

# WORKBOOK

INDIANAPOLIS, INDIANA  
October 30-November 2, 2008



Girl Scouts Can Lead Anywhere



2008  
NATIONAL COUNCIL SESSION  
51<sup>ST</sup> CONVENTION  
Girl Scouts Can Lead Anywhere

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51<sup>ST</sup> CONVENTION  
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this workbook belongs to:

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**Chair, National Board of Directors**

Patricia Diaz Dennis

**Chief Executive Officer**

Kathy Cloninger

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## GIRL SCOUTS CAN LEAD ANYWHERE



Dear Girl Scout Member:

I am pleased to tell you a bit about the 2008 National Council Session/51st convention of Girl Scouts of the United States of America in Indianapolis, Indiana, from October 30 to November 2. I hope you'll join us there.

As a Movement, we have been transforming ourselves to better convince girls to join and stay with us. This final year of the triennium is a wonderful opportunity to take a look at the progress we've made. The 2005 triennium began with National Council members participating in a pre-Session that featured state-of-the-art interactive systems. This year, we hope to expand the opportunities for all to voice their views and tell their stories. Our stories are the heart of the Girl Scout Movement. Come to Indianapolis and share your Girl Scout stories, listen to those of your colleagues, and help write the next chapter of Girl Scouting.

As Girl Scouts, we live by our motto, "Be prepared." So be prepared to engage in open, honest dialogue, discussing those issues that matter most. Be prepared to be surprised. And most of all, be prepared to contribute to decisions ensuring the future success of our great Movement.

*Patricia Diaz Dennis*

Patricia Diaz Dennis  
Chair, National Board of Directors

# 2005–2008 GIRL SCOUTS OF THE USA NATIONAL BOARD OF DIRECTORS

## 2005-2008

Girl Scouts of the USA

## Founder

Juliette Gordon Low

## Honorary President

Laura Bush

## Past Honorary Presidents

Mrs. Lyndon B. Johnson

Mrs. Gerald R. Ford

Rosalynn Carter

Nancy Reagan

Mrs. George Bush

Hillary Rodham Clinton

## Past Presidents\*

Mrs. Marjorie Motch

Dr. Gloria D. Scott

Jane C. Freeman

Betty F. Pilsbury

B. LaRae Orullian

Elinor J. Ferdon

Connie L. Matsui

Cynthia B. Thompson

## Officers

Patricia Diaz Dennis, Chair, National Board of Directors, Texas

Sharon H. Matthews, First Vice Chair, North Carolina

Mary P. Borba, Second Vice Chair, Connecticut

Linda P. Foreman, National Secretary, North Carolina

Gwendolyn J. Wong, National Treasurer, California

Debra Nakatomi, International Commissioner, California

Kathy Cloninger, Chief Executive Officer, National Headquarters\*

Florence Corsello, Chief Financial Officer, National Headquarters\*

## National Board of Directors

Susan L. Anderson, Pennsylvania

Dr. Donna L. Blackwell, New York

Maria W. Blake, Indiana

Patsy Brison, North Carolina

Mimi U. B. Coppersmith, Pennsylvania

Valdar Coryat, New York

Tanya Dawkins, Florida

Tjada D'Oyen, Washington

Racquel "Rocky" Egusquiza, Michigan

Tom Frost, III, Texas

Olivia N. Graham, Italy

Linda Mazon Gutierrez, Arizona

Nan C. Hillis, Florida

Michelle L. Holiday, District of Columbia

Kip Hughes, Colorado

Marne L. Keller-Krikava, Wisconsin

Connie L. Lindsey, Illinois

Sandra E. Madrid, Ph.D., Washington

Nancy Marino, New York

Gail G. Mattson, Tennessee

Dr. Melodie Mayberry-Stewart, New York

Joseph L. Mayfield, Connecticut

Judith A. Ramaley, Ph.D., Minnesota

Angel L. Rodriguez, Texas

Patricia Romines, Oklahoma

Rhea S. Schwartz, District of Columbia and Idaho

Sara Schwebel, South Carolina

Joyce Espy Searcy, Tennessee

Major General Annie Sobel, Missouri

Gail M. Talbott, Florida

Davia B. Temin, New York

Marisa Tabizon Thompson, Oregon

Joan Wagnon, Kansas

Perry Yeatman, Illinois

\* Ex officio, without vote



## A MORE INTERACTIVE NATIONAL COUNCIL SESSION

The 2008 National Council Session/51st convention will be different in both structure and style than any you may have attended. Imagine 11,000 Girl Scouts sharing 96 years of memories and magic as they recount their stories about how Girl Scouts can lead anywhere. Imagine thousands of Girl Scout sisters weaving the threads of personal stories into the tapestry of the Girl Scout Movement. Imagine the role you might play in ensuring those stories are given voice in Indianapolis.

The emphasis this year will be on making the National Council Session/51st convention as interactive as possible. The reason is simple: Our stories are the Girl Scout story. By engaging in dialogue, you will be animating the theme of the National Council Session that Girl Scouts can lead anywhere. The intention is to seize the opportunity that the National Council Session affords us to discover our personal passion and hopes, to connect with others through open, honest dialogue, and to commit to take action that will make the world a better place.

Girl Scout members will engage in dialogue on issues that matter most to our girls and on the proposals on the agenda at the National Council Session. In addition, voting members will make decisions that are informed by the past, grounded in the present, and guided by a vision of the future. In sharing with each other, we will be blending the richness and diversity of our individual voices on the issues and subjects we care most about and that will shape the future.

In that spirit, there will be many methods for strategic collaboration by which to participate in formal and informal conversations, such as:

- *Appreciative Inquiry*.<sup>1</sup> A forum for illuminating us as individuals and collectively as a Movement. Appreciative Inquiry is a change practice that places our best stories in the center of our awareness. It springs out of social construction theory—the notion that we create our reality together through our social interactions. Sharing our stories illuminates us as individuals and as a Movement. Our words create our worlds. What we choose to talk about and how we talk about it determine what we create together.
- *Open Space Technology*.<sup>2</sup> A creative opportunity to identify issues you want to share about. In Open Space gatherings, participants create and manage their own agenda of parallel working sessions around central themes of strategic importance. Whether it's a small group or the entire system, working in one-day workshops, three-day conferences, or the regular weekly staff meeting, frequent results of Open Space gatherings are improved communication, creative solutions, enhanced collaboration, and self-organized action.
- *Strategy Cafés*.<sup>3</sup> Small group conversations focused on a specific topic. Strategy Cafés, which were introduced at the 2005 Girl Scout National Council

Session/convention, are based on the World Café model for inviting people into conversations about questions that matter. The conversations link and build on each other as people move between groups to cross-pollinate ideas and discover new insights into the questions or issues that are most important in their lives, work, or communities.

- *Kiosks*. Places to tell your story and shape the future story of Girl Scouting.
- *Story Collectors*. A corps of girls and others ready to record your wisdom and experience.
- *Intergenerational Swapping*. Sharing the stories that define and unite us.
- *Learning Labs*. Places to learn about programs, resources, etc.
- *Dialogue & Conversation*. Informal meetings in informal settings.

All of these experiences and more await you. And the process can begin even before you arrive in Indianapolis by engaging in conversation with those attending from your council. Meet with “at-home” constituencies, participate in electronic dialogues, build a bank of stories—your own and those of others—to bring with you. And then come to Indianapolis to honor our past, celebrate our present, and envision our future together as we build girls of courage, confidence, and character, who make the world a better place.

### The Girl Scout Promise

On my honor I will try:  
To serve God and my country,  
To help people at all times,  
And to live by the Girl Scout Law.

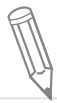
### The Girl Scout Law

I will do my best to be  
honest and fair,  
friendly and helpful,  
considerate and caring,  
courageous and strong, and  
responsible for what I say and do,  
and to  
respect myself and others,  
respect authority,  
use resources wisely,  
make the world a better place, and  
be a sister to every Girl Scout.

<sup>1</sup> Sue Hammond. *The Thin Book of Appreciative Inquiry*. Plano, Tex.: Thin Book Publishing Company, 1998. Also Diana Whitney and Amanda Trosten-Bloom. *The Power of Appreciative Inquiry: A Practical Guide to Positive Change*. San Francisco: Berrett-Koehler Publishers, Inc., 2003.

<sup>2</sup> Harrison Owen. *Open Space Technology: A User's Guide*. San Francisco, Calif.: Berrett-Koehler Publishers, Inc., 1997.

<sup>3</sup> Juanita Brown. *The World Café*. San Francisco, Calif.: Berrett-Koehler Publishers, 2005.



my thoughts, reflections:

Lined writing area for reflections.

### GIRL SCOUT MISSION STATEMENT

#### Girl Scout Mission Statement

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

### TIPS FOR COOKING UP JUICY QUESTIONS<sup>4</sup>

What we ask determines what we will discover. What we discover influences how we talk. How we talk inspires how we dream together. How we dream together sets the stage for what we achieve.

