

2008 NATIONAL COUNCIL SESSION ACTION ITEMS

REQUIRED ACTION ITEMS

The National Council will adopt:

- The Credentials Report⁷
- Standing rules for the Session⁸
- Program⁹

2008 NATIONAL COUNCIL PROPOSALS

- Proposal 1: Constitutional Amendments: Consent Agenda Items
- Proposal 2: Constitutional Amendments: National Council Size, Formula, Special Session
- Proposal 3: Membership Dues Increase
- Proposal 4: Constitutional Amendment: Ballot Requirement
- Proposal 5: Constitutional Amendments: National Board Development Committee
- Proposal 6: Constitutional Amendments: Membership Flexibility

Proposals 1, 2, 5, and 6 are constitutional amendments and will require a two-thirds vote.

Proposal 3 will require a majority vote. Reference: Article VI of the Constitution of Girl Scouts of the USA

⁷ The credentials report is the official roll of voting members. A credentials chart is found on p. 82. Includes the National Board of Directors and the National Nominating Committee.

⁸ Proposed standing rules for the 2008 National Council Session are found on pp. 63–65.

⁹ The program is the schedule of proceedings, including the sequence of business items, and will be distributed onsite in Indianapolis.

PROPOSAL 1:

CONSTITUTIONAL AMENDMENTS: CONSENT AGENDA ITEMS

1. Wherever the word “local” shall appear in the Constitution of Girl Scouts of the United States of America relating to councils, the word “local” shall be struck.

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: As councils realign, jurisdictions may cover vast geographic areas, including entire states, or multiple states, portions of several states, and multiple counties within a single state. The word “local” no longer appropriately describes a council; therefore, the word “local” should be eliminated from the Constitution.

2. Where the term “National Nominating Committee” shall appear in the Constitution of Girl Scouts of the United States of America, the term shall be changed to **“National Board Development Committee.”**

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: As a governance best practice, nominating committees are now becoming redefined as board development committees, a term that more fully describes their vital work.

3. To amend Article IV, The National Council, Section 1, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Article IV—The National Council 1. The membership of this corporation shall consist of the members for the time being of the National Council of Girl Scouts of the United States of America, and the corporation in meeting assembled shall be known as the National Council.	Article IV—The National Council 1. The membership of this corporation shall consist of the members for the time being of the National Council of Girl Scouts of the United States of America, and the corporation in meeting assembled shall be known as the National Council.	Article IV—The National Council 1. The membership of this corporation shall consist of the members of the National Council of Girl Scouts of the United States of America, and the corporation in meeting assembled shall be known as the National Council.

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: The current language is archaic and unnecessary. These words add no value and should be eliminated.

Reference: *Blue Book of Basic Documents 2006*, p. 6, Article IV, Section 1.

PROPOSAL 1 (CONT.)

4. To amend Article V, Sessions of the National Council, Section 1, by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article V—Sessions of the National Council</p> <p>1. There shall be a regular session of the National Council held triennially at such time and place (not necessarily within the District of Columbia) as it may determine or as may be determined by the National Board of Directors in the absence of action by the National Council. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Nominating Committee.</p>	<p>Article V—Sessions of the National Council</p> <p>1. There shall be a regular session of the National Council held triennially at such time and place (not necessarily within the District of Columbia) as it may determine or as may be as determined by the National Board of Directors. in the absence of action by the National Council. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Nominating Committee.</p>	<p>Article V—Sessions of the National Council</p> <p>1. There shall be a regular session of the National Council held triennially at such time and place as determined by the National Board of Directors. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Nominating Committee.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: Meeting sites are selected in compliance with the *Blue Book of Basic Documents 2006* (see “Selection of National Meeting Places,” p. 22). The site is also selected based on the availability of large-scale convention facilities, adequate hotel accommodations, and ease of transportation for large groups.

As reflected in recent site selections, the location of the National Council Session is rotated between eastern, midwestern, and western regions of the country: 1990—Miami, Fla.; 1993—Minneapolis, Minn.; 1996—Kansas City, Mo.; 1999—Fort Worth, Tex.; 2002—Long Beach, Calif.; 2005—Atlanta, Ga.; and 2008—Indianapolis, Ind.

PROPOSAL 1 (CONT.)

5. To amend Article V, Sessions of the National Council, Section 4, by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article V—Sessions of the National Council</p> <p>4. Two hundred members of the National Council present in person shall constitute a quorum for the transaction of business at sessions of the National Council, provided, however, that delegates are present from one or more local councils in a majority of the geographical areas of the country as defined in the Bylaws. In the absence of a quorum, a majority of those present at the time and place set for a session may take an adjournment from time to time until a quorum shall be present.</p>	<p>Article V—Sessions of the National Council</p> <p>4. Two hundred members of the National Council present in person shall constitute a quorum for the transaction of business at sessions of the National Council, provided, however, that delegates are present from one or more local councils in a majority of the geographical areas of the country as defined in the Bylaws. councils chartered by GSUSA. In the absence of a quorum, a majority of those present at the time and place set for a session may take an adjournment from time to time until a quorum shall be present.</p>	<p>Article V—Sessions of the National Council</p> <p>4. Two hundred members of the National Council present in person shall constitute a quorum for the transaction of business at sessions of the National Council, provided that delegates are present from a majority of the councils chartered by GSUSA.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: Upon the completion of the realignment process, we expect that there will be approximately 109 councils chartered by GSUSA. As a result, 55 councils would represent a majority and ensure that the diversity of the Movement is represented. A quorum remains 200 members.

