



**Girl Scouts of Citrus Council 69th
Annual Business Meeting
Delegate Packet 2025**

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Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.



Girl Scouts ayuda a las niñas a desarrollar la confianza en sí mismas, el valor, y los principios para hacer del mundo un mejor lugar.



341 North Mills Avenue
Orlando, FL 32803
407-896-4475
www.citrus-gs.org

February 28th, 2025

Dear Delegates,

This letter is your official “call” to the Girl Scouts of Citrus’ 69th Annual Business Meeting. This very important meeting will be held on **Sunday, March 30th, 2025**. The Council Business Meeting will be called to order promptly at 2:00 p.m. This year’s meeting will be held at the **Winter Park Events Center at 1050 W. Morse Blvd, Winter Park, FL 32789. Space is limited, register now at <https://mygs.girlscouts.org/event-detail?id=312-03302025-LS1&hideEventToken=8826077806593>**. The registration deadline for this meeting is March 17th, 2025.

The Council Business Meeting Agenda lists the important actions that will require your attention and input. The Council’s Board of Director’s Chair, Treasurer and interim CEO will provide “State of the Council” reports. Council Delegates will elect officers, members-at-large of the Council’s Board of Directors and National Delegates and Alternates.

Please have all the information included in the packet at hand during the meeting. Your Girl Scout uniform or business attire will be appropriate dress. We look forward to seeing you on Sunday, March 30th, 2025.

Yours in Girl Scouting

Cindy Luttrell
Chair of the Board of Directors
Girl Scouts of Citrus

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69th Annual Business Meeting Agenda

- 1:00 pm Registration Opens & SWAP Hour
- 1:45 pm Please have your seat
- 2:00 pm Welcome – Central East Orange & Northwest Orange Association Chairs
Flag Ceremony – Central East Orange & Northwest Orange Association Girl Scouts
- Call to Order
 Board Chair – Cindy Luttrell
 Introduction of Officers and Guests
- Business Report to the Membership
 Minutes of the 2024 Annual Meeting – Michelle M, Board Secretary
 Report of the Treasurer – Michelle J, Treasurer
- Presentation of the Slate of Candidates
 Board Development Committee Co-Chairs – Marlette Toole & Michael Garvey
 Voting and Election of Slate
 Installation of new Board Officers, Members-at-Large, and National Delegates
- Awards
 Board Approved Awards
- State of the Council –
 Crystal Jones, Interim CEO & COO and Cindy Luttrell, Board Chair
- 5:00 pm Adjournment – Cindy Luttrell, Board Chair



2024 Annual Business Meeting and Board Approved Awards

Section I. General Information			
Meeting Name:	68 th Annual Business Meeting	Type:	Annual
Meeting Date/Time:	April 6 th , 2024, 11:00am	Location:	Kissimmee, Osceola County
Presiding:	Cindy Luttrell, Board Chair		
Attendees:	See Attachment		
Staff in Attendance	See Attachment		
Submitted by:	Michelle Mugnaini, Board Secretary		

Section II. Agenda Topics/Minutes	
1.	Welcome/Call to Order
	Cindy Luttrell thanked Toby Briggs, Linda Outten and the Southwest Orange and Osceola Association for hosting the Annual Meeting and called the meeting to order at 11:19am.
2.	Quorum and Appointments for the Meeting
	A quorum was established with 69 voting members present from 8 associations. Michelle Mugnaini has been appointed Secretary. Jessenia Gonzalez and Glenda Fejeran are appointed as Readers to review and approve the minutes from the meeting. Tellers approved to assist during the voting and election process are Chiara Lazarus, Anne Burczyk, and Millie Gomez.
3.	Business Report to the Membership
	Cindy introduced individuals present at Council for the meeting: Michelle Mugnaini - Secretary, Maryann Barry – CEO and Hope Newsome – Parliamentarian. The Board of Directors and the members of the Board Development Committee were introduced and ask to stand to be recognized. Michelle shared that the Minutes were approved and certified by the Committee of Readers from the 2023 Annual Meeting.
5.	Report of the Treasurer