A juicy question:

- Truly begs an answer.
- Stimulates reflective conversation.
- Generates curiosity in the listener.
- Facilitates the thinking of the responder.
- Is simple and clear.
- Is provocative.
- Challenges mental models.
- Generates energy, creativity, and fresh thinking.
- Focuses the inquiry.
- Embodies creative tension.
- Clarifies values and objectives.
- Surfaces assumptions.
- Opens new possibilities.
- Suggests action.
- Leads us into the future.
- Evokes more questions.

<sup>4</sup> "Tips for Cooking Up Juicy Questions" provided courtesy of Christine Whitney Sanchez.

# BASICS OF THE NATIONAL COUNCIL

The National Council is the membership body charged with giving broad policy direction to the future of the Girl Scout Movement in the United States. Its responsibilities, eligibility requirements, composition, size, and how and when its meetings are held are outlined in the Congressional Charter and the Constitution of Girl Scouts of the United States of America, as found in the *Blue Book of Basic Documents*.

Voting members convene every three years, and their responsibilities are to:

- Elect the officers and other members of the National Board of Directors and National Nominating Committee.
- Amend the Constitution as needed.
- Establish requirements for certificates of membership, council charters, and all other credentials.
- Act on proposals to foster and improve Girl Scouting, receive reports of the National Board of Directors, and give guidance to the National Board upon general lines of direction of the Girl Scout Movement and Girl Scout program.

## COMPOSITION

The National Council is composed of:

- Voting members (delegates) from chartered Girl Scout councils.
- Voting members from USA Girl Scouts Overseas.
- Members of the National Board of Directors.
- Members of the National Nominating Committee.
- Past Presidents of Girl Scouts of the USA.
- Other persons as may be elected by the National Council.

## VOTING MEMBERS

The total number of voting members from councils chartered by GSUSA and USA Girl Scouts Overseas (collectively) represents four-fifths of the entire National Council membership, and may not exceed 2,000.

A formula is used to determine how many voting members each council may send to the Session. For the 2008 National Council Session, each chartered Girl Scout council is authorized to send one voting member, and one additional voting member for each 1,500 girls registered with GSUSA as of September 30, 2007. This same formula is also used to select voting members to represent USA Girl Scouts Overseas.

Lined writing area for notes on voting members.

# LEADERSHIP FOR THE 2008-2011 TRIENNIUM

Leadership characterizes Girl Scouting at all levels, from the girls and the leadership experience they gain through program activities to the caring, dedicated adults who provide them with guidance and support. Leadership also involves governance—it is those leaders entrusted to steward the Movement and marshal its resources. And so a key responsibility of voting members is the election of the Movement's national leadership—the National Board of Directors and National Nominating (Board Development) Committee.

## MESSAGE FROM CHAIR OF THE NATIONAL NOMINATING COMMITTEE

Dear National Council Member,

The National Nominating Committee, elected by and responsible to the National Council, is pleased to present the slate of nominees for the National Board of Directors and the National Nominating Committee. The slate meets the Constitutional requirements outlined in Articles X, XI, and XII of the Constitution of Girl Scouts of the USA (see *Blue Book of Basic Documents 2006*, pp. 10–11).

The National Nominating Committee developed a board slate with the talent and leadership needed to provide stewardship of the Girl Scout Movement and oversight of the core business strategy as it enters its next phase. Consideration was given to a balanced slate—Girl Scout National Board experience, age, sex, region, race, and ethnicity were important factors in composing the slate. There was focused intent on succession planning, not just for future officers, but also for committee chairs and members. The National Nominating Committee believes that these nominees possess a wide range of skills and expertise. In partnership with the national CEO, the next board will work to build partnerships and leverage national resources on behalf of Girl Scouts.

According to Article XII, Section 3, of the Constitution, "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." At this National Council Session, elections will be held on Saturday, November 1, the afternoon of Meeting II, which begins at 2 p.m. Therefore, to make a nomination from the floor, Patricia Diaz Dennis, the Chair of the National Board of Directors, must have been notified of your intentions no later than 2 p.m. on Thursday, October 30. Such notice may be sent by mail to national headquarters or delivered on-site to the Office of the National Board of Directors in Indianapolis no later than 2 p.m. on Thursday, October 30.

The National Nominating Committee thanks everyone who participated in identifying prospective talent and submitting referrals.

We thank you, the members of the National Council, for the privilege of serving you and the Girl Scout Movement.

For the National Nominating Committee,



Maria Blake  
Chair, National Nominating Committee



## NOMINATIONS FOR THE NATIONAL BOARD OF DIRECTORS<sup>5</sup>

### OFFICERS 2008–2011

#### PRESIDENT

**Connie L. Lindsey**  
Chicago, Illinois

#### SECOND VICE PRESIDENT

**Linda P. Foreman**  
Durham, North Carolina

#### TREASURER

**Joan Wagnon**  
Topeka, Kansas

#### FIRST VICE PRESIDENT

**Davia B. Temin**  
New York, New York

#### SECRETARY

**Angel L. Rodriguez**  
Parker, Texas

### MEMBERS-AT-LARGE 2008–2011

**Sylvia Acevedo**  
Austin, Texas

**Michelle L. Holiday**  
Washington, D.C.

**Vikki L. Pryor**  
New Rochelle, New York

**Barbara F. Adachi**  
San Mateo, California

**John Hom**  
South Orange, New Jersey

**Patricia Romines**  
Bartlesville, Oklahoma

**Joan Jacobs Brumberg**  
Ithaca, New York

**Marie C. Johns**  
Washington, D.C.

**Rhea S. Schwartz**  
Washington, D.C., and  
Sun Valley, Idaho

**Harriet Edelman**  
Stamford, Connecticut

**Ingrid Saunders Jones**  
Atlanta, Georgia

**Sara L. Schwebel**  
Columbia, South Carolina

**Raquel Egusquiza**  
Dearborn, Michigan

**Karen A. Maloney**  
Chatham, New Jersey

**Eileen Scott**  
Basking Ridge, New Jersey

**Ellen S. Fox**  
New York, New York

**Sharon H. Matthews**  
Charlotte, North Carolina

**Susan L. Taylor**  
New York, New York

**Lisa Guillermin Gable**  
Upperville, Virginia

**Robert L. Morris**  
Columbia Station, Ohio

**Marisa Tabizon Thompson**  
Eugene, Oregon

**Linda Mazon Gutierrez**  
Tucson, Arizona

**Debra Nakatomi**  
Los Angeles, California

**Nan C. Hillis**  
Winter Park, Florida

**Susan P. Peters**  
Fairfield, Connecticut

<sup>5</sup> The triennium begins October 1, 2008, and ends September 30, 2011.



## PRESIDENT

### Connie L. Lindsey

Chicago, Illinois

Connie L. Lindsey is an executive vice president at the Northern Trust Company, Chicago. She was appointed executive vice president in November 2006. She is the first African American woman to achieve this title in the history of the firm. In her current role, she is group head of the public entities and institutions segment. She leads a team of professionals responsible for the asset servicing and strategic management of public funds and foundation and endowment clients. Prior to this appointment, she served as director of enterprise relationship management within the worldwide operations and technology business unit. She also served as deputy business unit head in worldwide operations and technology, where her responsibilities included the oversight of the finance, strategic planning, and business recovery functions.

Previously, Connie served as a senior vice president in Northern Trust's personal financial services business unit, where she was responsible for community banking, personal banking, and business banking for Illinois. She joined Northern Trust in 1993 and has served in several roles in corporate and institutional services, including product management and consulting. Prior to joining Northern Trust, Connie worked at Ameritech Corporation, where she held various positions in finance and accounting. She started her career at Wisconsin Bell in Milwaukee, Wisconsin.

Connie is a National Board member of Girl Scouts of the USA; a board member of the Joffrey Ballet, chair of the Joffrey diversity council, and board secretary; a board member of Women Employed; a member of the board of governors of the Metropolitan Club of Chicago; advisory council member, DePaul University School of Education; a Fellow 2001 class-Leadership Greater Chicago; board member of the Chicago Finance Exchange; member of the Economic Club of Chicago; and immediate past president of Bottomless Closet.

Connie has been recognized for her leadership professionally and in the community, including the Chicago United's Business Leaders of Color Award (2005), the Alpha Kappa Alpha Women Changing the World Award, the YWCA Leaders of Color Award, Chicago Defender Women of Excellence Award, Northern Trust's Chairman's Diversity Award, and Volunteer of the Year Award. An INROADS alumna, Connie has been inducted into the INROADS Alumni Hall of Fame. She has been featured in *Black Enterprise* magazine for her commitment to mentoring.

Connie received a B.A. in finance from the University of Wisconsin and is a certified cash manager.



