

**Girl Scouts of NYPENN Pathways  
Annual Meeting Minutes  
May 3, 2025  
Camp Comstock**

**MINUTES**

**Board Members:**

**Present in Person:** (9) Tiffany Alvarez Smith, Kathy Burke Barry, Debbie Calkins, Judi Dixon, Tamara Harris, Luana Lovenguth, Judy Suddaby, Michelle McCabe-Szczepanski, Karen Roth

**Present via Zoom:** (2) Katie MacIntyre, Morgan Prince

**Voting by Proxy:** None

**Absent:** (6) Tiffany Campau, Mike Sabo, Paloma Sarkar, Sheri Seguin, Vanessa Teamoh, Natalie Thompson

**Non-Board Board Development Committee Members:**

**Present:** None

**Absent:** 2

**Service Unit Delegates:**

**Present in Person:** 30

**Present via Zoom:** 5

**Voting by Proxy:** None

**Absent:** 6

**Total Number of Voting Members in Corporation:** 60

**Total Number of Voting Members Needed for Quorum:** 31

**Total Number of Voting Members Present in Person, via Zoom, or Proxy:** 45

**Quorum:** YES

Board Chair Tiffany Alvarez Smith welcomed the group to the 16<sup>th</sup> Annual Meeting for Girl Scouts of NYPENN Pathways.

Members of the Girl Advisory Board (GAB), led the opening flag ceremony, Pledge of Allegiance, Girl Scout Promise and Girl Scout Law, with Rayna Reed as Caller.

Tiffany thanked GAB members for conducting the flag ceremony and leading us in the Girl Scout promise and law.

GAB was established to give the leadership of Girl Scouts of NYPENN Pathways guidance on the issues important to girls and youths today. The input and advice they provide to the CEO and Board ultimately helps set the direction for Girl Scouting in our council.

Tiffany recognized GAB member, Iyanna Griffin, whose creativity and leadership played

a vital role in the development of the Empathetic Leadership Program conducted this morning. Iyanna designed a significant portion of the program herself. She thoughtfully incorporated the stories and symbolism of Camp Comstock buildings—named after pioneers such as Laura Ingalls Wilder, Susan B. Anthony, and Malala Yousafzai—into her vision. Her ability to connect the physical space with the core values of empathy, courage, and service made today’s program a meaningful and unique experience.

Now more than ever, our efforts to nurture and guide the leaders of tomorrow are one of the most critical components of our Movement. We are fortunate to have many strong youth voices like Iyanna’s in our Council to support this work in a girl and youth led fashion.

Tiffany recognized the following 2025 Volunteer Award recipients who were in attendance.

Volunteer of Excellence:

**Andreana Guyette, Andrea Smiedy**

Appreciation Pin:

**Angel Conklin, Nichole Covert, Crystal Jackson, Paige Kennedy**

Honor Pin:

**Katie Palm**

Thanks Badge:

**Brandi Walruth**

Rising Star Awardees:

**Samantha Stafford, Allison Towsley**

Spirit Awardees:

**Stefanie Pickens**

Ever-Green Awardee:

**Jennifer Erzen**

And finally, the newest inductee into the NYPENN Hall of Fame. 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:

**Amy Szewc-Mcfadden**

Tiffany reminded attendees that all items of new business should have been submitted to the Recording Secretary, in writing, prior to the beginning of the Business Session. Delegates received the meeting workbook prior to the meeting.

## **Standing Rules**

Judy Suddaby, Board Secretary, served as Parliamentarian. Members received the Standing Rules with the Delegate Workbook released prior to the meeting and agreed Judy did not need to read the rules. Standing rules 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 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 Camp Comstock grounds.
13. The most current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for the conduct of business.

**MOTION:** Judy moved that the adoption of the Standing Rules for the 2025 Annual Meeting of the Girl Scouts of NYPENN Inc be approved by acclamation.

**In Favor:** All

**Opposed:** None

Approved on May 3, 2025

## **Credentials Report:**

Judy Suddaby 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.”

Judy reported that there are:

- 11 board members
- No members of the board development committee and
- 36\* delegates from the service units out of a possible 41 who were locally selected and whose names were submitted by the January 15, 2025 deadline.