	<p>Michelle Jones, Treasurer, presented on behalf of Michael Radka the 2023 review of the Audit Report for, which presented fairly in all material respects the financial position of Girl Scouts of Citrus Council for the year ending September 30, 2023, in accordance with generally accepted accounting principles in the United States of America. Council has done a great job of tracking and reporting their financials accurately all year.</p> <p>Michelle Jones presented the Treasurer's Report of the financial year ending September 30, 2023. Cash decreased \$265K, mainly because costs and expenses were higher than what we earned, however we are keeping a close eye on this to ensure we have enough cash on hand to support programs. Investments were up almost \$300K. Receivables decreased \$290K as we have collected money that was owed to us primarily driven by the ERTC. Depreciation caused a slight decrease in the value of property and equipment. Overall Assets decreased by approximately \$427K. Total Liabilities remained basically unchanged with a small decrease of about \$68K. Net Loss of \$360K driven by total revenue and other support down \$102K, the cost of cookie and fall product increasing by 13% from the baker and Council not raising the prices resulting in \$90K decrease in net sales revenue. Additional loss in income came as there is no longer the PPP funding from 2022. Expenses increased by \$630K due to planned programs and the Phenom convention. The 24-page Audit is available for anyone to review, and additional questions can be brought to the Treasurer or Finance Committee for further discussion.</p>
6.	Capital Expenditures Update
	<p>Maryann Barry along with Girl Scouts Gia Bella Carbone and Aria Adams presented property expenditures such as the Fire Escape, Interior Fire Doors, and Riprap at Riverpoint, Storage Shed and AC Units at Mah-Kah-Wee, the Celia Lane Project termite damage repair, and the AC Unit at Council Service Center.</p>
7.	Report from the Board Development Committee
	<p>Michelle Mugnaini presented on behalf of Kristina Peacock the slate of nominees for the Officers of the Board of Directors, Members at Large, and the succeeding Board Development Committee and discussed the voting procedure. The slate was handed to Cindy to preside over the election.</p> <p>MOTION: To accept the slate of nominations as presented by the Board Development Committee. 69 in favor, 0 opposed. Those on the slate declared elected.</p>
8.	Installation of Officers and Board Members
	<p>Yarelis Castrillo and Marley Fejeran from the Southwest Orange and Osceola Association welcomed the new Board Members and the new Board Development Committee Members and performed the installation ceremony. The newly elected Board Members introduced themselves and their affiliation with the organization.</p>
9.	Business Meeting Closing
	<p>Cindy concluded the business portion of the meeting at 12:10pm to move onto the recognition portion of the meeting.</p>
10.	Awards
	<p>Michelle Mugnaini presented the Board Approved Volunteer Awards consisting of the Appreciation Pin, The Honor Pin, the Thanks Badge, Thanks Badge II, and the President's Award. Maryann Barry presented the Man Enough to Be a Girl Scout Award.</p>
11.	State of the Council Report

	<p>Maryann and Cindy presented that Council worked through challenges and created new opportunities, with a tremendous effort as the host council for the National Girl Scout Convention. There was an unexpected loss as evidenced by the 22-23 Financial Report, however Citrus remains the epitome of tenacious optimism. We remain on track for long-term sustainability and a return to growth. The overall position of the Council remains one of promise and strength. We continue to exceed compliance with GSUSA charter requirements continuing to hold a minimum of 6 months or more unrestricted operational reserves in investments. The Council remains in full compliance with all applicable state and federal regulations and guidelines for not-for-profit organizations. Membership growth and retention are an important overall council health performance measure, as it represents our potential to create positive impact by delivering programming and mission to the world needing Girl Scouting. Gifts for Girls Campaign has the most meaningful impact on providing scholarships.</p>
12.	Adjournment
	Cindy closed the meeting with no objection to adjournment at 1:00pm and invited everyone to the luncheon reception.

Section III. Action Items

No.	Action	Assignee	Due Date	Status
1.	None			

Section IV. Motions

No.	Motion	Status
1.	Motion: To approve the slate of Board Nominees	Approved
2.	Motion: To adjourn the meeting	Approved

Section VI. Next Meeting Information

Next Meeting Date/Time:	March 2025	Location:	Orange County (TBD)
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**GIRL SCOUTS OF CITRUS COUNCIL, INC.
2023 BOARD OF DIRECTORS
SLATE OF NOMINEES**

**ANNUAL BUSINESS MEETING
Winter Park Events Center
MARCH 30th, 2025**

The Board Development Committee, elected by and responsible to the Council membership, is pleased to present this slate of individuals whose skills, competencies, and belief in the mission of Girl Scouting will contribute significantly to the continuing growth of, and service to, the membership of Citrus Council. The slate as presented is in compliance with the current Council bylaws.

According to Article 5, Section 5a of the Council bylaws, nominations may be made from the floor at the Annual Business Meeting, provided the eligibility of the individuals so nominated has been established and is in accordance with said bylaws. The written consent of such individuals must be secured and submitted, with their qualifications, to the Board Development Committee Chair no less than forty-eight hours prior to the beginning of the meeting.

Please find the attached slate of nominees for elected positions for the Board of Directors and Board Development Committee to the 2025 Annual Business Meeting. A brief synopsis of each nominee for an elected Board of Directors position is included. The attached slate of Citrus Council's elective officers and members of its Board of Directors will be presented by the Board Development Committee for ratification at the Annual Business Meeting on March 30th, 2025.

Anyone planning to submit a nomination from the floor should provide the documentation as stated above to the Board Development Committee Chair Elect, Kristina Peacock, no later than 11:00 a.m. on March 28th, 2025.

Board Development Chair Contact Information

**Subject line: Attention Marlette Toole &
Michael Garvey**

via email at wromero@citrus-gs.org

As Chief of Staff and Governance Liaison, Witz Romero will forward expressed concerns or questions for the Board Development Committee (BDC) directly to the BDC Co-Chairs.

NOMINEES FOR ELECTIVE OFFICE
OFFICER POSITIONS 2025-2027

For 1st Vice Chair

Mia Poinsette

Orange County

Mia Poinsette is the owner and Chief Executive Officer of The Driven Group, a multi-million transportation provider with five locations that provides safe and reliable school bus services to 12,000 children daily throughout Maryland and Washington, D.C.

Relocating from Maryland to Central Florida in 2022, Mia is also the founder and Executive Director of the Poinsette Foundation. The 501(c)(3) self-funded nonprofit organization is an invitation-only grant funder that supports educational programs and outings for children in Orange and Osceola Counties. Amassing more than 100 partners to date, the Poinsette Foundation has invested nearly \$400,000 into the community.