Note: If this Constitutional amendment is adopted, the National Board will amend the Bylaws of Girl Scouts of the USA to strike Article IX, Geographical Regions (*Blue Book*, pp. 16–17). Also, see the proposed amendment of Article IV, The National Council, for related comments regarding eliminating archaic language in reference to geographical areas of the country.

Reference: *Blue Book of Basic Documents 2006*, p. 7, Article V, Section 4.

PROPOSAL 1 (CONT.)

6. To amend Article X, National Board of Directors, Section 2, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article X—National Board of Directors</p> <p>2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Nominating Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and Chief Financial Officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.</p>	<p>Article X—National Board of Directors</p> <p>2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Nominating Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and Chief Financial Officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.</p>	<p>Article X—National Board of Directors</p> <p>2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Nominating Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and Chief Financial Officer shall be ex officio members without vote.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: In the nominating process, overall consideration is given to geographical balance; however, an individual is not proposed for election to the National Board to represent a specific area or region of the country but is nominated for qualifications reflecting the overall needs of the Movement.

Reference: *Blue Book of Basic Documents 2006*, p. 9, Article X, Section 2.

Recommendation: The National Board recommends adoption of the Consent Agenda.

PROPOSAL 2

CONSTITUTIONAL AMENDMENTS: NATIONAL COUNCIL SIZE, FORMULA, SPECIAL SESSION

PART 2A: NATIONAL COUNCIL SIZE

To amend Article IV, The National Council, Section 4, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article IV—The National Council</p> <p>4. The membership of the National Council shall consist of delegates elected by Girl Scout councils who are registered through such local councils; delegates from USA Girl Scouts Overseas, who are selected by a committee appointed by the National Board of Directors; members of the National Board of Directors and National Nominating Committee; Past Presidents of Girl Scouts of the United States of America; and such other persons as may be elected by the National Council; provided that the number of delegates from local councils and USA Girl Scouts Overseas shall not at any time exceed two thousand, and that at least four-fifths of the entire membership shall at all times consist of delegates from local councils and USA Girl Scouts Overseas.</p>	<p>Article IV—The National Council</p> <p>4. The membership of the National Council shall consist of:</p> <ul style="list-style-type: none"> a. delegates elected by Girl Scout councils who are registered through such councils; b. delegates from USA Girl Scouts Overseas; c. members of the National Board of Directors; d. members of the National Board Development Committee; e. Past Presidents of Girl Scouts of the United States of America; and f. such other persons as may be elected by the National Council. <p>The total membership of the National Council shall not exceed 1,000, and at least four-fifths of the entire membership shall consist of delegates from councils and from USA Girl Scouts Overseas.</p>	<p>Article IV—The National Council</p> <p>4. The membership of the National Council shall consist of:</p> <ul style="list-style-type: none"> a. delegates elected by Girl Scout councils who are registered through such councils; b. delegates from USA Girl Scouts Overseas; c. members of the National Board of Directors; d. members of the National Board Development Committee; e. Past Presidents of Girl Scouts of the United States of America; and f. such other persons as may be elected by the National Council. <p>The total membership of the National Council shall not exceed 1,000, and at least four-fifths of the entire membership shall consist of delegates from councils and from USA Girl Scouts Overseas.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Background: Background: The democratic process has been studied extensively since the early 1990s, with input from two national task groups (the National Task Group for Maximizing the Effectiveness of Future National Council Sessions and the National Task Group on the Study of the Democratic Process). Additional input was obtained from delegates attending the 2002 and

PROPOSAL 2A (CONT.)

2005 conventions, as well as from surveys. These sources revealed a common theme: a smaller National Council membership will enhance governance processes in Girl Scouting.

Building on those findings, the Gap Team on Governance & Organizational Structure surveyed council board chairs and CEOs in 2005 regarding governance in Girl Scouting. Again, respondents noted the cumbersome nature and sluggishness of the governance process. The Gap Team also recommended a reduction in size of the National Council to promote flexibility and agility in governance.

In September 2007, the National Board Constitutional Revision Task Group developed a council survey, which included a question regarding the ideal size of the National Council. Respondents supported a reduced National Council with an “ideal” range of 750 to 1,000 members.

Size of National Council (membership)	Percentage Support of Survey Respondents*
2,000 or more	13.4%
1,500 to 2,000	6.1%
1,000 to 1,500	1.5%
750 to 1,000	44.2%
500 to 750	9.5%
500 or less	25.3%

*Survey tally of 1,441 individual survey respondents.

Rationale: A reduced National Council will promote more flexible practices and a more agile organization. For these reasons, surveys of council constituencies have long supported a smaller National Council membership.

A decrease in the size of the National Council is consistent with council realignment. Nationally, the number of Girl Scout councils will decrease from over 300 to approximately 109.

Note: Twelve councils also submitted group survey results (representing 552 individuals), and the results mirrored individual survey results.

Reference: *Blue Book of Basic Documents 2006*, p. 6, Article IV, Section 4.