## FIRST VICE PRESIDENT

### Davia B. Temin

New York, New York

Davia B. Temin is president and CEO of Temin and Company, a reputation and crisis management, strategic marketing, and media consultancy. She founded the company in 1997 to help corporations and other institutions define and strengthen their market positioning, public image, and identity during good times and in times of crisis. Previously, Davia headed corporate marketing for General Electric Capital Services, where she oversaw marketing strategy, crisis communications, corporate identity, media relations, advertising, publications, investor relations, special events, and corporate sponsorships for its 27 global businesses. Before working at General Electric Capital, she directed marketing at Schroder Wertheim & Co., an international investment bank. Earlier in her career, Davia held senior corporate executive positions in marketing at Scudder, Stevens and Clark, Citicorp Investment Bank, and Columbia Business School. Originally from Cleveland, Davia is a former Girl Scout Brownie, one year selling more cookies than any other girl in Ohio. Elected to the National Board of Directors in 2005, she has been a Girl Scout Gold Award keynote speaker for the Girl Scout Council of Greater New York, which also honored her as a 2007 Woman of Distinction. Elsewhere in the community, Davia chairs Women's Enews and serves on the boards of the White House Project, Video Volunteers, the Knight-Bagehot Fellowship at Columbia Journalism School, the Kaufman Cultural Center, and the Alzheimer's Drug Discovery Fund. A former Swarthmore College trustee, she is past president of the Public Relations Society of New York; producer of a highly successful entertainment industry conference, "The Business of Entertainment: The Big Picture"; and past executive producer of *The Night* and the Music Productions. Davia received her B.A. from Swarthmore College and her M.A. from Columbia University. A frequent public speaker, she has appeared as a guest on all the major television networks and on numerous local and national television shows around the world. Featured in the book *Wall Street Women*, Davia currently is writing a book on crisis management and, in November, will lead the crisis management conference of the Young Presidents' Organization in Atlanta.





## SECOND VICE PRESIDENT

### **Linda P. Foreman**

Durham, North Carolina

GSUSA's National Secretary since 2002, Linda P. Foreman has been a girl and adult member for more than 50 years. A former troop leader, camp counselor, and national operational volunteer, she received both the Thanks Badge and the Thanks Badge II. After joining the National Board of Directors in 1996, Linda was a two-term member of the Councils Committee, and served as a National Board Liaison as well as vice chair or member of several task groups. Following reelection to the National Board in 1999, she chaired the Birthplace Advisory Group. Linda was also a member of the 2002 World Conference delegation. She provided leadership to task groups on girl program, property, and governance, and served as vice chair of the Cadette and Senior Girl Scout Program Advisory Group. From 2002 to 2005, Linda chaired the Fund Development Committee and also served on the Core Business Strategy Steering Committee and the Governance and Organizational Structure Gap Team. In the 2005–2008 triennium, she served as chair of the Realignment Task Group and the Constitution Revision Task Group. Before joining the National Board, Linda served in numerous volunteer positions in several councils. She was a program director, field director, volunteer trainer, and board committee member in Girl Scouts of Freedom Valley Council (Valley Forge, Pa.). In the Girl Scout Commonwealth Council of Virginia (Mechanicsville), she served as a board member and president, and for Pines of Carolina Girl Scout Council (Raleigh, N.C.), she volunteered as a board member and fund development committee chair. The recipient of the 2005 Community Impact Award, Linda is a past president of the Transplant Foundation, serves Triangle United Way as a board and executive committee member, and chairs its Triangle Regional Initiatives Task Force. Professionally, she is project director of the Research Triangle Schools Partnership in Durham Public Schools.



## SECRETARY

### **Angel L. Rodriguez**

Parker, Texas

In 2004, Angel L. Rodriguez was appointed group vice president of human resources operations for Frito-Lay North America, a division of PepsiCo, Inc. In his leadership role, Angel supports 22,000 employees at 32 plant locations. Before assuming this position, he served as vice president of human resources of Frito-Lay North America's western operations. Earlier, Angel headed up staffing and diversity of Frito-Lay North America. After joining Pepsi-Cola in 1993 as human resources manager in Houston, Texas, Angel transferred to Pepsi-Cola's world headquarters in Somers, New York, where he served as a senior human resources manager. He later directed human resources for Frito-Lay's south Texas region from mid-1997 to mid-2000, when he was named vice president. During his college years, Angel served as a human resources INROADS intern for GE Capital, where he entered a management development program and pursued human resources leadership roles in three states following graduation. A GSUSA National Board member since 2005, he is also a founding member of Frito-Lay's Latino Leadership Organization as well as chair emeritus of the corporate advisory board of the National Society of Hispanic MBAs, which fosters Hispanic leadership through graduate management education and professional development. He has served in various other leadership roles that include co-chair of the Harvard/HACR Alumnae network and board member of the Texas Lyceum, Dallas International, INROADS Central Texas, and the ADELANTE leadership organization. He serves in a volunteer capacity as a human resources sponsor for Enable, an organization providing individualized services for adults and children with disabilities, and RISE, an American Indian network. As a youth, Angel achieved the rank of Eagle Boy Scout.



## TREASURER



**Joan Wagnon**  
Topeka, Kansas

In January 2003 Governor Kathleen Sebelius appointed Joan Wagnon secretary of revenue for the state of Kansas. Before this appointment, Joan was president of Central National Bank, a position she assumed after leaving office as mayor of Topeka in 2001. A former executive director of Kansas Families for Kids and of Topeka's YWCA, she has also been a schoolteacher, medical researcher, and state legislator for 12 years. This former girl member and lifetime member received the Thanks Badge from the former Girl Scouts of Kaw Valley Council (Topeka), where she was a troop leader, special services volunteer, trainer, and council board president. Currently president of the streamlined sales tax governing board and a past chair of the multistate tax commission, Joan is also a board member of Central National Bank and president of the Rotary Club of Topeka. Joan has served on the Girl Scouts of the USA National Board since 2005.

## MEMBERS-AT-LARGE 2008–2011

**Sylvia Acevedo**  
Austin, Texas

Sylvia Acevedo founded and is president and CEO of CommuniCard, a breakthrough strategy and publishing company. Previously, she held executive positions at Fortune 100 companies such as IBM, Dell, and Apple. In her career, Sylvia has spearheaded programs that serve community police departments, school districts, and hospital systems nationwide. Her numerous awards include the 2007 Austin Business Journal Profiles in Power Award, Greater Austin Chamber Advocate Award 2007, Hispanic Community Leader for AISD 2007, YWCA Austin's Businesswoman of the Year 2006, GEM National Entrepreneur of the Year 2006, and U.S. Hispanic Chamber of Commerce Businesswoman of the Year 2004. Sylvia was asked by former Texas Governor Ann Richards to join the executive board of the Ann Richards School for Young Women Leaders. She also serves as chairwoman of the E3 Alliance, vice president of the Austin Community Foundation, on the board of advisers for Leadership Austin, and on United Way and AISD advisory commissions.



**Barbara F. Adachi**  
San Mateo, California

With more than 25 years of employee benefits consulting experience, Barbara F. Adachi heads Deloitte Consulting LLP's western region human capital consulting practice. In her leadership role, she directs financial performance and operations, talent recruitment and development, and delivery of human capital consulting services across California, the Pacific Northwest, Nevada, and Arizona. Recently appointed national managing principal for Deloitte LLP's award-winning Women's Initiative, Barbara additionally serves on the board of Deloitte Consulting LLP and is the lead Deloitte partner serving the University of California, overseeing consulting to the Office of the President, campuses, medical centers, and laboratories. As a community volunteer, Barbara serves on the boards of the San Francisco Chamber of Commerce, Santa Clara University Human Resources Leadership Advisory Board, and Blue Cross of California's Consumer Relations Committee. For her efforts, the *San Francisco Business Times* honored Barbara by naming her one of the "100 Most Influential Women in Business" from 2003 through 2007.





## MEMBERS-AT-LARGE 2008–2011

### Joan Jacobs Brumberg

Ithaca, New York



Joan Jacobs Brumberg is Stephen H. Weiss Presidential Fellow and Professor Emerita at Cornell University, where she held an interdisciplinary appointment in history, human development, and gender studies. After accepting the appointment, Joan spent more than two decades teaching courses on the history of female adolescence, American women in the professions, childhood, and American medicine. Globally credited for her research and writing on the history of American girls, Joan currently is project director of “The Immigrant Child.” A prize-winning author, she has contributed book introductions and written numerous review essays, book reviews, articles, and editorials. Elected a fellow of the Society of American Historians in 1998, Joan has received awards from the John Simon Guggenheim Foundation, the National Endowment for the Humanities, the Rockefeller Foundation, and the MacDowell Colony. She serves as a board member of Childhood Studies Series at Rutgers University Press and of Hospice Care and Palliative Care Services of Tompkins County, in New York.

### Harriet Edelman

Stamford, Connecticut



Harriet Edelman recently retired from Avon Products, Inc. In addition to her executive committee activities, Harriet was senior vice president and chief information officer, responsible for Avon’s information technology strategy and operations globally. Previously, she was senior vice president, global supply chain, for Avon and also led marketing, sales, and business transformation functions. While at Avon, Harriet also headed the company’s Diversity Council, was the executive sponsor of its Black Professional Association, and created the first Global Women’s Leadership Forum. Now a board member of Brinker International, she is a former director of the Hershey Company and the Blair Corporation, and was vice chairman of the Direct Selling Association in 2007. Named a top “Woman behind the Women” by *Forbes* magazine, Harriet is board vice president of the Police Athletic League of New York, Corporate Circle member of the National Council for Research on Women (NCRW), and a trustee of the National Center for Women in Technology.

