

**Girl Scouts of NYPENN Pathways
17th Annual Meeting Minutes
May 2, 2026
Seneca Falls, N.Y.**

Board Members:

Present in Person: Tiffany Alvarez Smith, Kathy Burke Barry, Katie MacIntyre, Paloma Sarkar, Debbie Calkins, Judi Dixon, Tamara Harris, Luana Lovenguth, Karen Roth, Faith Vavra

Present via Zoom: None

Voting by Proxy: None

Absent: Morgan Prince, Mike Sabo (medical hiatus, not part of quorum)

Non-board Board Development Committee Members:

Present in Person: None

Present via Zoom: Michelle McCabe-Szcepanski

Voting by Proxy: None

Absent: 2

Service Unit Delegates:

Present in Person: 36

Present via Zoom: 3

Voting by Proxy: None

Absent: 8

Total Number of Voting Members in Corporation: 61

Total Number of Voting Members Needed for Quorum: 31

Total Number of Voting Members Present in Person, via Zoom, or Proxy: 50

Quorum: Yes

Welcome

Board Chair Tiffany Alvarez Smith welcomed the group to the 17th Annual Meeting for Girl Scouts of NYPENN Pathways and acknowledged the Cayuga Nation of the Haudenosaunee Confederacy, the Indigenous peoples whose ancestral territories include the land on which the group is meeting. She does this to promote Indigenous visibility and encourage support of Indigenous communities.

Shruthi Poranki, youth delegate for Service Unit 311, served as caller for the opening flag ceremony conducted by youth delegates from the Service Units. She led the group in the Pledge of Allegiance, Girl Scout Promise and Girl Scout Law.

Tiffany thanked Shruthi and all the young leaders who helped to lead the flag ceremony. We have a total of 12 youth delegates and 3 youth alternates participating in council governance this year – that’s a quarter of our service unit delegate representation filled by youth members!

Young Girl Scouts performed several special jobs today. One of our youth alternates is busy downstairs helping Brandi Walruth lead a volunteer training on how to lead a multilevel troop. Girl Advisory Board (GAB) members are leading about 20 of their fellow Girl Scouts in earning

their Body Appreciation Badge. Two National Council Session (NCS) youth delegates lead and took notes for two of the small group discussions this morning. Finally, the design for this year's annual meeting was created by Senior Girl Scout Asher Harris and appears on our patch and t-shirt. Being girl-led is one of our Movement's proudest and most important traditions as we nurture and guide the leaders of tomorrow. We are fortunate to have so many strong youth voices in our Council!

Tiffany thanked the Annual Meeting Task Force, chaired by Tamara Harris, for the hard work and planning they put into the day and for their leadership in making sure that we center and elevate youth voices today and every day.

Tiffany recognized the following 2026 Volunteer Award recipients who were present in Seneca Falls or on Zoom:

Volunteers of Excellence:

Amanda Lambright
Angel Lomberk
Jennifer Phillips
Kelly Blauvelt
Stephanie Livingston

Appreciation Awardees:

Erika Konopski
Erin Dirado
Jenny Cummings
Sandra Ahmed

Honor Pin Awardee:

Elizabeth Woodhams

Rising Star Awardee:

Maura Surdyka

Spirit Awardees:

Amanda Buono
Amie Rouse
Deanna Shovlowsky
Julie Smith
Katelyn Millay
Katie Palm
Kimberly Vitale
Sue Shove
Verna Apgar

Trefoil Awardees:

Troop 60355 including:
Amanda Lambright
Elizabeth Millay
Evelyn Millay

Everest Millay
Gevanna Lambright
Katelyn Millay

Ever-green Awardees:

Beth Dewalt
Julianne Doyle
Kathryn Smith

And the newest inductee into the **NYPENN Hall of Fame:**

Ruth Rae Allen

This award recognizes a lifetime commitment to the Girl Scout Movement within the Girl Scouts of NYPENN Pathways. The recipient has supported NYPENN in a variety of ways including supporting Girl Scouts in the community, volunteering in a variety of roles, and - financially supporting NYPENN.