PROPOSAL 2B

PART 2B: FORMULA

To amend Article IV, The National Council, Section 5, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article IV—The National Council</p> <p>5. Each local council to which a charter has been issued and remains in force shall be entitled to one delegate, and in addition, one further delegate for each eighteen hundred girls under its jurisdiction who are members registered with Girl Scouts of the United States of America as of September 30 of the year preceding the regular session of the National Council; USA Girl Scouts Overseas collectively shall be entitled to the number of delegates according to the same formula prescribed for local councils. The prescribed figure of eighteen hundred girls shall be adjusted up or down by three hundred or multiples thereof when necessary to keep the total number of local council and USA Girl Scouts Overseas delegates as close as possible to two thousand but not in excess of two thousand.</p>	<p>Article IV—The National Council</p> <p>5. Each council to which a charter has been issued and remains in force shall be entitled to the following delegates based on the number of girls under its jurisdiction who are members of the Girl Scouts of the United States of America as of September 30 of the year preceding the regular session of the National Council:</p> <ul style="list-style-type: none"> a. two (2) delegates; b. one (1) additional delegate for up to 5,000 girls; c. one (1) additional delegate for every 5,000 girls thereafter. <p>USA Girl Scouts Overseas collectively shall be entitled to the number of delegates according to the same formula prescribed for councils.</p> <p>The prescribed figure of 5,000 girls may be adjusted when necessary to keep the total membership of the National Council no larger than 1,000.</p>	<p>Article IV—The National Council</p> <p>5. Each council to which a charter has been issued and remains in force shall be entitled to the following delegates based on the number of girls under its jurisdiction who are members of the Girl Scouts of the United States of America as of September 30 of the year preceding the regular session of the National Council:</p> <ul style="list-style-type: none"> a. two (2) delegates; b. one (1) additional delegate for up to 5,000 girls; c. one (1) additional delegate for every 5,000 girls thereafter. <p>USA Girl Scouts Overseas collectively shall be entitled to the number of delegates according to the same formula prescribed for councils.</p> <p>The prescribed figure of 5,000 girls may be adjusted when necessary to keep the total membership of the National Council no larger than 1,000.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Background: Survey results from the National Board Constitutional Revision survey conducted in the fall of 2007 showed that respondents supported an “**equal base and proportional**” formula, which would allow additional delegates based on girl membership.

PROPOSAL 2B (CONT.)

Question: How shall the council delegate formula be determined for representation?

	Support
Equal representation	36%
Equal base and proportional, based on membership	57%
Unsure	7%

Rationale: The formula is consistent with survey support for a reduced National Council membership not exceeding 1,000 members and with support for a formula with an equal base and proportional component, based on girl membership.

Note: The proposed formula is as follows:

- a base of two delegates per council;
- an additional delegate for a girl membership up to 5,000 girls; and
- one additional delegate for every additional 5,000 girl members.

In the past, the smallest councils were allowed two delegates. Under realignment and this proposal, the smallest council will now be allowed three delegates.

Adjustment of the membership figure to keep the total membership no larger than 1,000 would be made by GSUSA's Membership Credentials Department.

Councils will have the option to utilize girl members as voting delegates and/or visitors. Girl members who are visitors will be able to participate in the Girl Scout National Leadership Institute (formerly known as the Girl Congress).

Reference: *Blue Book of Basic Documents 2006*, p. 6, Article IV, Section 5

PROPOSAL 2C

PART 2C: SPECIAL SESSION

To Amend Article V, Sessions of the National Council, Section 3, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article V– Sessions of the National Council</p> <p>3. Special sessions of the National Council shall be called by the President at any time upon written request of 20 members of the National Board of Directors or of 20 percent of the membership of the National Council, of which number one-tenth shall represent each of at least three geographical areas of the country as defined in the Bylaws. The purpose of such session shall be limited to the legitimate business of the National Council and shall be stated with the request. No other business shall be transacted expect that for which the session has been called. Notice of a special session, stating the time, place, and purpose therefore, shall be mailed not less than 30 days before the session to each local council, to each delegate from USA Girl Scouts Overseas, to each member of the National Board of Directors and National Nominating Committee, and to each member elected by the National Council entitled to vote at such session.</p>	<p>Article V– Sessions of the National Council</p> <p>3. Special sessions of the National Council shall be called by the President upon written request of a majority of the members of the National Board of Directors or twenty percent (20%) of the membership of the National Council, which shall represent at least twenty-five percent (25%) percent of the councils chartered by GSUSA. The purpose of the session shall be stated in the written request.</p> <p>The purpose of the special session shall be limited to legitimate business of the National Council, and no other business shall be transacted except that for which the session has been specifically called.</p> <p>Notice of the special session, stating the time, place, and specific purpose, shall be mailed not less than 30 days before the session to each council, each delegate from USA Girl Scouts Overseas, each member of the National Board of Directors and the National Board Development Committee, each Past President, and each member elected by the National Council entitled to vote at such session.</p>	<p>Article V– Sessions of the National Council</p> <p>3. Special sessions of the National Council shall be called by the President upon written request of a majority of the members of the National Board of Directors or twenty percent (20%) of the membership of the National Council, which shall represent at least twenty-five percent (25%) percent of the councils chartered by GSUSA. The purpose of the session shall be stated in the written request.</p> <p>The purpose of the special session shall be limited to legitimate business of the National Council, and no other business shall be transacted except that for which the session has been specifically called.</p> <p>Notice of the special session, stating the time, place, and specific purpose, shall be mailed not less than 30 days before the session to each council, each delegate from USA Girl Scouts Overseas, each member of the National Board of Directors and the National Board Development Committee, each Past President, and each member elected by the National Council entitled to vote at such session.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

PROPOSAL 2C (CONT.)

The major change involves determination of support either by councils or by the National Board for how a special session is called.

Current procedure for calling a special National Council Session:

- "...20 members of the Board of Directors or of 20 percent of the membership of the National Council, of which number one-tenth shall represent each of at least three geographical areas of the country as defined in the Bylaws." (Article V, Sessions of the National Council, Section 3)

Proposed procedure for calling a special National Council Session:

- "...a majority of the members of the National Board of Directors or 20 percent of the membership of the National Council, which shall represent at least 25 percent of the chartered councils of GSUSA. The purpose of the session shall be stated in the written request."