## MEMBERS-AT-LARGE 2008–2011

### Raquel “Rocky” Egusquiza

Dearborn, Michigan



Raquel Egusquiza oversees community development and international strategy for Ford Motor Company Fund, and has offices in Dearborn, Michigan, and Washington, D.C. Before joining Ford in 2001 as director of community development, she managed AT&T governmental relations programs and initiatives in Florida, and previously held several Florida-based public sector positions. Raquel currently represents Ford as an advisory board member of the National Council of La Raza, the Cuban American National Council, and Centro Fox, the first presidential library built in Mexico. She additionally serves as a board member of the Congressional Hispanic Caucus Institute, Congressional Hispanic Leadership Institute, Barry Goldwater Foundation, and U.S. Hispanic Chamber of Commerce Foundation. Raquel has received numerous awards for her work in the community including Latina Executive of the Year by On Wheels, Inc., Michigan’s Most Influential Hispanic Leaders by *Corp!* magazine, U.S. Hispanic Chamber of Commerce Corporate Business Advocate of the Year, and the Cafe con Leche Award from the Cuban American National Council. Raquel has served on the National Board since 2005.

### Ellen S. Fox

New York, New York



Ellen S. Fox is a managing director of Rockefeller and Co., where she oversees the company’s Open Architecture Program. Ellen is also the manager of a number of funds investing in private equity and hedge funds and is a senior client adviser to high net worth individuals, family offices, and foundations. Before joining Rockefeller & Co., Inc., in 1996, Ellen spent 13 years at Colonial Consulting Corporation, where she assisted major institutional clients as a senior investment consultant. While at Arnold and S. Bleichroeder Advisers earlier in her career, she was the financial analyst for three global offshore hedge funds and worked with high net worth clients. A former girl member, Ellen has been a member of the Investment Committee of Girl Scouts of the USA. She continues to serve as a board member of the Rockefeller Trust Company and of the International Planned Parenthood Federation–Western Hemisphere Region, Inc. Ellen and her daughter, Lacey, live on the Upper West Side of Manhattan.

## MEMBERS-AT-LARGE 2008–2011



**Lisa Guillermin Gable**  
Upperville, Virginia

Lisa Gable is a seasoned technology executive, public official, and adviser on political fundraising and philanthropy. A recognized public speaker and spokesperson, she is a leading authority on managing and communicating Fortune 500 brands. Named United States ambassador to the 2005 World's Fair in Nagoya, Japan, Lisa repositioned U.S. participation in world's fairs by focusing on business development, investment, and job creation. The founder of Silicon Valley-based Guillermin Group, she recently launched the Brand Group, a firm focused on strategy, operations, and design. Her professional background includes service at the White House and Defense Department and as global corporate identity manager for Intel Corporation. Now chairman emeritus of the Pacific Research Institute, Lisa is a board member of Virginia Foundation for the Humanities and Thunderbird School of Global Management and serves on a number of corporate boards. A former commissioner on the White House Fellows Commission and former Vice Chair of the Defense Advisory Committee on Women in the Services, Lisa also served as a United States delegate to the United Nations Commission on the Status of Women.



**Linda Mazon Gutierrez**  
Tucson, Arizona

In 2008, Linda Mazon Gutierrez became national chair of the Affiliate Council for the National Council of La Raza, the largest Latino education, housing, and financial services organization in the United States. She is also the current president and CEO of the Hispanic Women's Corporation. Before establishing Linda Mazon Gutierrez LLC for motivational empowerment seminars, she was Congressional Liaison for the State of Arizona. A GSUSA National Board member since 2005, Linda also serves on the boards of Arizona State University Morrison Institute on Public Policy and of Chicanos Por La Causa. A past board member of the Arizona Theater Company, she has been national chair, vice-chair, and alumnae chair of the National Hispana Leadership Institute. In 2004, Linda received the National Foundation of Women Legislators' Latina Leadership Award and was named Woman of the Year by Soroptomists International Arizona and its U.S. Western Region. Linda regularly appears as an editorial columnist and online blogger with *The Arizona Republic*.

## MEMBERS-AT-LARGE 2008–2011

**Nan C. Hillis**  
Winter Park, Florida

Nan C. Hillis has more than 32 years of experience in the financial services industry, principally in leadership of corporate and commercial lending teams. Currently, she is East Florida regional president of BB&T, a full-service financial institution. A former Girl Scout Brownie and Junior, Nan received the Thanks Badge in 2002 for her service commitment to the Girl Scout Council of Northwest Georgia (Atlanta). Prior to accepting a Florida-based position as a BB&T senior vice president in 2002, she served on the council's board of directors and chaired the nominating committee as well as the annual fund campaign. Since her election to the GSUSA National Board in 2002, Nan has served on the Finance Committee, the Nominating Committee, and the Steering Committee for the 2005 National Convention. Nan also co-chaired Florida State University Foundation's "FSU Connect" capital campaign and has been a board member of the university's national alumni association. Presently she serves on the board of trustees of the Florida State University College of Business.



**Michelle L. Holiday**  
Washington, D.C.

Elected to GSUSA's National Board of Directors in 2005, Michelle L. Holiday is a lifetime member as well as a former girl member. After serving as director of development for the Iowa Tribe of Oklahoma, Michelle became the Washington, D.C.-based manager of legislative and Native American affairs for Southern California Edison, an investor-owned utility in California. A past mayoral appointee, Michelle served on the Los Angeles Native American Indian Commission and on Long Beach's Community Development Advisory Commission. In addition to being a lifetime member of the Oklahoma Federation of Indian Women, Michelle also serves on the board of the National Center for American Indian Enterprise and is a member of the international advisory board of the University of Arizona's Native Nations Institute. She has received numerous awards for her volunteer service and commitment to the advancement of tribes and American Indian businesses in the areas of economic development and energy self-sufficiency. She is married and gave birth to a daughter in January.





## MEMBERS-AT-LARGE 2008–2011

### **John Hom**

South Orange, New Jersey



In 2004, John Hom joined Merrill Lynch & Co, Inc., as director of talent management activities in the global research and chief financial office groups, where he ensures design and implementation of talent management processes including development planning, talent review, learning and development, performance management, and internal mobility. Previously, John was a senior consultant for the Hay Group, a global leadership development consulting firm. At Hay, John specialized in organizational effectiveness, focusing on strategy alignment, organizational analysis and design, leadership development, team effectiveness, and employee rewards and recognition. In this capacity, he consulted with Fortune 500 companies in industries that include pharmaceuticals, financial services, and telecommunications. A former member of Salomon Brothers' corporate strategy and planning group and its mergers and acquisition division, he also worked in operational roles at Lehman Brothers and Chase Manhattan Bank. Currently, John is a member of GSUSA's Executive Compensation Committee.

### **Marie C. Johns**

Washington, D.C.



Now managing member of L&L Consulting LLC, Marie C. Johns is a former president and chief executive officer of Verizon Washington, D.C. Marie has developed an impressive business and civic record as former chair of the Washington, D.C., Chamber of Commerce; founder of the Washington, D.C., Technology Council; past chair of Leadership Greater Washington; and a trustee of Howard University and chair of the university's middle school of mathematics and science. A catalyst for establishing the district's first home for babies born to mothers addicted to crack cocaine, she also initiated SEEDS, a job training program that prepared high school dropouts for entry-level telecommunications jobs. Marie continues her impressive service work as a board member of Centronia, advisory board member of the District of Columbia's Department of Youth Rehabilitative Services, and a member of the women's advisory board of Girl Scouts of the Nation's Capital. This former girl member has received more than 100 awards for her business and civic leadership in Washington, D.C.

## MEMBERS-AT-LARGE 2008–2011

### **Ingrid Saunders Jones**

Atlanta, Georgia



As senior vice president of the Coca-Cola Company and chair of the Coca-Cola Foundation, Ingrid Saunders Jones directs the company's global involvement in community, philanthropic, and civic affairs. She additionally serves on the board of the Coca-Cola Africa Foundation and the Coca-Cola Scholars Foundation. Before joining Coca-Cola, Ingrid was executive assistant to Maynard Jackson, then mayor of Atlanta, and worked for the Atlanta City Council. Earlier in her career, she served as executive director of the Detroit-Wayne County Child Care Coordinating Council and was a public school teacher in Detroit and Atlanta. Presently, Ingrid is a board member of Clark Atlanta University, the Carter Center, the Congressional Black Caucus Foundation, the Ohio State University President's Council on Women, and the Andrew Young School of Policy Studies at Georgia State University. Her corporate work and contributions to civic and community causes have prompted numerous awards and honors, including an honorary doctor of humanities degree from Michigan State University, her alma mater.

### **Karen A. Maloney**

Chatham, New Jersey



Karen A. Maloney's career includes extensive financial management experience within the publishing, distribution, apparel, manufacturing, and retail industries. In 2007, MTV Networks named Karen as its senior vice president and worldwide controller. In this capacity, she is responsible for global financial accounting and reporting, financial systems, financial planning and analysis, shared services, production audit, compliance, and travel management. Prior to joining MTV Networks, Karen served as Scholastic Corporation's senior vice president of finance and chief accounting officer. Karen's significant expertise in corporate accounting, financial and tax reporting, and cash management are the direct result of her leadership positions as corporate controller for Calvin Klein, Inc., Bernard Chaus, Inc., and Bidermann Industries Corp. Karen began her career at KPMG and subsequently held accounting positions at RCA, Grand Union, and Federal Paper Board Company, Inc., where she became assistant controller. A former girl member, she currently serves on the board of the Volunteer Management Center of New Jersey. Karen served as a member of the Girl Scouts of the USA's Audit Committee.

