing with the Council ;
  - iii. an elected Membership Delegate may represent any Service Unit which elects her/him/them regardless of where the delegate resides. A Membership Delegate can only represent one Service Unit per term, and
  - iv. agrees to serve if elected.
- H. Procedure. Each Service Unit shall elect a Membership Delegate in accordance with Section 2D of this article.
- I. Each Service Unit shall notify [governance@gsneo.org](mailto:governance@gsneo.org) of the results of the election and provide the written application of the elected Membership Delegate(s).
- J. Term:
  - i. Membership Delegates shall serve for a term of 2 years or until their successors are selected and assume office.
  - ii. Terms of office shall begin at the close of the meeting at which Membership Delegates are elected.
- K. Duties: Each Membership Delegate shall fulfill the duties outlined in the position description.

## **Section 3      Resignation**

- A. Resignation from the position of Membership Delegate shall be submitted in writing to the Chairperson of the Board of Directors, Service Unit Director of the Service Unit they represent and/or her/his/their designee at least ten (10) calendar days prior to the effective date.
- B. Vacancies in the position of Membership Delegate shall be filled by an election by the Service Unit for the remainder of the unexpired term. Only delegates of record forty-five (45) days prior to a meeting of the General Assembly shall be entitled to vote.

# GSNEO BYLAWS

## ARTICLE V – MEETINGS

### Section 1 Annual Meeting.

- A. Scheduling. The Council shall conduct an Annual Meeting of the General Assembly in March or April of each 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 by standard postal mail, or electronically to each member of the General Assembly not less than 30 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business. At the Annual Meeting, the General Assembly shall:
  - i. elect officers, directors at large, girl directors, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
  - ii. consider any proposed amendments to the Council Bylaws;
  - iii. provide input on key issues affecting the Council and the Movement; and
  - iv. consider any other business appropriate to come before the General Assembly in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be 35 members of the General Assembly present provided that at least twenty-three (23) of the voting members present are Membership Delegates. Such members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- E. Voting.
  - i. Each member of the General Assembly shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one capacity.
  - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
  - iv. Proxy votes shall not be permitted.
  - v. In the event of an uncontested election, the election may be conducted by a show of voting cards or other means, including acclamation.
  - vi. In the event of a contested election, the election shall be conducted by ballot, and may be conducted by electronic means.

### Section 2 Special Meetings

- A. Scheduling. A special meeting of the General Assembly may be called by the Chair of the Board and shall be called by the Chair of the Board within thirty (30) business days upon receiving the written request of a majority of the members of the Board of Directors or a minimum of twenty-three (23) of the members of the General Assembly. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by standard postal mail, or electronically to each member of the



# GSNEO BYLAWS

- General Assembly at least ten (10) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. The quorum for a special meeting shall be thirty-five (35) members of the General Assembly present, provided that at least twenty-three (23) of the voting members present are Membership Delegates.
  - D. Voting. Voting shall be in accordance with Article V, Section 1E of these Bylaws.

## ARTICLE VI – OFFICERS

### Section 1 Elected Officers

The elected officers of the Council shall be the Chair of the Board; Vice Chair; Secretary; and Treasurer. They shall be an annual or lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age or older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, they must have served as a Director at Large on the Board of Directors for at least one (1) year prior to election.

### Section 2 Term of Office

- A. The officers shall be elected in accordance with Article V, Section 1E of these bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.
- C. No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual that serves as Chair of the Board shall be eligible to serve three (3) consecutive terms as an officer of the Council, but not more than two (2) consecutive terms as Chair.
- 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.

### 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 Vice Chair of the Board for the remainder of the unexpired term.
- B. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next election, at which time the General Assembly will vote to fill 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 of the Council 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 voting members of the Council, the Board of Directors, the Executive Committee, or Chair of the Board.