Mia is a third-generation Girl Scout who credits the organization for planting her early seeds of leadership, entrepreneurship and community involvement.

Serving as a Board Member for the Girl Scouts of Citrus Council, Junior Achievement's Osceola Advisory Board, the Boys and Girls Clubs of Osceola County, and Women's Executive Council, Mia was also appointed by Orlando Mayor Buddy Dyer to serve on the Mennello Museum of American Art's Board of Trustees. Active on the Research and Grants committee for Central Florida Foundation's 100 Women Strong, Mia proudly holds additional memberships with Florida Executive Women, the American Heart Association's Circle of Red, and several local chambers.

A graduate of two notable Orlando Economic Partnership offerings, Mia was selected for the inaugural leadership track of the Black Boardroom Leadership Institute and is a graduate of Leadership Orlando Class 103. Mia is also a graduate of Leadership Osceola's Class of 2024 and ATHENA NextGen's 2023 Cohort.

President Joe Biden honored Mia with the prestigious United States Presidential Lifetime Achievement Award in 2024. Mia additionally had her bio read into the Congressional Record by Congressman Darren Soto and is the recipient of the 2024 Osceola Magic Game Changer Award, Heart of Florida United Way's 2024 Change Maker: Women United Impact Award, Women's Executive Council's 2023 Central Florida Influencer Award, Women on the Rise's 2023 Community Impact Leader Award and the Women on the Rise 2023 Inspirational Deeva Award.

Mia earned an undergraduate degree in philosophy from Johns Hopkins University. Strengthening both philanthropic and civic passions, Mia is currently an M.A. Candidate at Harvard University.

Happily married with two children, Mia is a violinist and avid traveler in her free time. Europe and Asia are some of her favorite destinations.

For 2nd Vice Chair

Christine Kretz

Brevard County

Christine Kretz is the founder of Karman Line Consulting, LLC. In this role she collaborates with academic, industry and small business partners pursuing commercial opportunities in the space industry. Formerly the Vice President of Programs and Partnerships for the International Space Station (ISS) US National Laboratory she helped to identify opportunities for leveraging the facilities of the ISS to enable science and technology research that will benefit life on Earth. Prior to joining the ISS, Christine worked for IBM, starting in 1998 as a manager in the Research Division where her responsibilities included IT security for eight labs globally. From the Research Division, Christine took a corporate position and was named the Global Operations Manager for IBM Life Sciences, an emerging business area for IBM at that time. Christine has also held the position of Healthcare Solutions Executive on the IBM Global Healthcare Industry team, as well as roles as a Client Executive and Complex Opportunity Manager in Healthcare / Life Sciences. Most recently, she managed the Research Division Healthcare and Life Sciences organization.

Christine holds a BFA from Carnegie Mellon University and an MBA in Operations from Katz Graduate School of Business, University of Pittsburgh where she is a member of the Business School Alumni Board of Directors.

For Secretary

Lauren Joseph

Lake County

Lauren Joseph graduated from the City University of NY (CUNY) Staten Island with a Bachelor of Science in Business Management. She worked for Insight Credit Union as the SVP/Chief Operations Officer for more than 12 years and before that she worked at Seaport Federal Credit Union in Elizabeth, NJ for 23 years. Lauren's first experience with Girl Scouts of Citrus was as a volunteer for the 100th Anniversary Flash Mob Dance held in Lake County in 2012. She wanted to become more involved – ready to assist in any way possible so she applied for a position on the Girl Scouts of Citrus Board in 2013.

Lauren is a powerful advocate for fund development and property development. Her focus is on our financial growth and development of the Council; engaging community to ensure all girls have access to Girl Scout programming in their own communities and bring long-term property goals to fruition. Lauren has served on the Girl Scouts of Citrus Board of Directors as a Member at Large since 2014 and is also a member of the Finance Committee and the Board Approved Awards Committee.

NOTE: Elected officer positions not listed here indicate positions in which officers are in the process of fulfilling their previously elected terms, thus not up for election at this time.

MEMBER(S) AT LARGE – TERM 2025-2027

Isabelle Poette-Chang

Orange County

Extremely active in the community, Isabelle enjoys working on programs that will positively impact the lives of children. She specifically supports the efforts of the Girl Scouts of Citrus as a Member of the Board and serves on the Girl Scouts of Citrus Finance Committee. In addition, she experiences the Girl Scouts journey first-hand with her daughter, currently a Juliette Brownie. Isabelle holds a Master of Business Administration and speaks English, French and Italian. Isabelle and her family reside in Orlando, Florida.

Kathi Christoff

Seminole County

Kathi is currently Vice President and Florida Agency Liaison Counsel for Fidelity National Financial/Florida Agency. Prior to her current position, she was the Title Claims Manager for American Pioneer Title Insurance Company. She also has served as the Treasurer for the Florida Land Title Association for the last 2 years; as well, as the Chair for the Roundtable event for the Florida Land Title Association's Claims Prevention, Avoidance and Education Committee for the last 9 years. She earned her Juris Doctorate from University of Florida's College of Law and graduated with a B.A. in Allied Legal Services from University of Central Florida. While in attendance at UCF, she was (and is) a member of the Zeta Tau Alpha Fraternity. She is a 4th generation Florida native.