## MEMBERS-AT-LARGE 2008–2011

### **Sharon H. Matthews**

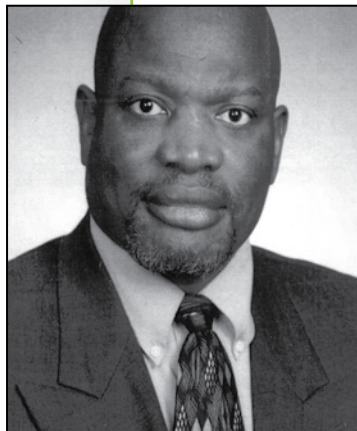
Charlotte, North Carolina



Sharon H. Matthews is a senior vice president at Wachovia Corporation, where she directs design, development, and implementation of workforce policies, initiatives, and work life strategy. Before joining Wachovia, Sharon held human resources management positions at IBM, with domestic and global responsibility in manufacturing and development, financial services, sales, and services. A former girl member and member of the National Board of Directors since 2002, Sharon has been First Vice President, chair of the Executive Compensation Committee, and a member of the Realignment Task Group and of the Steering Committee for the 2004 National Corporate Leadership Meeting. Locally, Sharon is a board member of Community Link and on the advisory committee of Community School of the Arts. Currently a member of Charlotte Women Executives, of the Crown Jewels chapter of Links, Inc., and of Jack and Jill of America, she is a former steering committee member of Charlotte's United Agenda for Children.

### **Robert L. Morris**

Columbia Station, Ohio



Since 1989, Robert L. Morris has held senior leadership positions at KeyCorp, one of the nation's largest bank-based financial services companies. As KeyCorp's current chief accounting officer, he leads a 150-employee team and oversees financial reporting, accounting policy and research, key equipment lease accounting, and accounting operations. Prior to this, he served as senior vice president of financial operations and integration and as corporate controller. Before joining KeyCorp, Robert was appointed director of financial compliance at United Technologies, Automotive. Earlier, he was senior accountant at Ernst & Young LLP. In the community, he serves in various volunteer roles that include treasurer of Seeds of Literacy and Audit Committee member of GSUSA. Robert also applies his corporate experience as a mentor within a career-coaching group for other black professionals. Robert's more than 30 years of financial experience have brought about numerous recognitions. Among his honors are KeyCorp's Chairman Award and the Encore Award.

## MEMBERS-AT-LARGE 2008–2011

### **Debra Nakatomi**

Los Angeles, California



Debra Nakatomi is the founder of Nakatomi & Associates, a strategic communications firm that designs social marketing and media advocacy campaigns promoting access, equity, literacy, and learning. She advises corporate, philanthropic, and not-for-profit clients on new initiatives that strengthen brand identity and relationships with diverse markets of consumers and communities. Previously, she held positions at the Walt Disney Company and CBS Television, Inc. Debra is former board chair of the Center for Asian Pacific American Women and the Los Angeles Women's Foundation. She is a recipient of the Changing the Face of Philanthropy award from the Women's Funding Network. A former girl member, Debra was elected to GSUSA's National Board of Directors in 2002 and served on the Fund Development Committee. Debra currently serves as GSUSA International Commissioner, chairs the WAGGGS Task Group, and is a member of the Advocacy and Public Policy Task Group.

### **Susan P. Peters**

Stamford, Connecticut



Susan P. Peters is vice president of executive development and chief learning officer for GE, where she is responsible for talent identification, leadership development, training, performance management, and succession planning for all GE executives worldwide. Susan joined GE's human resource management program in 1979, later holding union relations and human resources leadership roles in several GE businesses. She then worked in Bergen Op Zoom in The Netherlands, managing human resources for GE Plastics manufacturing sites across Europe. After returning to GE corporate headquarters to lead staffing and development, Susan moved to human resources management positions within GE Plastics, Americas, and GE Appliances. Named executive vice president of human resources for NBC in 2000, she was appointed vice president of executive development for GE a year later. In 2007, Susan assumed responsibility for Crotonville, GE's Management Development Institute, and all leadership training. A founding member of the GE Women's Network, Susan also is a member of the GE Volunteers Advisory Board.



## MEMBERS-AT-LARGE 2008–2011

### **Vikki L. Pryor**

New Rochelle, New York



Vikki L. Pryor was named president and CEO of SBLI USA Mutual Life Insurance Company, Inc., in 1999. Under her leadership, the company has experienced national expansion, product development, and several years of double-digit sales growth. Prior to SBLI USA, Vikki was senior vice president of operations at Oxford Health Plans, senior vice president at Blue Cross/Blue Shield of Massachusetts, a director at Allstate Life Insurance Company, and an Internal Revenue Service tax trial lawyer. As a volunteer, she is a member of the Partnership for New York City, the American Council of Life Insurer's Forum 500 Board, the Citi Advisory Board for Citigroup's Security and Fund Services, and the Small Business and Agricultural Advisory Council of the Federal Reserve Bank of New York. Recently named one of the 100 Most Influential Women in New York City Business by Crain's New York, Vikki is a sought-after speaker on topics from women's empowerment, ethics, and leadership to corporate governance and financial empowerment.

### **Patricia Romines**

Bartlesville, Oklahoma



A former girl member and Thanks Badge recipient, Patricia Romines was elected to GSUSA's National Board of Directors in 2002 and has served on the Realignment Task Group and the Councils Committee. From 1990 to 2000 she supported Girl Scouts–Bluestem Council (Bartlesville) as a capital campaign chair, two-term president, first vice president, and treasurer. The first woman president of Bartlesville Rotary Club, Patricia has also served as a trustee or board member of the Price Tower Arts Center, the Philbrook Museum of Art, and the Bartlesville Community Foundation. Patricia is a consultant to Knightsbridge Advisers LLC, an institutional investment management firm, and previously held management positions at Phillips Petroleum in the United States and United Kingdom.

## MEMBERS-AT-LARGE 2008–2011

### **Rhea S. Schwartz**

Washington, D.C. and Sun Valley, Idaho



Rhea S. Schwartz served as deputy director of the Center for Israel Studies at American University from 2001 to 2006. In 2005, Rhea was elected to GSUSA's National Board of Directors and National Nominating Committee. She is a former legal adviser to the board of directors of the Federal Deposit Insurance Corporation, and has been president of RAPCO Development, an investment and real estate organization, since 1986. A lifelong Girl Scout, Rhea earned the Curved Bar and the Thanks Badge. As a three-term board member of Girl Scout Council of the Nation's Capital, she received the council's Capital Award for administrative leadership in 2002, and she is a founding co-chair of its women's advisory board. From 1997 to 2000, she served on the board of the Washington Performing Arts Society. Rhea is an adult competitive skater and, in 1995, as a member of the board of directors of the U.S. Figure Skating Association, she created the adult skating program for the United States. She is currently chair of International Adult Figure Skating for the International Skating Union.

### **Sara L. Schwebel**

Columbia, South Carolina



An assistant professor of English Literature and Language at the University of South Carolina and author of two books, Sara L. Schwebel is a cultural historian and critic who is interested in the uses of history in children's literature, the relationship between art and politics, and interracial relationships in children's novels. Prior to beginning an academic career, Sara was the youth educator of Temple Israel in Boston and head of the middle school at the Williams School in New London, Connecticut. A lifetime member of Girl Scouts, Sara earned her Girl Scout Gold Award in 1992 and was a young adult member of the National Board of Directors Standing Committee on Program and Membership from 1993 to 1996. She served on the National Board of Directors and National Nominating Committee from 2005 to 2008.

## MEMBERS-AT-LARGE 2008–2011

### **Eileen Scott**

Basking Ridge, New Jersey



Eileen Scott began her career at Pathmark Stores, Inc., in 1969. While at Pathmark, she served as assistant store manager at various locations from 1977 to 1981. Appointed executive vice president of merchandising and distribution in 1997, she assumed the office of executive vice president of operations four years later. In October 2002, Eileen was named chief executive officer. Before leaving this position in 2005, she successfully reached an agreement with a private equity company to invest \$150 million in Pathmark to reduce leverage and increase resources for existing and new stores. Currently she serves on the boards of Dollar Trees Stores and Perdue Farms, Inc. In her volunteer work, Eileen is on the boards of the Food Bank for New York City and the Food Policy Institute at Rutgers University. The recognition Eileen has received includes the President's Medal and the Distinguished Alumni Award from William Paterson University. Mass Market Retailers designated her as one of "Five People Who Made a Difference" in 2003.