# GSNEO BYLAWS

- A. The Chair of the Board shall:
  - i. be the principal officer of the Council;
  - ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
  - iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the Council;
  - iv. report to the voting members of the Council as to the conduct of the affairs of the Council;
  - v. serve as an ex officio member of all committees except the Board Development Committee; and
  - vi. other duties as defined elsewhere in these Bylaws.
- B. The Vice Chair of the Board shall:
  - i. assist the Chair of the Board as assigned;
  - ii. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
  - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Secretary shall:
  - i. see that proper notice is given for all meetings of the Council, the Board of Directors, and the executive committee;
  - ii. see that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
- D. The Treasurer shall:
  - i. provide effective stewardship, control and oversight of the Council's finances;
  - ii. execute directives of the Board of Directors

## ARTICLE VII – BOARD OF DIRECTORS

### Section 1 Composition.

The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, fifteen (15) Directors at Large, and two (2) Girl Directors at large. Beginning with the 2023 Annual Meeting of the Council, an additional four (4) Directors at Large shall be elected, for a total of nineteen (19) Directors at Large, and two (2) Girl Directors at Large. For the four (4) new Director at Large positions elected at the 2023 Annual Meeting of the Council, 2 shall have a 2-year term and 2 shall have a 1-year term. After their initial term, all four of those positions shall have 2-year terms thereafter. The Chief Executive Officer shall be an ex officio member of the board without vote.

### Section 2 Term of Office.

- A. The Directors at Large shall be elected by ballot in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.

# GSNEO BYLAWS

- C. The term of office of approximately one half (1/2) of the Directors at Large shall expire at each Annual Meeting of the Council.
- D. No individual shall serve more than 3 consecutive terms (or six years) 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.
- F. No member shall serve more than a total of ten (10) consecutive years on the Board of Directors, unless elected as Chair, in which case they may serve twelve (12) consecutive years. A person may run again providing that a span of one (1) year has expired since the end of the last term.

## **Section 3 Girl Directors at Large**

The Board shall have two (2) Girl Directors at Large, fourteen (14) years of age or older, who shall serve without vote.

## **Section 4 Girl Directors at Large Terms of Office**

The Girl Directors at Large shall be elected for a term of one (1) year.

## **Section 5 Vacancies**

A vacancy occurring in any position of Director at Large or Girl Director at Large shall be filled by the Board of Directors until the next election.

## **Section 6 Power, Authority, and Accountability**

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by statute.
- B. Accountability. The Board of Directors is accountable to:
  - i. the state of incorporation for adherence to state corporation law;
  - ii. the federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to, the requirements of the Internal Revenue Service as to 501 (c)(3) public charities);
  - iii. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
  - iv. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

## **Section 7 Regular Meetings.**

- A. Scheduling. The Board of Directors shall hold at least 4 regular meetings each year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors at least 10 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

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- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
  - i. Each member of the board shall be entitled to one (1) vote.
  - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
  - iii. Proxy and email voting shall not be allowed for votes of the Board of Directors.

## **Section 8 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 a majority of board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the board at least 3 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
  - i. Each member of the board shall be entitled to one (1) vote.
  - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the Board of Directors present at any meeting at which a quorum is present.
  - iii. Proxy and email voting shall not be allowed.

## **Section 9 Unanimous Written Consent in Lieu of Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

## **Section 10 Removal**

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the board by a majority vote of the board members present and voting at any regular or special meeting of the board at which a quorum is present.
- B. Any board member, including officers, may be removed with or without cause by a two-thirds (2/3) vote of the total number of the Council Board of Directors.

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## ARTICLE VIII – EXECUTIVE COMMITTEE

### Section 1 Composition

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, Secretary and 3 Directors at Large. The Chief Executive Officer shall serve as an ex officio member without vote. The Directors at Large shall be appointed by the Chair of the Board from the members of the Board of Directors, subject to the approval by the Board of Directors.

### Section 2 Duties

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the board, except that the Executive Committee shall not have the authority to:
  - i. adopt the budget;
  - ii. make exceptions to the budget;
  - iii. amend or revise the articles of incorporation or Bylaws;
  - iv. take action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the Council.
- B. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

### Section 3 Meetings

- A. Scheduling. The Executive Committee shall meet only as needed at the call of the Chair or upon written request of at least 3 members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least one working day in advance of the meeting.

### Section 4 Quorum

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

### Section 5 Voting

- A. Each member of the Executive Committee shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and email voting shall not be allowed.

## ARTICLE IX – COMMITTEES

### Section 1 Establishment

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

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## **Section 2 Appointment**

- A. The Chair of any standing 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 standing 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.
- C. At least 2 members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as 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 2A or 2B of this Article.