There are 39 voting members who are here in person and 7 on the Zoom meeting. There are no proxy ballots submitted for the 2025 meeting. Therefore we meet the requirements for our quorum, which is at least 31 voting members.

*\*This number was off by one at the meeting due to a counting error and is corrected to 35 in these minutes.*

## **Council Financial Report**

Kathy Burke Barry, 1<sup>st</sup> Vice Chair and Chair of the Finance Committee, gave the financial report.

Kathy shared she has been privileged to serve as a Board Officer and Chair of the Finance Committee and as a member of the Audit Committee chaired by Mike Sabo. Board members' work on these committees has been supported by the NYPENN staff finance team to a great extent. Kathy commended the staff team.

The numbers shared here are on page four of the Member Year 2024 Annual Impact Report available at the Annual Meeting welcome table and GSNYPENN website.

Kathy shared the following financial benchmarks:

- 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 **86%**
- The percentage of total revenue derived from program fees was **6%**
- The percentage of total revenue derived from merchandise sales was **2%**
- The percentage of total revenue derived from special events was less than **1%**
- The percentage of total revenue derived from other program income was **1%**

- The council's net assets for the period ending September 30, 2024 decreased by a total of **\$298,046**.

Kathy also shared the Operating Revenue, Operating Expenses, and Changes in Net Assets for the Member Year.

### **Operating Revenue**

Contributions	\$412,731
Product Sales Program Income	\$7,391,892
Program Fees	\$492,604
Sales of Merchandising, net	\$136,075
Special Events	\$20,299
Other Program Income	\$105,937
<b>Total Operating Revenue</b>	<b>\$8,559,538</b>

### **Operating Expenses**

Program Services	\$7,352,145
<i>Supporting Services</i>	
Management & General	\$2,728,636
Fundraising	\$355,831
<b>Total Operating Expenses</b>	<b>\$10,436,612</b>

### **Changes in Net Assets from Operating Activities**

### **Non-Operating Activities**

Investment Income (Loss), Net	\$1,441,847
Loss on Disposal of Property & Equipment	\$6,000
Miscellaneous Income	\$131,181
<b>Total Other Changes in Net Assets</b>	<b>\$1,579,028</b>

### **Change in Net Assets**

Net Assets, beginning of year	\$13,691,440
Net Assets, end of year	\$13,393,394
<b>Change in Net Assets</b>	<b>(\$298,046)</b>

## **State of the Council**

Julie Dale, CEO, joined Tiffany to share State of the Council remarks.

In 2024 our council maintained a strong focus on DEIRJ efforts. We held 11 training sessions with an outside professional facilitator over the year and it has resulted in a shift in our culture to wider inclusion efforts and self-reflection. We will continue our efforts and will bring the training to our volunteers this year.

Our audit was completed on time with no issues.

We conducted a listening tour in all 26 counties to hear about concerns and interests of our volunteers.

We celebrated our dedicated museum space in our Maine office.

We participated in the National Council Session to ensure our voices were heard. Results from that session were reported during the morning Q&A's.

We held the first Veni. Vidi. Vici. since COVID, and it was a great success with over 200 Girl Scouts attending and staying overnight.

We honored our Gold Award Girl Scouts. 25 Girl Scouts earned their Gold Award. We were thrilled that one of NYPENN's own received the GSUSA National Gold Award Scholarship for \$5,000. Congratulations Olivia Barnhart! We also awarded 6 additional scholarships thanks to the support of our Women of Distinction event. All proceeds and donations from this event fund our Gold Award Scholarships. 66 Girl Scouts earned the Silver Award and 178 earned the Bronze Award. Congratulations to all involved in helping them to meet these goals.

We held the first CookieWow! since COVID and there was great attendance. It was held at The MOST in Syracuse, and we have since developed a great partnership with them.

Our Board Development Committee interviewed and elected our National Delegates for the new NCS in Washington D.C. They are an amazing group; please introduce yourself and let our delegates know what is important to you.

We completed the Treats Reads & More and cookie programs.

We held Volunteer Appreciation Dinners in all areas to celebrate our amazing volunteers.