As a member of the Girl Scouts of Citrus Council, Kathi was a troop leader for 12 years, taking her troop from Daisies to Ambassadors, while helping several of her scouts (including her own daughter) earn their Gold Awards. She, also, has served as the Pack Chair for her son's BSA Cub Scout Pack, and helped him navigate his way to Eagle Scout. She served as a delegate to the USGSA National Convention in 2014 and discovered there are many other avenues and opportunities available to both our local Council and GSUSA to help each girl do bigger and better things. Kathi has put her skills to good use as a volunteer on several of our committees. Her commitment to our council was strengthened even more once she found her passion while serving on the Gold Award Committee. She has had the opportunity to serve as the Chair for the Board Development Committee and, currently, serves as the 2nd vice chair of the Board of Directors. Additionally, as a practicing real estate attorney, it was a natural fit for her to serve as the Chair of the Citrus Council's Property Committee. She hopes to put good leadership in place and to protect our real property assets while continuing to implement our mission and values.

Michelle Mugniani

Orange County

Michelle Mugniani is a Manager of Sales for Universal Orlando Resort's Group Sales and Youth Programs Team and has served on the Board of Directors for Girl Scouts of Citrus Council since 2015. Michelle was a Brownie growing up in New Hampshire, and her favorite thing about working with the Girl Scouts is attending the events and seeing the girls have a great time, make friends, and inspire others to be girls of courage, confidence, and character that make the world a better place. Her favorite Girl Scout cookies are Thin Mints and Lemonades!

NOMINEES FOR BOARD DEVELOPMENT COMMITTEE

NOTE: Active BDC members currently serving their previously elected terms are not listed on the slate as those positions are not yet up for election at this time.

NOMINEES FOR NATIONAL DELEGATES & ALTERNATES 2025-2028

NOTE: National Delegates will be representing Girl Scouts of Citrus at the 2026 National Council Session as well as any other special meetings called on by the National GSUSA Board of Directors. Below are the finalists:

**Adeline Garvey – Brevard County
Georgia MacKenzie – Orange County
Gia Carbone – Orange County
Isabella Kernan – Lake County
Katherine Wagner – Seminole County
Madelyn Gaffin – Orange County
Olivia Heeter – Orange County
Savannah Cherry – Orange County
Stephania Martinez – Lake County
Tonya Warren – Volusia County
Yarelis Castrillo – Osceola County**

Girl Scouts of Citrus Council, Inc.
AMENDED AND RESTATED BYLAWS
2023

Pursuant to the Corporation's Annual Membership meeting, held on March 25th, 2023 with proper notice and evidenced by the attached Minutes, a majority vote of the Membership approved this Amended and Restated Bylaws, 2023 which are as follows:

ARTICLE I THE CORPORATION

The name of this corporation shall be GIRL SCOUTS OF CITRUS COUNCIL, INC. (the "Corporation"). The term "Council" used herein refers to the council corporate body.

ARTICLE II PURPOSE

The principal object and purpose of the Corporation shall be as follows:

1. To offer all girls, ages five through seventeen, residing within the Corporation's jurisdiction, an opportunity to participate in the Girl Scout program in accordance with the purpose of the Girl Scout movement in the United States of America. The purpose is an informal educational program, designed to help girls put in practice the fundamental principles of the Girl Scout movement.
2. To develop, manage and maintain Girl Scouting throughout the Corporation's jurisdiction, in such manner and subject to such limitations as are prescribed in the Constitution, Bylaws and Policies of the Girl Scouts of the United States of America, "GSUSA" and by the terms of the charter granted to the Corporation by GSUSA.

ARTICLE III MEMBERSHIP

1. Membership - Only persons who are members of the Girl Scout movement, 14 years of age or older as of October 1 of the current membership year, registered through the Girl Scouts of Citrus Council, are eligible to be members of the Corporation ("Members"). Members of the corporation, in meeting assembled or in attendance virtually, shall consist of:
 - a. Delegates (defined in Article XII(1) below); and
 - b. Association Chairs and Association Vice Chairs (both as defined in Article XII(3) below); and
- c. Board Members (defined in Article VIII(2) below); and
- d. Board Development Committee Member (defined in Article V below) who are not otherwise Members.
2. Members - At least two-thirds of the Members must be elected by the Service Communities (defined in Article XI below). All Members shall serve only for the term to which they have been elected and only for so long as they are registered members of GSUSA.
3. Responsibilities - The Members shall:
 - a. Elect the Officers of the Council, the Board Members, and the Board Development Committee Members, as well as the Council's delegates and alternate delegates to the National Council of GSUSA.
 - b. Determine the general lines of direction for Girl Scouting within the Council's jurisdiction by receiving and responding to reports and information from the Board.
 - c. Amend the Articles of Incorporation for the Council and these Bylaws.
 - d. Take all other action requiring membership vote within the responsibilities of the Council; and
 - e. Conduct such other business as may, from time to time, come before the Members.

ARTICLE IV MEETINGS

1. Regular Meetings - The annual meeting of the Council shall be held within six (6) months of the close of the Council's fiscal year, at such time and place as may be determined by the Board (defined below). Notice of time, place, and purpose of the meeting, including the slate of nominees for election shall be distributed to each Member not less than 30 days before the meeting.