## **Section 3 Quorum**

A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

## **ARTICLE X – BOARD DEVELOPMENT COMMITTEE**

### **Section 1 Membership and Relationship to Board**

The Board Development Committee shall be composed of 8 committee members, at least 2 of whom shall be members of the Board of Directors and at least 4 of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an ex officio nonvoting member and shall not be counted toward any quorum requirements. Between meetings of the Council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

### **Section 2 Election, Term, and Vacancies**

- A. The committee members shall be elected in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected.
- C. No individual shall serve more than 2 consecutive terms on the committee, regardless of position.
- 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, including the Board Development committee Chair, the vacancy shall be filled by a vote of the Board of Directors until the next election, at which time the General Assembly will vote to fill the unexpired term.

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## **Section 3 Election and Term of Committee Chair**

- A. The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among those elected members of the Board Development Committee who also serve on the Board of Directors, but such appointment shall be subject to the approval/ratification of the Board of Directors.
- B. The term of office for Chair shall be 2 years.
- C. 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.

## **Section 4 Quorum**

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

## **Section 5 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, Girl Directors, and Board Development Committee members;
- C. to provide to the membership, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates, by name, or by staff position or board position, to the National Council Session of Girl Scouts of the United States of America;
- D. to develop in conjunction with the Board of Directors:
  - i. board orientation and education materials;
  - ii. board development materials;
  - iii. methods for identifying needed skills and talents for the Board of Directors and committees;
  - iv. methods for board succession planning; and
  - v. board self-assessment process.
- E. to plan board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

## **Section 6 Nominations from the General Assembly**

When balloting for elected positions shall be done in person at the Annual Meeting, nominations for any of the elected positions may be made by voting members of the General Assembly provided:

- i. the individual to be nominated has consented in writing to serve if elected;
- ii. the nomination has been submitted in a form approved by the Board of Directors to the Chair of the Board Development Committee, or his/her/their designee, at least five (5) days before the convening of the Annual Meeting;
- iii. the individual to be nominated has submitted the written endorsement of at least three (3) voting members of the General Assembly;

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- iv. the prospective nominee meets the qualifications for the office for which she/he/they is-are being nominated as specified in the written application materials provided by the Board Development Committee.

## ARTICLE XI – NATIONAL COUNCIL DELEGATES

### Section 1 Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

### Section 2 Election

The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected by the General Assembly in accordance with Article V, Section 1E of these Bylaws in accordance with the time frame established by the Girl Scouts of the United State of America 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 shall fill delegate vacancies to the National Council of the Girl Scouts of the United States of America from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council until the next election, at which time the General Assembly will vote to fill the unexpired term.

## 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 Council shall be accepted or collected only as authorized by the Board of Directors.

### Section 3 Depositories

All funds of the Council shall be deposited to the credit of the Council 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 Council and access to funds and securities of the Council 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.



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## **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 budgeted amounts without prior approval of the Board of Directors.

## **Section 7 Property**

Title to all property 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 presented to the membership at the Annual Meeting.

## **Section 10 Investments**

The funds of the Council 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 – CONFLICT OF INTEREST**

The board shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with her/his/their service on the board.

## **ARTICLE XIV – INDEMNIFICATION**

The Council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

## **ARTICLE XV – PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, in its most current revision, shall be the parliamentary authority of the Council, subject to the laws of the State of Ohio, the articles of incorporation and these Bylaws and any special rules of order adopted by the Council or Board of Directors.

## **ARTICLE XVI – AMENDMENTS**

These Bylaws may be amended or revised by a two-thirds vote of those present in person and voting at a meeting of the General Assembly; provided that the terms of the proposed amendments shall have been included with the notice of the meeting at which the proposed amendments are to be considered.

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All proposed amendment(s) to the Bylaws to be submitted by a member for consideration by the General Assembly must be submitted in writing to the Chair of the Board not less than sixty (60) calendar days prior to the Annual Meeting of the General Assembly.

In order to propose an amendment at any time other than the Annual Meeting the proposed amendment(s) to the Bylaws to be submitted for consideration by the General Assembly must be submitted in writing to the Chair of the Board at the same time the Chair receives a written request of the majority of the Board members or a minimum of twenty-three (23) of the members of the General Assembly to convene a special meeting.