

**ACTIONS TAKEN AT 2008 NATIONAL COUNCIL SESSION
REGARDING PROPOSALS**

October 31 – November 2, 2008
Indianapolis, Indiana

Note:

In adoption of the Program, the National Council agreed to permit withdrawal of Proposal 1.5 and 1.6, and Proposal 6.

At time of consideration of the Consent Agenda, Proposal 1, Parts 1 and 4 were removed for separate consideration and vote.

Proposal 1, Part 1

Proposal 1, Part 1 (to strike the word “local” where it appeared relating to councils in the Constitution) was defeated, as it failed to achieve a two-thirds vote. As a result, the word “local” shall remain where it currently appears throughout the Constitution of Girl Scouts of the USA.

Votes in favor: 924

Votes opposed: 859

Proposal 1, Part 1 was defeated.

Proposal 1 Parts 2 and 3 were adopted by Unanimous Consent (thereby achieving the required two-thirds vote).

Proposal 1, Part 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.”

Proposal 1, Part 3

Final Wording:

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.

The Constitutional Amendments that follow were adopted by at least the required two-thirds vote. Final wording is shown.

Proposal 1, Part 4

Final wording of Proposal 1, Part 4 adopted as amended:

Article V—Sessions of the National Council

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 local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Board Development Committee.

Votes in favor: 1604

Votes opposed: 98

There being at least two-thirds in the affirmative, Proposal 1, Part 4 was adopted as amended.

Proposal 2A, National Council Size

Final wording of Proposal 2A, adopted as amended:

Article IV—The National Council

4. The membership of the National Council shall consist of:
- a. delegates elected by Girl Scout councils who are registered through such local councils;
 - b. delegates from USA Girl Scouts Overseas;
 - c. members of the National Board;
 - 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.

The total membership of the National Council shall not exceed 1,500, and at least four-fifths of the entire membership shall consist of delegates from local councils and from USA Girl Scouts Overseas.

Proviso: This action becomes effective for the 2011 National Council Session.

Votes in favor: 1530

Votes opposed: 202

There being at least two-thirds in the affirmative, Proposal 2A was adopted as amended.

Proposal 2B, Formula

Final wording of Proposal 2B, adopted as amended:

Article IV—The National Council

5. Each local 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:

- a. two (2) delegates;
- b. one (1) additional delegate for up to 3,500 girls;
- c. one (1) additional delegate for every 3,500 girls thereafter.

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 3,500 girls may be adjusted when necessary to keep the total membership of the National Council no larger than 1,500.

Proviso: This action becomes effective for the 2011 National Council Session.

Votes in favor: 1200

Votes opposed: 469

There being at least two-thirds in the affirmative, Proposal 2B was adopted as amended.

Proposal 2C, Special Session

Final Wording of Proposal 2C, adopted as amended:

Article IV—The National Council

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%) of the councils chartered by GSUSA. The purpose of the session shall be stated in the written request.

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.

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 local 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.

Votes in favor: 1455

Votes opposed: 257

There being at least two-thirds in the affirmative, Proposal 2C was adopted as amended.

Proposal 3, Membership Dues Increase

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

Votes in favor: 1310

Votes opposed: 460

There being a majority in the affirmative, Proposal 3 was adopted.

The Constitutional Amendments that follow were adopted by the required two-thirds vote. Final wording is shown.

Proposal 4, Ballot Requirement

Final wording of Proposal 4, adopted as amended:

Article V – Sessions of the National Council

5. Each member present in person at the National Council shall be entitled to one (1) vote. Decision on annual membership dues shall require a majority of votes cast. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.

Votes in favor: 1476

Votes opposed: 243

There being at least two-thirds in the affirmative, Proposal 4 was adopted as amended.

Proposal 5A, National Board Development Committee

Final wording as adopted:

Article XII – National Board Development Committee, Nominations, and Elections

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.
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.
3. Members shall be elected by the National Council.
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.
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.
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.
7. The committee shall elect a Vice Chair from amongst its membership.
8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.
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.
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 published time for the convening of the meeting at which the election shall be held.
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.
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.
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. 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.

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

Votes in favor: 1220

Votes opposed: 499

There being at least two-thirds in the affirmative, Proposal 5A was adopted.

Proposal 5B, To Amend Article X, Section 5

Final wording as adopted:

Article X—National Board of Directors

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.

Votes in favor: 1588

Votes opposed: 139

There being at least two-thirds in the affirmative, Proposal 5B was adopted.

NEWLY ELECTED NATIONAL BOARD AND NATIONAL BOARD
DEVELOPMENT COMMITTEE 2008-2011

National Board of Directors, 2008-2011

President:	Connie L. Lindsey
First Vice President:	Davia B. Temin
Second Vice President:	Linda P. Foreman
Secretary:	Angel L. Rodriguez
Treasurer:	Joan Wagnon

Sylvia Acevedo
 Barbara F. Adachi
 Harriet Edelman
 Raquel "Rocky" Egusquiza
 Ellen S. Fox
 Lisa Guillerman Gable
 Linda Mazon Gutierrez
 Nan Hillis**
 Michelle L. Holiday
 John Hom
 Marie C. Johns
 Ingrid Saunders Jones
 Karen A. Maloney
 Sharon H. Matthews*
 Robert L. Morris
 Debra Nakatomi
 Susan P. Peters
 Vikki L. Pryor
 Patricia Romines**
 Rhea S. Schwartz
 Sara L. Schwebel
 Eileen Scott
 Gail M. Talbott
 Susan L. Taylor
 Marisa Tabizon Thompson

(Continued)

National Board Development Committee, 2008-2011

Sharon H. Matthews, Chair*

Jenny Alonzo***

Nan Hillis**

Ilene H. Lang***

Debra Langford***

Mitchell A. Martin***

Patricia Romines**

*Chair, National Board Development Committee

**Members of the National Board Development Committee and members-at-large of National Board of Directors

***Non-Board members of the National Board Development Committee