2. Special Meetings - Special meetings of the Corporation shall be called by the Board Chair within 14 days, upon written request of two-thirds of the Board Members or of twenty-five percent of the Members, and provided that at least a majority of the Service Communities Members are represented. The purpose of such special meetings shall be limited to the legitimate business of the membership of the Corporation and shall be stated with the request. No other business shall be transacted except that for which the special meeting has been called. Notice of the time, place and purpose of the special meeting shall be distributed not less than seven days before the special meeting to each Member.
3. Quorum - Thirty-three percent (33%) of the Members must be present to constitute a quorum for the transaction of business, provided however, that Members are present from a majority of the Service Communities. This quorum may consist of Members who attend meetings in person or virtually. Members may vote through electronic means.
4. Voting Procedure - Each council Member present in person or by electronic means shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Members present in person or by electronic means and voting, unless otherwise provided by governing law or these Bylaws.

ARTICLE V BOARD DEVELOPMENT COMMITTEE

1. Composition - There shall be a "Board Development Committee" of the Council composed of seven members ("Board Development Committee Members") elected by the voting members. The number of Board Members on the Board Development Committee may not exceed the number of non-Board members.
2. Election, Term and Vacancies - Board Development Committee Members shall be elected by the voting Members for a term of two (2) years beginning at the close of the annual meeting at which such Board Development Committee Member is elected and expiring at the annual meeting at which such individual's successor is elected and assumes office, or if earlier, upon such individual's resignation, death or removal from office. Upon expiration of the term, a Board Development Committee Member shall be eligible for re-election, allowing for up to, but not exceed, two (2) consecutive two (2) year terms. Upon expiration of a second consecutive two (2) year term, a Board Development Committee Member shall not be eligible again for Board Development Committee membership until after a lapse of two (2) years. The Board shall have the power to fill vacancies mid-year in the Board Development Committee until the vote at the next annual meeting of the Council.
3. Selection and Term of Board Development Committee Chair - The Board Development Committee Chair shall be appointed by the Board Chair from among the committee members for a term of one (1) year and shall serve as Board Development Committee Chair for no more than two (2) consecutive terms. The Board Development Committee Chair shall be a Board Member. A vacancy in the office of the Board Development Committee Chair shall be filled by appointment by the Board Chair subject to approval of the Board, for the balance of the unexpired term.
4. Quorum - A majority of the members of the Board Development Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business; provided that the number of Board Members may not exceed the number of non-Board Members.
5. Responsibilities -
 - a. The Board Development Committee shall be responsible for development, assessment, training, succession planning, and evaluation of the Board Members.

The Board Development Committee shall present to the Members at the annual meeting of the Council a single slate of nominees for: (a) Officers of the Council, (b) Board Members, and (c) Board Development Committee members.

At the annual meeting of the Council in the year of the regular meeting of National Convention of GSUSA, the Board Development Committee shall present to the voting members a single slate of nominees for delegates to represent the Council at the National Convention, and a single slate of nominees to fill vacancies among National Convention delegates should vacancies occur.

Nominations may be made from the floor at the annual meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, to the Board Development Committee Chair at least forty-eight (48) hours before the beginning of the meeting.

- b. The Board Development Committee shall recommend nominees to fill vacancies among Officers and Members-at-Large of the Board between annual meetings, in accordance with these Bylaws. Such recommendation shall be presented to, and ratified by, the Board through the Board Chair.
 - c. All activities of the Board Development Committee, while performing its responsibilities as outlined herein, shall be confidential to the extent required by applicable law.
6. Removal - Any Board Development Committee Member may be removed by a majority vote of the total membership of the Board, provided removal is first recommended by a majority vote of the membership of the Board Development Committee.

ARTICLE VI PARTIAL TERMS

A person who has served more than half a specific term in an office as that specific term is set forth in these Bylaws shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

ARTICLE VII OFFICERS

1. Number and Title - The officers of the Council (the "Officers") shall be a president, who shall have the working title of Chair of the Board (herein after referred to as "Board Chair"); a first and second vice-president, who shall have the working titles of "Board Vice Chair" and "Board Second Vice Chair" (hereinafter, collectively referred to as "Board Vice Chairs"); the "Secretary"; the "Treasurer"; and the Chief Executive Officer (the "CEO"), who shall serve ex- officio, without privilege of vote.
2. Election, Terms & Vacancies -
 - a. The Board Chair, Board Vice Chairs, Secretary and Treasurer (referred to as "Officers") , shall be elected by the Members at the annual meeting, for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in any one or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of Board Chair, such person shall be eligible to serve three (3) consecutive terms as Board Chair. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the Officers, other than the Board Chair shall be filled by the Board who shall have the power to fill vacancies mid-year until the vote at the next annual meeting of the Members. In the case of a permanent vacancy in the office of the Board Chair, Board Vice-Chairs will succeed in order of their rank until the next annual meeting.
 - b. The CEO shall be appointed by the Board to hold office at its pleasure.
3. Duties - The duties of the Officers shall be as follows:
 - a. The Board Chair shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Corporation and the Board. The Board Chair shall be responsible for seeing that the lines of direction given by the members of the Council

and the actions of the Board are carried into effect, and for reporting to the membership and to the Board on the conduct of the affairs of the Council. The Board Chair shall be an ex-officio member of all committees established by the Board and shall perform such other duties as are assigned by the Board or prescribed elsewhere in these Bylaws.