Rationale:

- With a national network of approximately 109 Girl Scout councils, consideration of councils as apportioned to one of six geographical areas is outdated. Reference to geographical areas should be eliminated.
- Twenty-seven Girl Scout councils* and 16 members of the National Board** are appropriate indicators of support for calling a special session of the National Council.
 - *25 percent of 109 councils = **27 Girl Scout councils.**
 - **With the election in 2008, the number of officers and members of National Board, including the Chair of the National Nominating Committee, is 30. A majority of 30 is 16.

Reference: *Blue Book of Basic Documents 2006*, p. 7, Article V, Section 3.

Recommendation: The National Board recommends adoption of Proposal 2.

PROPOSAL 3

PART 3: MEMBERSHIP DUES INCREASE

Proposal Statement

THAT the Girl Scout annual membership dues be raised to \$12, effective with the 2010 membership year, beginning October 1, 2009.

Submitted by: National Board of Directors of Girl Scouts of the USA

Background: Membership dues annually provide the single largest source of revenue to Girl Scouts of the USA; in 2007, 63 percent of the national organization's general operating income came from this revenue source. Membership dues are supplemented by income earned from sales through Girl Scout Merchandise, payout of investment earnings by the Capital Fund, and unrestricted gifts.

The last increase in membership dues approved by the National Council went into effect in October 2003 and raised the dues to the current \$10 level. This increase restored financial stability following the recording of operating deficits in fiscal 2001 and 2002. Over the past 40 years, the National Council has approved dues increases approximately every six years. (See Table I.)

TABLE I

Membership Dues History

Historical Timetable of Membership Dues Changes

National Council Meeting Date	Amount	Effective Date	Time from last dues change	% of dues change
1915	\$0.25	Instituted		
1921	\$0.50		6 years	100%
1947	\$1.00		26 years	100%
1969	\$2.00	September 1971	22 years	100%
1978	\$3.00	September 1979	8 years	50%
1984	\$4.00	October 1986	7 years	33%
1990	\$6.00	October 1992	6 years	50%
1996	\$7.00	October 1997	5 years	17%
2002	\$10.00	October 2003	6 years	43%

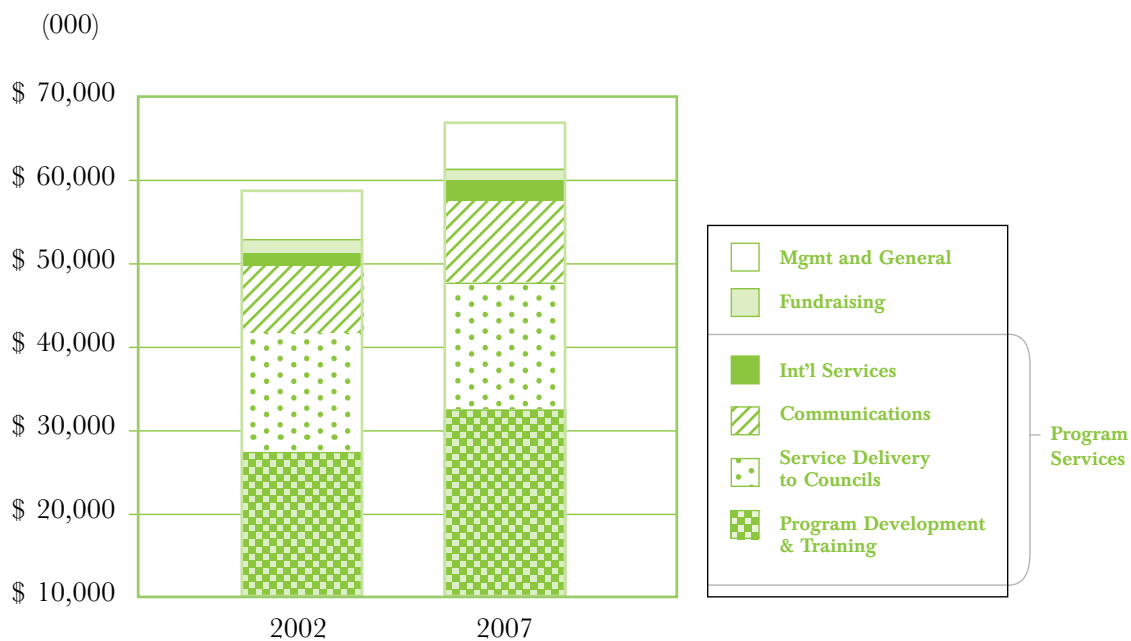
Proposal Dues Increase

2008	\$12.00	October 2009	6 years	20%
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PROPOSAL 3 (CONT.)

GSUSA is fiscally prudent and over the years has had excellent financial results. Since the last triennial session in 2005, our work—and therefore the financial standing of the national organization—has been driven by a new Core Business Strategy, which was developed to ensure that our Movement is ever more adaptive, innovative, and girl-centered. With the defining of our comprehensive strategy and the creation of a road map to implement it, GSUSA has focused resources on services and initiatives designed to create value to the Movement. Fully 90 percent of GSUSA's total expenses are expended on program services, and only 10 percent on management and general expenses and fundraising. (See Table II.)