Tiffany stated all items of new business should have been submitted to the Recording Secretary, in writing, prior to the beginning of the Business Session and the meeting workbook was e-mailed out (mailed if requested). Zoom attendees are asked to mute their microphone and turn on their camera. All attendees will please state their name and affiliation when recognized to speak.

Standing Rules

Debbie Calkins, Board Secretary, served as Parliamentarian. Members received the standing rules in the delegate workbook prior to today's meeting. There were no requests to read the Standing Rules, which are stated here for the record:

1. All members of the corporation shall wear registration badges in evidence throughout business and workshop sessions
2. All speakers shall state their name, their position in Girl Scouts of NYPENN Pathways or affiliation.
3. When speaking to a motion, each speaker shall declare if speaking in the affirmative or the negative and shall be limited to two (2) minutes.
4. A speaker cannot speak twice to the same motion until everyone else wishing to speak has done so.
5. A non-member guest may be given the privilege of the floor by a majority vote of those eligible to vote.
6. Debate on each motion shall be limited to ten (10) minutes inclusive of points of information, clarification etc.
7. There shall be a timekeeper during the business sessions.
8. The minutes of this conference shall be approved by the full board at the first meeting of the board year.
9. The Board Chair is empowered to make changes to the business agenda and schedule, to expedite the business of the Girl Scouts of NYPENN Inc.
10. All items of new business shall have been submitted to the Recording Secretary, in writing, prior to the beginning of the Business Sessions. The Presiding Chair shall remind the assembly of this requirement.

11. All personal communication devices such as, but not limited to, cell phones, pagers, ipods, texting, etc., shall be turned off or programmed for its silent mode during the business sessions, workshops and during a guest speaker's presentation.
12. There shall be no smoking on NYPENN grounds or any public or private location where the event is taking place.
13. The most current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for the conduct of business.

MOTION: Debbie moved that the adoption of the Standing Rules for the 2026 Annual Meeting of the Girl Scouts of NYPENN Inc be approved by acclamation.

In Favor: All

Opposed: None

Approved on May 2, 2026

Credentials Report:

Debbie read the credentials report:

The NYPENN bylaws require that "At all annual and special meetings of the members of the Corporation there shall be present a majority of the total number of votes entitled to be cast as determined by January 15th of each year in accordance with Article III. When there is less than a quorum the presiding officer may adjourn the meeting from time to time without notice until a quorum is present. The Presiding officer may recall the meeting to order when a quorum exists."

There are 11 board and board development committee members present out of a possible 14 and 39 delegates present from the service units out of a possible 47 who were locally selected and whose names were submitted by the January 15, 2026 deadline.

There are 50 voting members who are here in person and on the Zoom meeting out of a possible 61. There are no proxy ballots submitted for the 2026 meeting. Therefore we meet the requirements for our quorum, which is at least 31 voting members.

Council Financial Report

Paloma Sarkar, Board Treasurer and member of the Finance Committee, gave the financial report.

The work of the board and finance committee has been supported by the NYPENN staff finance team and she extends thanks for their hard work and cooperation. The numbers shared here appear on page four of the Member Year 2025 Annual Impact Report available at the welcome table and the NYPENN website.

Total Operating Revenue for the year: \$7,491,809

- The percentage of total revenue derived from contributions was **5%**
- The percentage of total revenue derived from the Cookie Program and Treats, Reads & More was **85%**
- The percentage of total revenue derived from program fees was **6%**
- The percentage of total revenue derived from merchandise sales was **1%**
- The percentage of total revenue derived from special events was **1%**

- The percentage of total revenue derived from other program income was **2%**
- The council's net assets for the period ending September 30, 2025 decreased by a total of **\$2,588,460.**

Total Operating Expenses for the Same Year: \$10,719,564

Change in Net Assets from Operating Activities: Loss of \$3,227,755

Investment Income: Approximately \$500,000

When investment income is added back in, it results in:

Total Change in Net Assets: Operating Loss of \$2,588,460

National Council Session Report

National Council Session Delegate Carleen Rhodes provide a report on the Proposals and Discussion Topics that have been announced for the 58th National Council Session taking place this July in Washington, D.C.