### **Susan L. Taylor**

Over nearly three decades, Susan L. Taylor became synonymous with *Essence* magazine as its fashion and beauty editor, editor-in-chief, and editorial director. She is the first and only African American Woman to be recognized by the Magazine Publishers of America with the Henry Johnson Fisher Award—the industry's highest honor—and the first to be inducted into the American Society of Magazine Editors Hall of Fame. An author and gifted speaker as well as an entrepreneur, Susan also received the NAACP President's Award for visionary leadership and has honorary degrees from more than a dozen colleges and universities. Susan's dedication to the Black community led her to found the National Cares Mentoring Movement, and she is a cofounder of Future PAC, the first national political action committee that provides funding for the campaigns of progressive African American women seeking political office. She is co-chair, with Danny Glover, of Shared Interest, a capital campaign to raise money for housing in the rural areas of South Africa, and serves on the boards of the Joint Center for Political and Economic Studies and the National Underground Railroad Freedom Center.



## MEMBERS-AT-LARGE 2008–2011

### **Marisa Tabizon Thompson**

Eugene, Oregon



Marisa Tabizon Thompson has assumed a number of roles at the University of Oregon since her appointment as assistant director of admissions for top scholar recruitment and alumni recruitment programs in 2001. Now assistant director of donor relations, she is a guest presenter at the university, lecturing on leadership and nonprofit management to classes and student organizations. Presently the chair of the university's formal hearings board, Marisa is a member of the Off-Campus Grants and Scholarships Committee and a faculty adviser to the Delta Upsilon Fraternity and Mortar Board Senior Honor Society. This former girl member and Girl Scout Gold Award recipient has held volunteer positions in Girl Scouts of Western Rivers Council (Eugene) and Girl Scouts—Columbia River Council (Portland). A National Board member since 2005, Marisa has also served as a girl/young adult member of the National Board Standing Committee on Program and Membership. As a community volunteer, she has supported the work of wide-ranging church, religious, sports, arts, and academic organizations. Marisa is a graduate of the University of Oregon and the Yale University School of Divinity.



## NOMINATIONS FOR THE NATIONAL NOMINATING COMMITTEE

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### CHAIR

**Sharon H. Matthews**  
Charlotte, North Carolina

### BOARD MEMBERS 2008–2011

**Lisa Guillermin Gable**  
Upperville, Virginia

**Nan C. Hillis**  
Winter Park, Florida

### NON-BOARD MEMBERS 2008–2011

**Jenny Alonzo**  
Bayside Hills, New York

**Michael T. Holmes**  
Danbury, Connecticut

**Ilene Lang**  
New York, New York

**Mitchell A. Martin**  
East Point, Georgia

## NATIONAL NOMINATING COMMITTEE BOARD MEMBERS 2008-2011

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### **Sharon H. Matthews (Chair)**

Charlotte, North Carolina

Sharon H. Matthews is a senior vice president at Wachovia Corporation, where she directs design, development, and implementation of workforce policies, initiatives, and work life strategy. Before joining Wachovia, Sharon held human resources management positions at IBM, with domestic and global responsibility in manufacturing and development, financial services, sales, and services. A former girl member and member of the National Board of Directors since 2002, Sharon has been First Vice President, chair of the Executive Compensation Committee, and a member of the Realignment Task Group and of the Steering Committee for the 2004 National Corporate Leadership Meeting. Locally, Sharon is a board member of Community Link and on the advisory committee of Community School of the Arts. Currently a member of Charlotte Women Executives, of the Crown Jewels chapter of Links, Inc., and of Jack and Jill of America, she is a former steering committee member of Charlotte's United Agenda for Children.



### **Jenny Alonzo**

Bayside Hills, New York

Jenny Alonzo has worked on some of the strongest U.S. brands. In February 2007 she co-founded and now is executive vice president of marketing and communications of MIO.TV, an online multimedia site aimed at the acculturated 18- to 34-year-old Latino market. Before this, Jenny held various leadership roles at Lifetime Television, overseeing creative services, marketing, production, promotion planning, and multicultural strategies and initiatives. Earlier, Jenny worked at NBC, focusing on advertising and on-air promotion, and, before that, at IBM as an account team executive assistant. From 2002 to 2004, Jenny served as first Latina president of the National Association for Multi-Ethnicity in Communications. A fellow of the Betsy Magness Leadership Institute, she is a member of the Nielsen Company's Latino Advisory Council and of the Diversity Council of Ford Motor Company's Premier Automotive Group. In 2006, Jenny was recognized by *Hispanic* magazine as one of the 100 most influential Hispanics in the United States; and in that same year she received the Latinos in Information Sciences & Technology Association Executive of the Year Award.



## NATIONAL NOMINATING COMMITTEE BOARD MEMBERS 2008-2011



**Lisa Guillermin Gable**  
Upperville, Virginia

Lisa Gable is a seasoned technology executive, public official, and adviser on political fundraising and philanthropy. A recognized public speaker and spokesperson, she is a leading authority on managing and communicating Fortune 500 brands. Named United States ambassador to the 2005 World's Fair in Nagoya, Japan, Lisa repositioned U.S. participation in world's fairs by focusing on business development, investment, and job creation. The founder of Silicon Valley-based Guillermin Group, she recently launched the Brand Group, a firm focused on strategy, operations, and design. Her professional background includes service at the White House and Defense Department and as global corporate identity manager for Intel Corporation. Now chairman emeritus of the Pacific Research Institute, Lisa is a board member of Virginia Foundation for the Humanities and Thunderbird School of Global Management and serves on a number of corporate boards. A former commissioner on the White House Fellows Commission and former Vice Chair of the Defense Advisory Committee on Women in the Services, Lisa also served as a United States delegate to the United Nations Commission on the Status of Women.



**Nan C. Hillis**  
Winter Park, Florida

Nan C. Hillis has more than 32 years of experience in the financial services industry, principally in leadership of corporate and commercial lending teams. Currently, she is East Florida regional president of BB&T, a full-service financial institution. A former Girl Scout Brownie and Junior, Nan received the Thanks Badge in 2002 for her service commitment to the Girl Scout Council of Northwest Georgia (Atlanta). Prior to accepting a Florida-based position as a BB&T senior vice president in 2002, she served on the council's board of directors and chaired the nominating committee as well as the annual fund campaign. Since her election to the GSUSA National Board in 2002, Nan has served on the Finance Committee, the Nominating Committee, and the Steering Committee for the 2005 National Convention. Nan also co-chaired Florida State University Foundation's "FSU Connect" capital campaign and has been a board member of the university's national alumni association. Presently she serves on the board of trustees of the Florida State University College of Business.

## NATIONAL NOMINATING COMMITTEE BOARD MEMBERS 2008-2011

**Michael T. Holmes**  
Danbury, Connecticut

Michael T. Holmes has considerable expertise in helping organizations attract, develop, and retain exceptional workforces. As director of global executive staffing for Terex Corporation, the world's third-largest construction equipment manufacturer, Michael teams with senior leaders to source and hire top talent for all director and above positions across the organization. Prior to joining Terex, Michael headed up strategic talent management and diversity leadership at Pitney Bowes, while also managing coaching, mentoring, and early career talent strategies. Before moving to Pitney Bowes, Michael held a staffing and diversity leadership position at Citigroup Global Investment Management. Earlier, Michael was executive vice president and national account manager of INROADS, Inc., an international, nonprofit organization that identifies and develops high-potential diverse talent for leadership positions in business and the community. Michael began his career as a college admissions and financial aid officer at the College of the Holy Cross and afterward at Western Connecticut State University. Michael was born and grew up in Brooklyn, New York. He and his family currently reside in Danbury, Connecticut.



**Ilene H. Lang**  
New York, New York

As president of Catalyst, a leading research and advisory organization, Ilene H. Lang focuses on helping businesses and the professions build inclusive workplaces and expand opportunities for women and business. In her role at Catalyst, Ilene regularly addresses national and international groups of senior leaders in diverse business, academic, and public policy venues. She is widely recognized as a pioneering female high-tech/Internet executive consultant, having been the founding chief executive officer of AltaVista Internet Software, Inc., a subsidiary of Digital Equipment Corporation. Previously, Ilene was senior vice president of the Desktop Business Group at Lotus Development Corporation, where she was responsible for worldwide development and marketing of Lotus's SmartSuite product line. As a successful businesswoman, Ilene has advised CEOs and entrepreneurs as a board member, coach, and investor in women-led technology companies. Currently a board member of Art Technology Group, Inc., an enterprise software company, Ilene has served on numerous corporate, private, and nonprofit boards.



## NATIONAL NOMINATING COMMITTEE BOARD MEMBERS 2008-2011



**Mitchell A. Martin**  
East Point, Georgia

Mitchell (Mitch) A. Martin began his career as an auditor at the accounting firm Arthur Andersen & Company in Atlanta. He then accepted a position with Cable Atlanta (now Comcast) as vice president and controller. Mitch went on to start the accounting firm of Martin, Harps, Syphoe & Company and later founded Grecian Foods, Inc. (now Global Concessions, Inc.), a multi-franchise owner/operator. The recipient of a presidential citation from the National Association for Equal Opportunity in Higher Education, Mitch has co-chaired the United Negro Telethon, served on two American Institute of Certified Public Accountants national committees, and is a past board chairman of the Girl Scout Council of Northwest Georgia, Inc. (Atlanta). Elected to the National Nominating Committee in 2005, he has also served on the Audit Committee. A member of the business school advisory committee for North Carolina A&T State University, Mitch is treasurer of the Board of Atlanta Interfaith Broadcasters, Inc.