TABLE II Program vs Supporting Services Expenses (all funds)



- Expenses have increased from \$58.5 million in 2002 to \$67.3 million in 2007.
- In 2002, Program Services were 88% of expense vs 90% in 2007

Program-related expenses consume a growing portion of the operating budget. Together, management and general and fundraising currently are no more than 10 percent of GSUSA expense. In 2007, expenses for international activities included participation in the ten-million-member World Association of Girl Guides and Girl Scouts and support provided to USA Girl Scout members residing in countries around the globe. Marketing and communications services included completion of a brand assessment and a strategy for reaching target audiences. Service delivery to local councils included GSUSA's strong support of the realignment of 312 councils into 109 high-capacity councils and development of the Council Enterprise System, a comprehensive membership relationship management system. Program and volunteer development included the release of *Exploring Girls' Leadership*, a Girl Scout Research Institute

PROPOSAL 3 (CONT.)

research review; creation of the new Girl Scout Leadership Experience, including development of the *Change Your World Leadership Journeys* for girls and accompanying facilitator guides; and development of the Single-Entry Volunteer Development System, a flexible, state-of-the art volunteer management system.

As part of the Core Business Strategy, GSUSA developed a new design for the national staff structure to align with the strategic direction of the organization. One result is a smaller national staff. Today, the national staff count stands at 432, a reduction of 63 positions since 2005, and over 100 positions since 2002. Management units have been restructured and the total budget aligned in support of the strategic priorities.

GSUSA's general operating budget is developed annually and contains projected operating revenue and the expense associated with initiatives and activities that further the long-term strategic priorities of the organization. There is significant uncertainty in the general economic environment. Economic growth in the U.S. and global economies is slowing, and economic forecasts include the possibility of a recession. Investment markets have been hurt by oil prices and the weak dollar. Our GSUSA financial projection presupposes that there will be no major changes in economic conditions as they currently exist or in the level or services provided by the national organization. Beginning in fiscal 2008, GSUSA's financial projections indicate that operating expense will exceed revenue and deficits will be incurred. Currently, GSUSA has reserves equal to about one year's operating budget. Without a dues increase, it may be expected that GSUSA's financial standing will be diminished.

GSUSA's primary role is to work in partnership with our Girl Scout councils to make the Girl Scout mission a reality for girls in communities throughout the United States. In recent years, GSUSA has leveraged fundraising efforts to secure grants to the national organization that are passed through as direct funding to Girl Scout councils. Government, corporate, and foundation funding for Girl Scout initiatives made it possible for GSUSA to award grants to councils for projects and activities that expanded and enriched program offerings, extended membership outreach, and piloted technology initiatives. Additionally, grants were made available to councils and the membership from GSUSA operating resources and special funds. In the period since 2002, GSUSA has made grants to councils and provided scholarship awards to girls and adults from external and internal sources totaling nearly \$32 million.

The amount of increase proposed is being limited to the minimum amount required to fund operations in the near term. A \$2 dues increase will generate about \$7 million annually and help ensure that GSUSA has sufficient funding to continue to provide significant human and material resources—not just more but higher quality services and resources. Girl Scouts is undergoing an unprecedented transformation as it approaches its 100th anniversary. The goal is to become a stronger, more innovative Girl Scout Movement that delivers on its commitment to meet the needs, interests, and challenges of girls today and in generations to come.

It is recognized that council budgets help support membership financial aid programs, and an increase in dues could make it more difficult for some girls to become members. The national organization is committed to partnering with councils to extend membership through the seeking of outside funding and the provision of grant funds to councils as our resources may permit. To that end, 30 councils benefited from a membership grant fund in the amount of \$1.5 million established in 2008. In addition, plans have been set in motion to pursue a \$35 million endowment, which would enable the organization to institute the permanent underwriting of membership dues for girls who cannot afford the annual fee. Called the Centennial Endowment, the fund will be a key part of Girl Scouts' 100th anniversary celebration.

Recommendation: The National Board of Directors recommends adoption of Proposal 3.

PROPOSAL 4

CONSTITUTIONAL AMENDMENT: BALLOT REQUIREMENT

To amend Article V, Sessions of the National Council, Section 5, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article V – Sessions of the National Council</p> <p>5. At sessions of the National Council each National Council member present in person shall be entitled to one vote. Elections to office and to the National Board of Directors shall be by ballot and a plurality of votes cast shall elect. Decision on annual membership dues shall be by ballot and shall require a majority of votes cast. All other matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.</p>	<p>Article V – Sessions of the National Council</p> <p>5. Each member present in person at the National Council shall be entitled to one (1) vote. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.</p>	<p>Article V – Sessions of the National Council</p> <p>5. Each member present in person at the National Council shall be entitled to one (1) vote. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: **Ballot Requirement**

The traditional interpretation of the word “ballot” has meant a paper ballot. With the advent of technology, the meaning of the word “ballot” has been broadened to include many methods, including voting machines and electronic voting systems. The parliamentary authority of GSUSA, *Robert’s Rules of Order Newly Revised, 10th Edition*, has also expanded its definition of a ballot to include electronic voting and voting machines. Electronic voting for national officers and National Board members and National Nominating Committee members was instituted at the 2005 National Council Session. Moving forward, the word “ballot” will be interpreted to mean any process generally accepted to be a ballot.

Utilization of paper ballots is cumbersome, time consuming, and costly. A paper ballot on a single issue involves distributing, casting, collecting, and hand counting the ballots. This process, including the counting time, takes hours, and the National Council members have to wait for the results until the next meeting in the National Council Session. Taking the same vote electronically results in nearly instantaneous feedback, and the National Council members know almost immediately if the motion is adopted or lost.