Carleen is one of 7 National Council Session Delegates and 3 Alternates that were elected at the 2025 Annual Meeting to represent the interest of our council at the National Council Session in Washington, D.C. this July. Many attendees visited the small group discussions this morning to provide input and feedback on the proposals and discussion topics .

One discussion group focused on the three proposals. Proposals are discussed and immediately acted upon by a vote at the NCS. The first proposal is to allow Bronze and Silver Award candidates the option to ask for donations for their projects with approval from their council – just as Gold Award candidates can do.

The second proposal would reduce the amount that the National Board of Directors is allowed to increase member dues without approval from the National Council. Currently, the National board can increase member dues by 25% every three years without needing to call a full National Council Session for a vote. This proposal would lower that limit to 15%. The third proposal would prohibit Girl Scouts USA from selling food products using Girl Scout cookie names or flavors during the cookie program dates of any Girl Scout council.

Two other small groups focused on the NCS discussion topics. These are very different from proposals in that they do not result in a vote or direct action at the NCS. Instead, discussion topics inform long term planning and future decisionmaking.

One discussion topic was about Amplifying our Impact. It requires us to explore what families want for their children, determine if our current programming meets those needs, and to understand if our promotions are correctly and effectively sharing that message. We are asked to consider our values, consistency vs. flexibility, and unintentional barriers.

The second discussion topic was about revolutionizing engagement. We are asked to imagine and explore new ways for girls and families to participate in Girl Scouts. This could be through enhancements to existing frameworks such as Girl Scout troops and summer camp. It might also include expanding our menu of offerings to include caregiver/child experiences, short-term programming, and self-directed programming that can be completed any time, any where.

While there are no easy answers to any of these questions, those serving in the NYPENN

delegation are deeply honored to represent your voices in the discussions and decisionmaking taking place this July.

Carleen thanked attendees for sharing their thoughts and stated that they will continue to take feedback on the dedicated NCS Info & Insights Facebook page as well as a virtual Town Hall on May 18th (registration is on the events page of the council website).

State of the Council

Julie Dale, CEO, provided the State of the Council address.

The council is in a stable financial position following the financial challenges of 2024. Decreased enrollment, caused by dues increased implemented by GSUSA, led to decreased revenue requiring organizational restructuring. The council made the difficult decision to lay off 12 staff members to balance the budget, and is moving forward with a smaller but committed team who have refocused priorities and strengthened accountability.

In 2025, NYPENN worked to shift from stabilization to sustainability through the launch of several long-term initiatives. First, the council is working to earn additional income from the use of our camps outside of Girl Scout use, marketing our properties for rental for school programs during the week, staff retreats, weddings and family reunions.

Second, the council has started to offer staff-led “starter troops” in which staff members lead new troops for 4-6 meetings to support parents into troop leadership. This has improved troop retention and leader confidence and NYPENN achieved the second highest Early Bird registration in the United States.

Finally, the council is working to increase its earned revenue through expanded online sales, and growing the heat press business beyond serving only our council members. Additionally, the council also successfully ended our obligation for the international GSUSA pension, saving approximately \$400,000 per year in operating expenses.

Our efforts have resulted in a smaller, mission-drive team that focuses on collaboration, innovation and serving our girls and volunteers. Looking ahead, our focus will remain on financial sustainability, expanded access to programming, responsible stewardship of assets and long term strength.

Recognition of outgoing board members

Tiffany recognized the service of 2nd Vice Chair of the board Katie MacIntyre, who is transitioning off the board today, for four terms of service to the Girl Scouts of NYPENN Pathways board – two as a member at large, and two as 2nd vice chair.

Like so many of us, Katie juggles a paying job, multiple volunteer roles, and motherhood. She has two wonderful boys whose travel sport schedules keep her very much on her toes. Despite the chaos that life brings, Katie has been a source of stability and calm on our board for many years, probably because her work with National Grid has really raised her threshold for what qualifies as an “emergency.”