## PROFILE OF NATIONAL SLATES<sup>6</sup>

Of the **34** nominees:

**29** are women, **4** are men

**26** percent are Black

**47** percent are White (non-Hispanic)

**18** percent are Hispanic

**6** percent are Asian American

**3** percent are American Indian

**4** have been president of one or more Girl Scout councils

**8** have served on one or more council boards of directors

**15** were girl members

**2** are attorneys

**5** are outstanding professionals in education or social services

**2** have earned Ph.D.s

**2** have been appointed to state or federal legislative or executive positions

**19** are specialists in banking, finance, communications, technology, or strategic planning

**4** have top-level experience in fund development

**3** have distinguished backgrounds in marketing

**7** are experts in human resources

**30** serve on one or more boards of other national non-for-profits or corporations

They currently reside in **17** states and the District of Columbia.

<sup>6</sup>Includes the National Board of Directors and the National Nominating Committee.

# 2008 NATIONAL COUNCIL SESSION ACTION ITEMS

## REQUIRED ACTION ITEMS

The National Council will adopt:

- The Credentials Report<sup>7</sup>
- Standing rules for the Session<sup>8</sup>
- Program<sup>9</sup>

## 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

<sup>7</sup>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.

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

<sup>9</sup>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
<p>Article IV—The National Council</p> <p>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.</p>	<p>Article IV—The National Council</p> <p>1. The membership of this corporation shall consist of the members <del>for the time being</del> 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.</p>	<p>Article IV—The National Council</p> <p>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.</p>

**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 <del>(not necessarily within the District of Columbia)</del> as it may determine or as may be as determined by the National Board of Directors. in <del>the absence of action by the National Council.</del> Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each <del>local</del> 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, <del>however,</del> that delegates are present from <del>one or more local councils</del> in a majority of the <del>geographical areas of the country as defined in the Bylaws.</del> <del>councils chartered by GSUSA.</del> <del>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.</del></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. <b>The National Board shall at all times be representative of the various geographical areas of the country.</b></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><b>4. The membership of the National Council shall consist of:</b></p> <p><b>a. delegates elected by Girl Scout councils who are registered through such councils;</b></p> <p><b>b. delegates from USA Girl Scouts Overseas;</b></p> <p><b>c. members of the National Board of Directors;</b></p> <p><b>d. members of the National Board Development Committee;</b></p> <p><b>e. Past Presidents of Girl Scouts of the United States of America; and</b></p> <p><b>f. such other persons as may be elected by the National Council.</b></p> <p><b>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.</b></p>	<p>Article IV—The National Council</p> <p>4. The membership of the National Council shall consist of:</p> <p>a. delegates elected by Girl Scout councils who are registered through such councils;</p> <p>b. delegates from USA Girl Scouts Overseas;</p> <p>c. members of the National Board of Directors;</p> <p>d. members of the National Board Development Committee;</p> <p>e. Past Presidents of Girl Scouts of the United States of America; and</p> <p>f. such other persons as may be elected by the National Council.</p> <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><b>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:</b></p> <p><b>a. two (2) delegates;</b></p> <p><b>b. one (1) additional delegate for up to 5,000 girls;</b></p> <p><b>c. one (1) additional delegate for every 5,000 girls thereafter.</b></p> <p><b>USA Girl Scouts Overseas collectively shall be entitled to the number of delegates according to the same formula prescribed for councils.</b></p> <p><b>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.</b></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> <p>a. two (2) delegates;</p> <p>b. one (1) additional delegate for up to 5,000 girls;</p> <p>c. one (1) additional delegate for every 5,000 girls thereafter.</p> <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><b>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.</b></p> <p><b>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.</b></p> <p><b>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.</b></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%

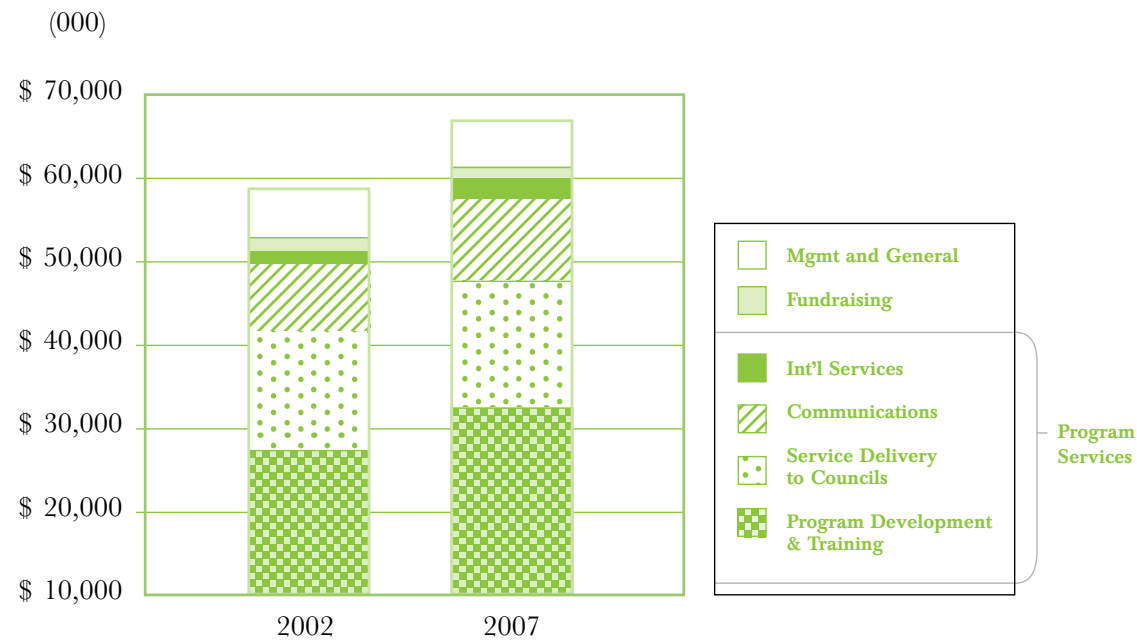
#### Proposal Dues Increase

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><b>Article V – Sessions of the National Council</b></p> <p><b>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.</b></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

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.

### 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><b>Article XII – National Board Development Committee, Nominations, and Elections</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>3. Members shall be elected by the National Council.</b></p> <p><b>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.</b></p> <p><b>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.</b></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><b>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.</b></p> <p><b>7. The committee shall elect a Vice Chair from amongst its membership.</b></p> <p><b>8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</b></p> <p><b>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.</b></p> <p><b>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</b></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
without cause by a three-fourths vote of the total number of the National Board of Directors.	<p><b>published time for the convening of the meeting at which the election shall be held.</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>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.</b></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.<sup>1</sup>

<sup>1</sup> 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.)

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### 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.)

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### 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, <b>except for the Chair of the National Nominating Committee.</b> 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
<p>Article VIII – Credentials</p> <p>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.</p>	<p>Article VIII – Credentials</p> <p>Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for <b>no more than one year, except for lifetime membership.</b> <del>the appropriate categories.</del> All credentials shall bear the name of Juliette Low.</p>	<p>Article VIII – Credentials</p> <p>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.</p>

**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 <del>IX</del> – 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* <b>appropriate</b> dues to Girl Scouts of the United States of America.</p>	<p>Article <del>IX</del> – 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.

## ELECTIONS

The National Council will elect the officers and members-at-large of the National Board of Directors and the members of the National Nominating Committee. (see pp. 10–35.)

## STANDING RULES FOR THE 2008 NATIONAL COUNCIL SESSION

### 1. VOTING MEMBERS/DELEGATES

- The badge of admission and voting member/delegate credential must be in evidence at all times.
- The voting member/delegate credential shall be transferred only when a voting member/delegate is permanently leaving the National Council Session.
- The voting member/delegate credential shall be transferred only to an individual authorized to fill a vacancy, and the transfer must follow the procedures outlined on p. 74.
- Any transfer of the voting member/delegate credential shall remain in effect until the end of the current National Council Session on November 2, 2008.
- A voting member/delegate position shall be subject to forfeiture for the remainder of the current National Council Session if unauthorized transfer of voting member/delegate status occurs. Forfeiture decisions shall be made by the Credentials Chair, and this decision is final.

### 2. PROPOSALS/AMENDMENTS

- Proposals not included in the *Workbook* or sent with the call to the National Council Session will not be considered and will be ruled out of order.
- Amendments to proposals must be within the scope of notice. (See glossary, p. 86). Amendments not within the scope of notice shall be ruled out of order.
- All amendments shall be submitted in writing on the form designated for that use, signed by the maker, and sent to the Chair prior to being placed before the National Council for consideration.
- Amendments that deal with grammar, spelling, or punctuation shall not be allowed. The CEO and Chair of the National Board shall be empowered to make any and all necessary editorial changes.
- Amendments to a main motion shall not be made until at least five minutes of debate on the main motion have taken place or until there is no debate on the main motion, whichever comes first.