- b. The Board Vice-Chairs, in order of their rank, shall preside at meetings of the Council and of the Board in the temporary absence or disability of the Board Chair. The Second Vice Chair shall also ensure appropriate training is provided for the Members prior to the Council's annual meeting and the Council's delegates to the National Convention. The Vice Chairs shall perform such other duties as may be assigned by the Board Chair from time to time.
- c. The Secretary shall be responsible for ensuring that notices of all meetings of the Corporation and the Board are issued and shall see that minutes of such meetings are maintained properly. The Secretary shall be responsible for the custody of corporate books, records, and files, and shall perform such other duties usually incident to the office of secretary. In addition, the Secretary shall perform such other duties as may be assigned by the Board Chair.
- d. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Corporation; monitoring disbursements as authorized by the Board; monitoring the execution of contracts and other instruments authorized by the Board; and reporting receipt, use, and disbursements of all assets of the Corporation. The Treasurer shall perform such other duties usually incident to the office of treasurer and shall perform such other duties as may be assigned by the Board Chair or Board. The Treasurer shall be an ex-officio member of the finance committee if such committee is established by the Board.
- e. The CEO shall be the chief administrative officer of the Council; shall be responsible for providing advice and assistance to the Corporation, the Board, the Board Chair, other Officers and the committees; and shall be responsible for managing the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be provided by the Board through the Board Chair.

The CEO shall have authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

4. Removal - An elected Officer of the council may be removed with or without cause by a vote of two-thirds of the total membership of the Board.

ARTICLE VIII BOARD OF DIRECTORS

1. Powers, Responsibilities, and Accountabilities - The corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, (also known as "Board") except as may be otherwise provided in these bylaws or the Articles of Incorporation.

The Board is accountable: to the Members for governing the affairs of the Council; to the board of directors of GSUSA for compliance with charter requirements; to the State of Florida for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

2. Composition -The Board shall consist of the Officers of the Council and twelve (12) directors, herein called Members-at-Large (collectively the "Board Members"). In addition to the Board Members, two (2) registered Girl Scouts in grades 10-12 and one (1) degree-seeking student at an accredited educational institution and one (1) business master's degree student from a Central Florida educational institution may be invited to participate in Board meetings, without a vote, at the discretion of the Board Chair.
3. Election and Term - The Board Members-at-Large shall be elected by the Members of the Council for a term of two years or until their successors are elected and shall serve for no more than three consecutive terms. Terms of office shall begin at the close of the annual meeting at which elections

are held. Regardless of the number of consecutive terms any person shall have served as a Board Member-at-Large, such person shall be eligible to be a Board Member when serving as an Officer of the Council or as Board Development Committee Chair.

4. Vacancies - Except as provided in Article VII, Section 2 of these Bylaws for Officers, vacancies on the Board occurring by death, resignation, creation of new directorships or otherwise, subject to the laws of Florida, may be filled at the next meeting of the Council by affirmative vote of a majority of the remaining Board Members then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board.
5. Regular Meetings - Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than five times in each year. Notice of time, place, and purpose of the meeting shall be communicated to each Board Member not less than seven days before the meeting.
6. Special Meetings - Special meetings may be called by the Board Chair. Special meetings also shall be called by the Board Chair upon written request of the majority of Board Members. The purpose of such special meetings shall be stated with the request and no other business shall be transacted except that for which the special meeting has been called. Each Board Member shall be notified of the time, place, and purpose of the meeting not less than five days before the special meeting.
7. Quorum - A majority of the Board Members must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.
8. Non-participating Board Members - Any Board Member who is absent for more than two regular meetings within a twelve-month period shall be considered to have resigned, and, upon approval by a majority vote of the Board Members present and voting at any regular meeting of the Board, shall be notified to this effect. At any time during this process, the resigning Board Member may make written petition to the Executive Committee (defined below), detailing the reasons for such absence, and request that the resignation be revoked or that any such absence be excused. The Executive Committee shall determine if good cause is shown by the petitioner and shall excuse such absence and/or withdraw the resignation of such Board Member.

ARTICLE IX BOARD COMMITTEES

1. Establishment - The Board may establish standing committees, special committees, and/or task groups as it deems necessary. The duration of these committees will be for the period necessary to conclude the assignment.
2. Appointment and term of chair - The Board Chair shall appoint the chair and the members of the committees with the approval of the Board.

ARTICLE X EXECUTIVE COMMITTEE

1. Composition - The "Executive Committee" shall include the Officers of the Council, and the CEO who shall serve without privilege of vote. The Board Chair shall be the "Executive Committee Chair".
2. Responsibilities - The Executive Committee shall have, and may exercise, the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take any 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. The Executive Committee shall submit reports on actions taken to the Board.
3. Meetings - Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be communicated to each member of the Executive Committee not less than seven (7) days before the meeting.