There have been many meetings where Katie has joined us from Storm Watch, anticipating the moment where she’d be called away to in response to any number of weather events that

disrupt our comfort and convenience. Through the uncertainty, long nights, and exhausting travel, Katie has shown up. She even took on extra duties as a member and chair of the Board Development Committee, providing tremendous leadership in our efforts to grow, diversify and sustain our board.

We are also grateful to Katie for facilitating the partnership with National Grid that launched our Beyond Program. What began as a weeklong summer camp for LGBTQ+ youth has grown to a yearlong operation that creates regular programming and spaces to support the health, success and overall well-being of LGBTQ+ youth and their families. Now more than ever, NYPENN is fully committed to and proud of its values of diversity, equity, inclusion and belonging, and deeply grateful to those who make that work possible.

Tiffany presented Katie with a small token of our appreciation for her service and friendship.

Report of the Board Development Committee (BDC)

Karen Roth, board member at large and member of the BDC and BDC chair appointee for 2026-27, provided the BDC report.

The BDC partners with the full board to ensure that those overseeing the financial and ethical health of the council are as effective as they can be. We are accountable to you, the electing body, for putting together a balanced slate that represents the interests of our entire council. She thanked the BDC committee members who have contributed to this effort.

The BDC met monthly via Zoom over the past year to explore referrals from board members, staff members and community connections as well as interest forms submitted through our website. They looked for candidates with diverse skills sets, backgrounds and experiences. They sought careful, critical thinkers and also creative, bold thinkers who together can weigh all points of view and make decisions based on what is best for our entire council. Most importantly, they selected candidates who have demonstrated a commitment to our mission of building girls of courage, confidence and character who make the world a better place.

Karen stated the BDC presents strong slate who will fulfill their duties admirably. While the commitment is considerable, the rewards of leading this amazing movement are beyond measure. The BDC welcomes member recommendations of candidates for future consideration and offers the opportunity for NYPENN members to join board committees as nonboard members so that those interested can learn more about our organization.

In addition to the slate developed by the Board Development Committee, our bylaws allow for nominations from the floor at the annual meeting for any elected position, provided that: 1) the prospective nominee meets the qualifications for the office and has consented in writing to serve if elected; and, 2) the nomination is submitted to the BDC chair or chair's designee at least 72 hours before the Annual meeting

No nominations were received from the floor and Karen announced that nominations are now closed.

There were no objections to voting on the entire slate of board officers, board members at large, and board development committee members at once.

MOTION: Karen moved that the Council approve the following slate of persons to serve as Officers of the Council's Board of Directors for a two-year of office to expire in 2028:

Tiffany Alvarez Smith – Chair
Kathy Burke Barry – 1st Vice Chair
Luana Lovenguth – 2nd Vice Chair
Paloma Sarkar – Treasurer
Debbie Calkins – Secretary

MOTION: Karen moved that the Council approve the following slate of persons to serve as members-at-large of the Council's Board of Directors for a two-year term of office to expire in 2028:

Amanda Roberts
Charitee Wright
Judi Dixon
Kori Perez
Michelle McCabe-Szczepanski
Shawnee Robert
Tamara Harris

MOTION: Karen moved that the Council approve the following slate of persons to serve as members of the Council's Board Development Committee for a two-year term of office to expire in 2028:

Faith Vavra
Judi Dixon
Tamara Harris

And the following person to serve as a member of the Council's Board Development Committee for a one-year term of office to expire in 2027:

Michelle McCabe-Szczepanski

Since this is a committee motion we don't require a second.

In Favor: All

Opposed: None

Approved on May 2, 2026

The installation of new members ensued. Following the installation, Tiffany led all members in reciting the Girl Scout Promise.

Closing Remarks

Tiffany thanked all attendees for coming and invited everyone to return next year and encourage other service units to send delegates to the 2027 meeting.

No further business was discussed and the meeting was adjourned.