Our events calendar is a wealth of information and resources. We offer programs for Alums, Learning about GS, Program and Travel, Volunteer Enrichment, Community Partners, Service Unit Support and Highest Awards. Between May 2024 and May 2025 our team facilitated over 343 Girl Scout opportunities.

Our Girl Scouts were travelers.

- Witchy Weekend in Salem, Massachusetts
- Juneteenth Tour in Auburn, New York
- Ecuador and the Galapagos
- Howe Caverns
- We have an upcoming trip to England, Ireland and Scotland

1,320 Girl Scouts attended Summer Camp at all four of our camps.

Our Beyond Binary program served 194 youth at camp and throughout the year. It is now a year-long program.

Members of Troop 60500 participated in two important events at the United Nations to advocate for gender equality and to celebrate the International Day of the Girl. Thank you for your leadership.

We have lots of successes from the year. We also have a number of challenges to meet:

- Our girl membership has declined by 8%
- Our cookie program has declined by 12%

There are many possible reasons for this decline, including the increase in membership dues, changes in a desire to “join” organizations as a result of COVID, competing activities, and a decline of 5% in the population of children in the northeast.

What we do know is that Girl Scouts is a grassroots, volunteer-led organization, and we know our volunteers and team members can work together to find a solution.

Marketing and word of mouth play a major role in girls joining Girl Scouts. Other things we have put in place or are putting in place to encourage retention and recruitment include:

- Taking steps to keep our volunteer and youth fees essentially flat. NYPENN will incur these increases.
  - Providing a \$5 supplement to each adult – your adult membership fee will remain the same.
  - Providing a \$10 supplement to each girl member.
  - Providing \$10 in discounts for council-run programs.
- We are reaching out to school districts to establish after school troops.
- We are reaching out to establish partnerships and troops with home schooling communities within our footprint.
- We are evaluating our properties and things that we can do to diversify and increase usage.
- We are evaluating passive income on our properties with things like solar, wind, and responsible forestry.
- We have taken the first steps to remove our council from the national pension, which is approximately \$450,000 per year in operating costs.

We appreciate your support and continue to look for your guidance, suggestions and ideas.

## **Recognition of outgoing board members**

Tiffany recognized the dedicated service of two board members transitioning off the board today.

On behalf of the entire Girl Scout leadership team, we extend our heartfelt thanks to Michelle McCabe-Szczepanski for her three consecutive two-year terms as a valued Board Member-at-Large.

Michelle has brought prudence, professionalism, and compassion to our mission—qualities that reflect both her background as a respected attorney and her commitment to empowering young women.

During her time on the board, Michelle has not only contributed diligently to our strategic direction, but also celebrated meaningful milestones in her own life, including growing her family and achieving partner status at her firm. Her ability to balance personal and professional growth while continuing to serve our organization is an inspiring example of the leadership we aim to cultivate in our Girl Scouts.

While our bylaws require her to roll off the board for a year, we are thrilled that Michelle will remain an integral part of our organization by serving on the Board Development Committee during this time. We look forward to welcoming her back onto the board after her term off and are grateful for her ongoing support.

Tiffany then recognized Board Secretary, Judy Suddaby.

Judy is a trailblazer – she was the first person in her family to go to college and graduated in the top 25% of her class in law school. She went on to serve as a private attorney and is currently Law Clerk for a judge. She has raised three wonderful boys and shared with them her love of the outdoors and hiking.

Judy first joined NYPENN in 2008 and has served for many years on the board as both a member at large and as first vice chair. Her thoughtful guidance, eye for detail, and unwavering integrity have helped us navigate complex issues with clarity and confidence. She is the steady voice in the room — calm, insightful, and always prepared.

And perhaps there's no better example of that commitment than what she did this past year. After years of faithful service, Judy was ready to retire from the board. But when we asked her to stay on *just a little longer* to serve as Secretary and chair the bylaws committee, she graciously put off her retirement for a full year to lead that crucial work, simply because the we needed her.

That act speaks volumes. It's who she is — someone who always shows up, always says yes to service, and always puts mission before convenience.



Judy, your legacy here is more than the policies you've shaped or the guidance you've given. It's in the young adults who will have more opportunities because of the strong foundation you helped lay.