4. Quorum - Three (3) members of the Executive Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.

ARTICLE XI SERVICE COMMUNITIES

1. Geographic Subdivisions - The Board has established, subject to boundary changes as necessary from time to time, geographic subdivisions within the Council's jurisdiction called "Service Communities".
2. Members - The members of each Service Community (also known as Service Communities Members) shall be members of the Girl Scout movement, 14 years of age or over as of October 1 of the current membership year, registered through the Council and being determined by Council to be located within said Service Community's boundaries.
3. Responsibilities of the Communication Coordinator - It shall be the responsibility of the Communication Coordinator to:
 - a. Elect Delegates to the Council, present the views of the Service Community to the Delegates and receive their reports.
 - b. Consider and advise on proposed plans, policies and other matters referred to the Service Community by the Board and introduced by the Delegates.
 - c. Consider and advise on ways of improving the quality of Girl Scouting in the Service Communities.
 - d. Participate in strategic planning process as delegated by the Board.
 - e. Perform such other duties as may be delegated by the Board.
4. Election of Delegates - Each Service Community shall be entitled to elect representatives for the Service Community called Delegates and alternate Delegates according to a formula established and administered by the Board, from time to time. Each Service Community, however, shall be entitled to elect at least two (2) Delegates and one (1) alternate Delegate. Delegates and alternate Delegates and all shall be elected for a term of one (1) year, beginning October 1. The alternate Delegate will fill the unexpired term of a Delegate, if vacated.

ARTICLE XII ASSOCIATIONS

1. Delegates - The Associations are made up of Service Communities. There are eight (8) Associations. Each Association is represented by the Delegates of the Services Communities that incorporate that particular Association. The Delegates and Alternate Delegates are elected by the Service Communities pursuant to Article XI Paragraph 4. Delegates of each Association are responsible for the following:
 - a. Attending Delegate orientation, Association meetings and the Council Annual meeting.
 - b. Maintaining open lines of communication with members of the Association and with the Association Chair.
 - c. Representing the viewpoint of the Association membership at Association meetings and at the Council Annual meeting.
 - d. Using the Action Inquiry system to direct questions and concerns about Council policies to the Association Chair.
2. Geographic Subdivisions - The Board shall establish geographic subdivisions within the Council jurisdiction, which shall be known and referred to as "Associations". Currently, the geographic subdivisions are:
 - a. Association: North Central Brevard
 - b. Association: South Brevard
 - c. Association: Lake
 - d. Association: Central East Orange
 - e. Association: Northwest Orange
 - f. Association: Southwest Orange Osceola
 - g. Association: Seminole
 - h. Association: Volusia

3. Association Chairs - There shall be a chair and a vice chair of the Association (respectively referred to as "Association Chair" and "Association Vice Chair") appointed by the Board Second Vice-Chair. The Association Chair and Association Vice-Chair, whose terms will start on June 1 of each year, shall serve for a term of one (1) year. The Board Second Vice-Chair may reappoint the Association Chair and/or Association Vice-Chair for an unlimited number of terms, if the individual is willing to continue fulfilling the positions' roles and responsibilities. In the event the Association Chair position is vacated, the Association Vice-Chair shall serve as Association Chair until the end of the term. The Association Chair shall:
 - a. Coordinate Association activities and events.
 - b. Coordinate Service Community delegate elections (for the Service Communities within their Associations) and the reporting of those delegates to the Board Second Vice-Chair.
 - c. Help facilitate information to, and convene as necessary, the delegates within their Association.
 - d. Facilitate communication between the membership within their Association and the Board or its committees.
 - e. Participate at meetings of the Corporation.
 - f. Carry out such other duties as may be delegated by the Board.

ARTICLE XIII NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the Members of the Council at a meeting held within twelve calendar months prior to the regular meeting of the National Council. The Board, or the Board Chair in the absence of a meeting of the Board, shall fill national delegate vacancies from among the persons elected as alternate national delegates. If there be no such persons, the Board, or the Board Chair in the absence of a meeting of the Board, shall have the power to fill vacancies among the delegates. Delegates shall be citizens of the United States of America; shall be elected from the members of the Girl Scout movement in the United States of America who are 14 years of age or older as of the October 1st prior to the National Convention and who are registered with GSUSA as a member of the Council; and shall serve for a term of three years from the date of their election, or until their successors are elected.

ARTICLE XIV FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year - The fiscal year of the Council shall be established by the Board.
2. Contributions - Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions shall be established by the Board.
3. Depositories - All funds of the Council shall be deposited to the credit of the council under such conditions and in such banks as shall be designated by the Board.
4. Approved Signatures - Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the Council shall be provided by resolution of the Board.
5. Insurance Crime Protection - All persons having access to, or major responsibility for the handling of monies, securities, and properties of the Council shall be covered under the appropriate insurance vehicle, as provided by resolution of the Board.
6. Budget - The annual operating and capital budgets of estimated incomes and expenditures shall be approved by the Board and managed by the Board in conjunction with the Finance Committee in accordance with Board approved Budget Procedures.
7. Audits - A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial account of the Corporation. A report of this examination shall be submitted to the Board and to GSUSA.

8. Property - Title to all property, with the exception of troop equipment, shall be held in the name of the Council, in the name of individual business entities owned or controlled by the Council, or in the name of trustees of Council trust funds who have been selected and approved by the Board.
9. Financial Reports - A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board shall provide.
10. Investments - Council funds shall be invested by the Board designated trustees or by any committees of the Board appointed for such purpose, all acting within investment policies approved by the Board.
11. Indemnification - Indemnification shall be provided by resolution of the Board, in accordance with the state code.

- a. Action Against Party Because of Corporate Position - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she/he is or was a trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her/him in connection with such claim, action, suit, or proceeding if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her/his conduct was unlawful.

- b. Action by or in the Right of Corporation - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that she/he is or was a trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by her/him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

- c. Insurance - The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify her/him against such liability under the provisions of this Article.