PROPOSAL 4 (CONT.)

Removing the language related to the requirement for a ballot vote opens the possibility for other means of taking a vote, such as unanimous consent, show of hands, rising, etc. In the past, delegates have requested election by voice vote or acclamation when there is a single slate for election.

A vote of the majority will still ensure that members of the National Council can request a ballot in a particular situation.

Election

The proposed wording clarifies that a majority vote is necessary for election, which is consistent with GSUSA's adopted parliamentary authority, *Robert's Rules of Order Newly Revised, 10th Edition*.

Dues

The Congressional Charter and Article X of the GSUSA Constitution vest the authority to manage the affairs of the corporation with the National Board of Directors between National Council Sessions. Article V specifies the procedure by which any vote taken at a National Council Session on dues will be taken by ballot. The interpretation of the word "ballot" is explained on p. 50.

The practice of timing dues proposals for National Council action is slow and outdated. The recent custom has been to bring a dues proposal to the National Council approximately every six years. A more agile practice is needed to allow dues to be adjusted when careful analysis indicates this is necessary. As fiduciaries, National Board members are elected by the National Council to oversee the organization's finances and to act in the Movement's interest. Since membership dues are a significant source of revenue for GSUSA, the National Board will exercise its authority to set dues and will seek the input of councils prior to taking action.

Just as a council board of directors might raise the price of a box of Girl Scout cookies after careful analysis of resources and trends, the National Board would make a prudent adjustment in membership dues based on sound financial research, and with input from Girl Scout councils in advance of any action.

The National Board has overall fiduciary responsibility for ensuring adequate resources to carry out the organization's goals, including determination of the annual budget. Recognition of the authority of the National Board to set dues for the organization is consistent with governance practices of comparable national nonprofit organizations. For example, Boy Scouts of America, the organization most comparable to GSUSA in terms of membership practices, authorizes its national board of directors to determine the national dues. The national board of AARP also sets the national dues. This practice is consistent with the authority of the National Board as set forth in the Congressional Charter, the Constitution, and the Bylaws of Girl Scouts of the USA.

The Congressional Charter provides, in Section 80303(b)(1), that the Board has the authority to act on behalf of the National Council. "To the extent provided in the constitution and bylaws, the board of directors shall have the powers of the Council and manage the activities of the corporation between meetings of the Council." (See *Blue Book of Basic Documents 2006*, pp. 33–35.) Article X, Section 1, of the Constitution of Girl Scouts of the USA affirms the authority of the Board referenced in the Congressional Charter to act for the National Council

PROPOSAL 4 (CONT.)

between sessions. (See *Blue Book of Basic Documents 2006*, pp. 8–9.)

While the National Board would be the primary dues-setting agent, the National Council would retain full rights, providing a check and balance to the process. The National Council serves as a check and balance in two major ways:

1. Members of the National Board are elected by the National Council, and, therefore, are accountable to the National Council.
2. The National Council retains the right to act on a dues proposal placed on the agenda for consideration.

Note: GSUSA is committed to seeking a broad-based fund development strategy and to reducing reliance on membership dues as a primary source of income. GSUSA will continue to partner with councils in generating and securing additional resources focused on membership extension.

This commitment is in keeping with recommended findings of the National Board's Task Group on Membership Subsidization, formed following the dues increase approved by the 2002 National Council Session in recognition of the impact of a dues increase on council budgets.

Constitutional amendments to create additional registration options to annual and lifetime membership (Amendment of Articles V, VIII, and IX) would potentially increase enrollment. Options might include multiyear membership, introductory registration, and family dues.

Recommendation: The National Board of Directors recommends adoption of Proposal 4.

PROPOSAL 4 (CONT.)

Q&A SECTION

Question: What can councils expect in regard to communications regarding a potential dues increase?

Answer: Councils can expect to be included in a timely dialogue with the National Board. The National Board will use multiple means, electronic and otherwise, to communicate with councils regarding the financial status of the organization, and to obtain input from Girl Scout council constituencies before taking any action. A full report would be made to the membership once action is taken well in advance of implementation of any change in the dues structure.

Question: Will the National Board continue to bring dues-related proposals to the National Council for consideration?

Answer: No, the National Board will not continue to bring dues-related proposals to the National Council. As part of its ongoing fiduciary responsibility, the National Board will take action on dues. As mentioned in the question above, the National Board will seek the input of councils before enacting a dues increase. Proposals on dues can still be originated by councils for National Council consideration.

Question: How would the National Board determine when a dues increase might be necessary?

Answer: The National Board would take prudent action if analysis of long-term financial trends reflects the need to make an adjustment. An increase would be dictated by circumstances, and not by a timetable. At all times, input would be obtained in a timely way from Girl Scout council constituencies, and the membership would be fully informed throughout the process.

Question: Can the National Board of Directors currently act on dues?

Answer: The Congressional Charter and Constitution of Girl Scouts of the USA allow the National Board to act between meetings of the National Council on all matters, including dues.

Question: Why has the National Board not acted on dues increases between National Council Sessions in the past?

Answer: Through the years, the National Board has been satisfied with the dues increases passed at the National Council Sessions, and it hopes this National Council will pass the most current request for a \$2 increase. However, the National Board always has had the right to implement further increases between meetings of the National Council but exercised its discretion not to do so. This rationale attempts to clarify the respective authority of the National Council and National Board in the dues process. The elimination of the ballot wording will not affect the rights of the National Council or National Board to respond to changing circumstances during the triennium calendar regarding dues.