On behalf of the board, the staff, our volunteers, and the thousands of youth members learning to lead thanks to your work — thank you.

Tiffany also recognized Katie MacIntyre, 2<sup>nd</sup> Vice Chair of the Board, who completes her two-year term as Chair of the Board Development Committee today.

Katie's leadership has been instrumental in our efforts to build a board that is representative of the incredible diversity within our footprint and filled with the skills and experiences needed to guide our council into the future.

Although Katie is unable to be here in person today, she is joining us via Zoom. Katie – I invite you to present the report of the Board Development Committee on the slate of nominees being presented for election.

### **Report of the Board Development Committee**

The report of the Board Development Committee (BDC) was given by Katie MacIntyre, 2<sup>nd</sup> Vice Chair of the Board and Chair of the Board Development Committee.

Katie stated it has been a pleasure to serve on the Board Development Committee and work with such a dedicated team.

The Board Development Committee is responsible for partnering with the board to ensure that the board and our National Council Session representatives are as effective as they can be. It is accountable to you, the electing body, for putting together a balanced slate and to the board in reviewing and making recommendations that will enhance the board's quality and effectiveness, and represent the interests of our Council at the national level.

Katie recognized the BDC committee members who have contributed to this effort: Debbie Calkins, Tiffany Campau, Nicole Johnson, Jessica Rogers, Karen Roth, and Vanessa Teamoh.

The committee 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 the website. This year, the BDC had the added pleasure of reviewing applications and conducting interviews for the upcoming National Council Session in July 2026.

In determining the slate presented today, the BDC looked for candidates who are critical thinkers who can weigh all points of view and make decisions based on what is best for our entire council. It sought out diverse skill sets, backgrounds and experiences, worked

to maintain a balance of members from throughout our geographic jurisdiction, and remained committed to putting youth voices at the forefront of our National Council Session delegation. 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.

We have a strong board and national delegation that takes their respective responsibilities seriously. While the commitment is substantial, the rewards of leading this amazing movement are immeasurable.

We welcome your recommendations of candidates for future consideration. We also offer 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 the prospective nominee meets the qualifications for the office and has consented in writing to serve if elected; and, 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. Nominations are closed.

There were no objections to approving the entire slate of officers, members-at-large, Board Development Committee, and National Council Session delegation at once.

Katie made the following motions.

**MOTION:** That the Council approve the following slate of persons to serve as Officers of the Council's Board of Directors for a one-year term of office to expire in 2026:  
Debbie Calkins as Board Secretary

**MOTION:** I move 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 2027:

Tiffany Campau  
Morgan Prince  
Karen Roth  
Mike Sabo  
Amanda Sprague  
Vanessa Teamoh  
Faith Vavra

**MOTION:** I move that the Council approve the following slate of persons to serve as members of the Council's Board Development Committee for a one-year term of office to expire in 2026:  
Michelle McCabe-Szczepanski

**MOTION:** I move that the Council approve the following slate of persons to serve as National Council Session Delegates for a three-year term of office to expire in 2028:

Aarohi Rastogi  
Alex Spadaro  
Kaitlin Hougland  
Rayna Reed  
Carleen Rhodes  
Katie Williams  
Kira Reed

**MOTION:** I move that the Council approve the following slate of persons to serve as National Council Session Alternates for a three-year term of office to expire in 2028:

Tiffany Alvarez Smith  
Julie Dale  
Kayleigh Stevens

Because this motion comes from a committee, a second is not required.

**In Favor:** All

**Opposed:** None

Approved on May 3, 2025

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

### **Closing Remarks**

Tiffany and Julie thanked Executive Assistant and Delegate Liaison Kim O'Brien for her work on the 2026 Annual Meeting and throughout the year.

Tiffany thanked attendees and asked Delegates to reach out to other service units to encourage them to elect and send Delegates for the 2026 meeting. We have increased delegate participation by about 10% since Tiffany assumed board leadership and have a goal to see at least 50% of service units send a Delegate.

Tiffany requested a motion to adjourn.

**MOTION:** Holly Young

**SECOND:** Jenny Cummings

**In Favor:** All

**Opposed:** None

The formal business meeting was adjourned.