12. Legal Counsel - An appropriately qualified, independent legal counsel should be retained by the Board to (a) ensure compliance with federal and state requirements, (b) provide advice regarding litigation and any potential litigation and (c) review and advise on any official statements developed for the media (via print, television, radio, internet or other electronic/digital means).

ARTICLE XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Board, constituencies, and all committees, subject to the laws of the state, the Articles of Incorporation and these Bylaws.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those present or by electronic means and voting at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XVII REVIEW

The Board Chair shall appoint a committee to review the Bylaws in conjunction with the Council Performance Assessment review.

ARTICLE XVIII DISSOLUTION

In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the re-organization of a Girl Scout Council in the area provided that such procedure conforms with the requirements of Section 501 (c) (3) of the Internal Revenue Code.

The rest of this page is intentionally left blank and the signature page follows.

IN WITNESS WHEREOF, these Amended and Restated Bylaws of 2023 which consists of sixteen (16) written pages have been executed the 25th day of March, 2023.

GIRL SCOUTS OF CITRUS COUNCIL, INC.,
A Florida not-for-profit corporation

DocuSigned by:
Cindy Luttrell
By: 9F55940426AC4AB...
Cindy Luttrell
As its Council Board Chair

DocuSigned by:
Michelle Mugnaini
By: 5C98674D43C94B7...
Michelle Mugnaini
As its Council Board Secretary

Robert's Rules of Order for Beginners:

Call to Order

This occurs at the beginning of the meeting once quorum has been attained.

Motions

Business is resolved at meetings by voting on propositions put forward by members. Such propositions are called motions. Any person who is eligible to vote at a meeting may make a motion. Depending on the type of motion, another member is usually needed to second the motion. Motions are then debated and voted upon. No member may speak more than once to any motion (although the Speaker may choose not to enforce this rule if s/he deems it appropriate.) A member must raise his/her hand. A speaker's list is kept acknowledging individuals in the order in which they have raised their hands.

Amendments

A motion may be amended by a subsequent motion. If the mover and seconder of the original motion consent to the amendment, the amendment is deemed "friendly" and it does not require a seconder and is not subject to debate. If an amendment is not deemed friendly, it does require a seconder. Such a motion must then be debated and voted upon before the debate resumes on the original motion.

Motions which take Precedence

Normally, a motion cannot be made while another motion is being debated. There are, however, certain types of motions that take precedence over "normal" motions...

- 1. Motion to Amend** (as above)
- 2. Motion to Table** – This is a motion to defer further debate on the main motion until some future time. The motion requires a seconder and is debatable only as to the length of time that the main motion will remain tabled.
- 3. Motion to Refer** – This is similar to a Motion to Table, except that instead of deferring a motion for a specific amount of time, it is deferred until advice can be sought from another body.
- 4. Motion to Call the Question** – This is a motion to cease debate and proceed to the vote on the main motion. If there is an objection to the motion, the motion requires a seconder and must pass by a two-thirds vote. The motion is not debatable.
- 5. Motion to Reconsider** – This is a motion to re-open debate on a motion that has already been voted upon earlier in the same meeting. This motion requires a seconder.

- 6. Motion to Adjourn** – A motion to end the meeting. Requires a seconder and is not debatable.

Points

There are several special motions called “Points” that have priority over all other motions or discussion. Points are considered serious enough that a speaker may be interrupted by another individual who wished to make a Point. Points do not require a seconder.

- 1. Point of Order** - An individual may raise on a point of order if they feel that business is proceeding incorrectly. The speaker must either agree or disagree with the point raised. An individual may also use this point if they do not understand the proceedings and/or wish to have a clarification made on a specific ruling.
- 2. Point of Privilege** – Individuals may raise Points of Privilege if it is felt that their rights as members of the assembly have been violated. This Point can also be used if an individual is unable to participate in the discussion due to an inability to hear the speaker, because the room is too hot or cold, or because s/he is unclear on matters of procedure. If you do not understand what is happening, you can interrupt the speaker and request clarification on a Point of Privilege.
- 3. Point of Information** - This point is the most misused one in the book. This Point is used **to ASK** for information that you feel is essential to your understanding of the debate. It may not be used to give information. The member may decide not to answer the question by refusing to yield the floor. Again, **it is not in order to give someone information** on a point of information.
- 4. Challenge to the Speaker** – This Point is used when an individual disagrees with the Speaker’s ruling. The mover must state why he or she disagrees with the ruling. The Speaker may then give the reasoning behind the ruling. A vote is then taken to affirm the Speaker’s ruling.

Voting

Voting on motions normally requires a simple majority. Voting is normally done by a show of hands, however, anyone eligible to vote has the right to demand a vote by roll call. Voting by secret ballot normally occurs only when an election to fill a position is required, and the assembly does not desire to conduct the election by a show of hands.

To Ensure Smooth Discussion

- 1. Raise your hand if you wish to speak.** The Speaker will take note and ask you to speak at the appropriate time.

- 2 State your name and Community/Association before speaking to the topic at hand.**
- 3 Speak to the topic or motion at hand!** If you wish to raise something not on the agenda, there are always the “Question Period” or “New Business” agenda items.
- 4 If you wish to make a suggestion regarding the motion on the floor, form it in terms of an amendment.** Your amendment will need seconding, after which it will become the current item on the floor.
- 5 Try not to repeat points other people have already made** unless you have something new to add to the point.