PROPOSAL 5

CONSTITUTIONAL AMENDMENT: NATIONAL BOARD DEVELOPMENT COMMITTEE (TWO-PART AMENDMENT)

PART 5A

To Amend Article XII, National Nominating Committee, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article XII–National Nominating Committee</p> <p>1. There shall be a National Nominating Committee consisting of seven members and the CEO of Girl Scouts of the USA who shall serve as an ex officio nonvoting member. The committee shall be representative of the various geographical areas of the country, and shall include at least two National Board members and at least three persons who are not National Board members.</p> <p>2. Members of the committee shall be elected by the National Council to serve a three-year term beginning at the adjournment of the National Council when elected and ending with adjournment of the next regular session of the National Council. Members shall serve for no more than two consecutive terms. At least two members, but no more than three, shall serve a second consecutive term. The National Board of Directors shall have the power to fill vacancies in the committee. The requirements of Section 1 of this article shall be adhered to in filling vacancies.</p> <p>3. The committee shall present to the National Council, at its regular session, a single slate of nominations for President of the corporation, the Vice Presidents, the Secretary, the Treasurer, nominations for members-at-large of the National Board of</p>	<p>Article XII – National Board Development Committee, Nominations, and Elections</p> <p>1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.</p> <p>2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.</p> <p>3. Members shall be elected by the National Council.</p> <p>4. The term of office shall commence at the adjournment of the National Council Session when elected, and shall end at the adjournment of the next regular session, or until successors are elected and assume office.</p> <p>5. At least two (2) members, but no more than three (3), shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.</p>	<p>Article XII – National Board Development Committee, Nominations, and Elections</p> <p>1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.</p> <p>2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.</p> <p>3. Members shall be elected by the National Council.</p> <p>4. The term of office shall commence at the adjournment of the National Council Session when elected and shall end at the adjournment of the next regular session, or until successors are elected and assume office.</p> <p>5. At least two (2) members, but no more than three (3), shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.</p>

PROPOSAL 5 (CONT.)

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Directors; and nominations for members of the National Nominating Committee, including a nominee to serve as Chair of the National Nominating Committee. Nominations may be made from the floor at any regular session of the National Council provided that notice of such nominations and written consent of the nominee(s) are presented to the President at least two days prior to the election.</p> <p>4. At a committee meeting held following the National Council Session, the committee shall elect a Vice Chair from among its membership. A vacancy in the office of Chair shall be filled by the Vice Chair until the next regular session of the National Council.</p> <p>5. Any National Nominating Committee member who is absent from two consecutive National Nominating Committee meetings in their entirety without good cause, acceptable to the National Nominating Committee Chair, upon recommendation of the National Nominating Committee to the National Board of Directors, shall be removed from the National Nominating Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.</p> <p>Further, upon recommendation of the National Nominating Committee to the National Board of Directors, a National Nominating Committee member may be removed with or</p>	<p>6. The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee.</p> <p>7. The committee shall elect a Vice Chair from amongst its membership.</p> <p>8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</p> <p>9. The committee shall present at each regular session of the National Council, a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be a current member of the National Board of Directors.</p> <p>10 Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the</p>	<p>6. The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee.</p> <p>7. The committee shall elect a Vice Chair from amongst its membership.</p> <p>8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</p> <p>9. The committee shall present at each regular session of the National Council, a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be a current member of the National Board of Directors.</p> <p>10 Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the</p>

PROPOSAL 5 (CONT.)

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>without cause by a three-fourths vote of the total number of the National Board of Directors.</p>	<p>published time for the convening of the meeting at which the election shall be held.</p> <p>11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>12 Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p> <p>13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.</p> <p>Further, upon recommendation of the National Board Development Committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.</p>	<p>published time for the convening of the meeting at which the election shall be held.</p> <p>11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>12 Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p> <p>13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.</p> <p>Further, upon recommendation of the National Board Development Committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.</p>

PROPOSAL 5 (CONT.)

Proviso: Number 6 is in regard to appointment of the Chair of the National Board Development Committee and will become effective for the 2011–2014 triennium.

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale:

Section 1: Name Change and Expanded Charge

- A Board Development Committee plays a key role in identifying prospective board talent and establishes a formal process for vetting and interviewing prospective candidates; prepares a single slate of nominees; works closely with key leadership of the Board in providing orientation to the first-term board members; ensures a continuing education program for all board members; and recommends tools for Board assessment.
- The committee becomes more proactive, intentional, and strategic in focus.
- Broadening the role of a nominating committee strengthens the National Board and helps it become more effective.
- The name “National Board Development Committee” better fits and defines the role of this Committee than the name “Nominating Committee” or “Governance Committee.”

Alignment

- Aligns GSUSA with best practices in the not-for-profit sector.
- Aligns with GSUSA’s recommendation to councils to expand the role of nominating committees.

Partnering with and Reporting to the National Board Between Meetings of the National Council

- The National Board Development Committee has a dual role: The committee retains accountability to the National Council for presenting a slate for election, and also builds a stronger relationship with the National Board through partnering and reporting.
- According to **BoardSource**, a leading authority on governance and not-for-profit boards, a Board Development Committee should operate as “a committee of the board, by the board, and for the board.” Its purpose is to ensure that the Board is effective and performs at a high level.¹
¹ BoardSource: *Governance Committee*. Authors: Berit M. Lakey, Ph.D.; Sandra R. Hughes, Ph.D.; Outi Flynn
- Close collaboration between the National Board Development Committee and the National Board will help to ensure that the National Board composition is aligned with the strategic direction of the Movement.
- As GSUSA moves from “good to great” and continues to build the capacity of the national organization and councils, the National Board Development Committee will play a crucial role in: 1) building a high-performing board that requires orientation, ongoing education, and engagement of members once they have joined the board and 2) assisting the Board in functioning as a highly effective team through use of appropriate assessment tools.

PROPOSAL 5 (CONT.)

Section 2

- Editorial change only. (Sentence from Section 1 regarding board and non-board members is moved to new Section 2.)

Section 3

- Editorial change only. (Wording regarding election by National Council is moved from Section 2 to new Section 3.)

Section 4

- Editorial change only. (Wording from Section 2 regarding term of office is moved to new Section 4.)

Section 5

- Editorial change only. (Wording from Section 2 regarding consecutive terms is moved to new Section 5.)

Section 6

- The first proposed change is in regard to the Chair's term. A one-term limit for the National Board Development Committee Chair:
 - is consistent with national trends and best practice;
 - aligns GSUSA with the model followed by Girl Scout councils;
 - is consistent with a smaller National Board and National Board Development Committee and
 - promotes succession planning.
- The second proposed change is the appointment of the Chair by the National Board from committee members elected by the National Council instead of election of the Chair by the National Council. This change:
 - reflects the committee's dual role. The National Board Development Committee members will continue to be elected by, and accountable to, the National Council for development of the slate. The National Board appointment of the committee chair from the elected members is consistent with its expanded committee role;
 - is consistent with appointment of other committee chairs by the Board (reference GSUSA Bylaws, Article V)
 - is a best practice. Source: *Charity Channel/Connecting Nonprofit Professionals Worldwide*: "The Board Resource Committee is the most important committee of the board and is appointed by the board from the board members."

Note: Election of the Chair as a separate position on the ballot from other members of the committee came about with a National Council action in 1996, which took effect with the 1999 election.

Section 7

- Editorial change only. (Wording regarding election of vice chair moved from Section 4 to new Section 7.)

PROPOSAL 5 (CONT.)

Section 8

- Proposed wording consolidates and clarifies what happens when there is a vacancy on the committee. A vacancy in any position, including the Chair, shall be filled by the National Board for the unexpired term.

Section 9

- Wording clarifies that the nominee for the highest officer position is a current member of the National Board of Directors. This provides for continuity and consistency in the leadership and direction of the Movement.

Section 10

- Clarification of the timing for nominations from floor: “48 hours” in place of “2 days”
 - Proposed change provides clarity to the required time period. Forty-eight hours prior to the published time in the *Workbook* for convening the meeting at which time the election shall be held is more specific than “two days” before the election, which is subject to a variety of interpretations.

Note: Time and date in which election will be held will continue to be published in the *Workbook*, so that delegates have this information at least 60 days in advance of the National Council Session.

Section 11

- Editorial change only.

Section 12

- Editorial change only.

Section 13

- Editorial change only.

Reference: *Blue Book of Basic Documents 2006*, pp. 10–11, Article XII

PROPOSAL 5 (CONT.)

PART 5B

To amend Article X, National Board of Directors, Section 5, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article X—National Board of Directors</p> <p>5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity, except for the Chair of the National Nominating Committee. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.</p>	<p>Article X—National Board of Directors</p> <p>5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity, except for the Chair of the National Nominating—Committee. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.</p>	<p>Article X—National Board of Directors</p> <p>5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: Provides for language consistent with the Chair of the National Board Development Committee being appointed by the National Board of Directors.

Reference: *Blue Book of Basic Documents 2006*, page 9, Article X, Section 5.

Recommendation: The National Board of Directors recommends adoption of Proposal 5.

PROPOSAL 6

MEMBERSHIP FLEXIBILITY (TWO-PART AMENDMENT)

PART 6A

To amend Article VIII, Credentials, Section 4, by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Article VIII – Credentials 4. Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for no more than one year, except for lifetime membership. All credentials shall bear the name of Juliette Low.	Article VIII – Credentials Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for no more than one year, except for lifetime membership. the appropriate categories. All credentials shall bear the name of Juliette Low.	Article VIII – Credentials 4. Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for the appropriate categories. All credentials shall bear the name of Juliette Low.

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: Language restricting membership to only annual or lifetime membership is removed, providing more flexible membership options (with potential categories yet to be decided), which may result in membership growth.

Results of the National Board Constitutional Revision Task Group’s council survey indicate widespread support for more flexible membership categories other than the annual and lifetime options provide.

Survey question 8: “Should the language of the Constitution be changed?”

Support

Yes	74%
No	18%
Not Sure	7%

PROPOSAL 6 (CONT.)

PART 6B

To amend Article IX, Membership Dues, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article IX – Membership Dues</p> <p>Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual or lifetime membership dues to Girl Scouts of the United States of America.</p>	<p>Article IX – Membership</p> <p>Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay* appropriate dues to Girl Scouts of the United States of America.</p>	<p>Article IX – Membership</p> <p>Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay appropriate dues to Girl Scouts of the United States of America.</p>

* Dues may be paid by another on behalf of a girl member. For example, a parent may pay dues for a child, or dues may be underwritten by a grant or council scholarship.

Proviso: If adopted, this Article will become Article III of the Constitution. The current Article III and subsequent Articles will be renumbered accordingly.

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: Language restricting membership to only the annual or lifetime categories is removed to provide more flexible membership options (with potential categories yet to be decided), which may result in membership growth.

Recommendation: The National Board recommends adoption of Proposal 6.