### 3. DEBATE

- National Council voting members/delegates shall identify themselves before speaking to the question. Girl Scout council voting members/delegates shall give name and council. All other National Council voting members shall give name and position as voting members of the National Council.

- B. No speaker shall speak longer than two minutes in debate on each question. Timing of the two-minute period shall begin immediately following the required identification.
- C. No speaker shall speak a second time on a question until National Council members wishing to speak a first time have done so.
- D. No speaker shall speak more than twice on the same question on the same day, without permission of the assembly.
- E. No more than four voting members/delegates from the same Girl Scout council nor more than four National Board members shall speak on the same side of the question.
- F. Once a main motion has been moved and then stated by the Chair, motions from the interrupting microphone will not be permitted until the maker of the motion has had the opportunity to speak to the motion.
- G. The motion for the Previous Question shall not be in order until at least 10 minutes of debate (inclusive of points of order, parliamentary inquiries, and points of information) has taken place.

#### 4. NOMINATIONS AND ELECTIONS

- A. Nominations may be made from the floor at the National Council provided that notice of such nomination(s) and written consent of the nominee(s) are presented to the President at least two days prior to the election. (Constitution of Girl Scouts of the USA, Article XII, National Nominating Committee and Nominations)
- B. Any National Council member placing a name in nomination from the floor shall give only the name of the nominee.
- C. Names placed in nomination from the floor or on behalf of the National Nominating Committee are not debatable.
- D. Only printed biographical information for persons to be nominated from the floor may be distributed to National Council members on the floor of the Convention Center meeting room. That printed information:
  - (1) Is the responsibility of the person making the nomination. Two thousand twenty-five copies of the nominee's printed biographical information must be delivered to the Girl Scout Convention Office at the Indianapolis Convention Center.
  - (2) May not be distributed during business meetings.
  - (3) Will be placed on the seats in the voting member/delegate section by the ushers at a time when the National Council is not in session, and at a time following the opening ceremony.
  - (4) Must be in the same format and length as those printed in the *Workbook*.
- E. Write-in votes shall not be allowed.
- F. In reporting the results of the election, the number of actual votes received will not be reported to the assembly; the only information that will be reported is that a candidate received at least a majority vote. Full election results will be posted at the Girl Scout Credentials–Registration area and shall be reported in the minutes of the National Council Session.

#### 5. RULES OF VOTING

- A. Electronic voting shall be permitted.
- B. The presiding officer shall be authorized to expedite business by using methods of voting other than electronic voting as the officer deems appropriate. This shall include a vote by unanimous consent, voice, show of hands, standing, and ballot.
- C. Voting members/delegates may take their portable electronic voting devices with them when they are standing in line awaiting their turn to speak. Voting members/delegates may vote on any secondary motion while standing in line at the microphone. Voting members/delegates must return to their seats for any vote on a main motion/proposal and for elections.

#### 6. MINUTES

The National Board of Directors of GSUSA shall serve as the National Council Minutes Approval Committee and shall be empowered to approve and distribute the minutes of the National Council Session.

#### 7. COMFORT ISSUES

- A. Comfort and personal needs issues of the attendees shall be addressed to the ushers, not to the presiding officer. If addressed to the presiding officer, the remarks will be ruled out of order.
- B. While the National Council is in session, obstructing items that may interfere with another individual's comfort or ability to see the stage shall not be worn or displayed in the meeting room.
- C. To comply with the Americans with Disabilities Act of 1990, fragrance products shall not be worn in the meeting room while the National Council is in session.
- D. During non-voting periods, personal electronic devices may be used with the sound turned off if they do not disrupt the proceedings or infringe on the rights of other participants. During voting periods, personal electronic devices shall be turned off.

#### 8. PROCEDURES

All persons in attendance shall follow the National Council Session procedures as found on pp. 74–81.

# BASIC PARLIAMENTARY PROCEDURE

The 2008 National Council Session will balance opportunities to engage in authentic dialogue on topics that matter to us all with more formal business. We will follow parliamentary procedure (*Robert's Rules of Order Newly Revised, 10th Edition*) to maintain order and accomplish our business, while also allowing opportunities for deeper, more personal sharing among the membership. You should familiarize yourself with the contents of this section to ensure that you come to the National Council Session with an understanding of basic parliamentary procedure.

## MAIN MOTIONS

[Green or Red Microphone]

Main motions for the National Council Session are called proposals. Only proposals printed in the *Workbook* will be considered.

**A main motion introduces a new item of business.** The making of the motion comes first; discussion follows.

The steps relating to obtaining the floor and handling a main motion are:

### 1. A member makes a motion.

- The Chair states the microphone number to recognize the speaker.
- The speaker states name, council name, or name and position as a National Council member (if not a council delegate), and makes the motion. The form is, “(Name), (council), I move that \_\_\_\_\_.”

### 2. Another member seconds the motion.

- Any member may second the motion if a second is required by calling out, “I second the motion” or “Second.”
- Committee motions and proposals contained in the *Workbook* do not require a second.

### 3. The Chair states the motion by repeating it, which formally places the motion before the assembly.

- The motion now belongs to the National Council, not to the individual who made the motion.

### 4. The Chair asks for discussion, giving the maker of the motion the first opportunity to speak.

(See Standing Rule 3B on p. 64) for the proposed limit on speaking to the motion.)

- Thereafter, insofar as possible, the Chair alternates between those in favor and those against the motion.
- During this step, the motion is considered pending and may have secondary motions applied to it.
- During this period, after being recognized by the Chair, a member may introduce a privileged, subsidiary, or incidental motion. The discussion at all times must relate to the immediately pending question.
- After the discussion, or as it appears appropriate, the Chair asks, “Are you ready for the question?” or “Are you ready to vote?”

### 5. The Chair puts the question to a vote.

- The Chair repeats the question (motion) and calls for the affirmative vote, then calls for the negative vote.
- If the Chair is in doubt as to the result of the vote, it is the duty of the Chair to verify the vote beyond a reasonable doubt.

### 6. The Chair announces the result of the vote.

- The Chair will announce whether the motion is adopted or lost.
- If there are other motions pending, discussion and voting will continue until a decision is made on the main motion.

#### Note:

Refer to the Precedence of Motions chart below, which reflects the ranking of motions. When a given motion on the list is immediately pending, anything above it on the list is in order; anything below it on the list is out of order.

#### Order of Precedence of Motions

#### Privileged

13. Fix the time to which to adjourn
12. Adjourn
11. Recess
10. Raise a question of privilege
9. Call for the orders of the day

**Undeatable**

#### Subsidiary

8. Lay on the table
7. Previous question
6. Limit or extend limits of debate
5. Postpone to a certain time (or postpone definitely)
4. Commit (or refer)
- 3b. Amend an amendment
- 3a. Amend a motion
2. Postpone indefinitely
1. Main motion

**Debatable**



## SUBSIDIARY MOTIONS

Subsidiary motions are those that modify, delay, or expedite action on the main motion. Such motions are in order while the main motion, or a subsidiary motion of lower rank, is still pending (step #4, p. 66), and must be voted on before the main motion. Subsidiary motions have a definite order of precedence, from the lowest to the highest. The motion lower in rank yields to motions that are higher in rank. If several subsidiary motions are pending at one time, the vote is taken first on the motion with the highest rank, then on the motion next lower in rank, etc.

Below are the most frequently used subsidiary motions in order of rank, from highest to lowest.

### PREVIOUS QUESTION

[Green or Red Microphone]

The purpose of this motion is to immediately close debate and the making of subsidiary motions except the motion to Lay on the Table.

The previous question can be applied to the immediately pending debatable or amendable question; to a series of pending debatable or amendable questions; or to any consecutive part of such a series, beginning with the immediately pending question.

The motion requires a second, is not debatable, is not amendable, requires a two-thirds vote, and may not be reconsidered after a vote has been taken under it.

The form is, “I move the previous question.” (If the motion is on more than the immediately pending question, identify these additional questions.)

### LIMIT OR EXTEND DEBATE

[Green or Red Microphone]

The purpose of this motion is to change the regular time limits of debate or to change the number of speeches allowed in debate.

This motion can be applied to any immediately pending debatable question, to an entire series of pending debatable questions, or to any consecutive part of such a series beginning with the immediately pending question.

The motion requires a second, is not debatable, may be amended, and requires a two-thirds vote. The form is, “I move that the debate on the pending motion be limited to \_\_\_\_\_” or “be extended to \_\_\_\_\_.”

### POSTPONE TO A CERTAIN TIME

[Green or Red Microphone]

The purpose of this motion is to delay action on the pending question or questions until a definite time later in the National Council Session.

The motion requires a second, is debatable as to the merits of postponing, is amendable as to the time to postpone, requires a majority vote, and may be reconsidered.

The form is, “I move that the question be postponed to \_\_\_\_\_.” (State the time to which the question is to be postponed.)

### REFER TO COMMITTEE

[Green or Red Microphone]

The purpose of this motion is to send a pending question to a committee for further investigation and for placement in a better form for presentation to the assembly.

This motion requires a second, is debatable as to the merits of referring the question, is amendable, requires a majority vote, and may be reconsidered if the committee has not begun consideration of the referred question.

The form is, “I move to refer the motion to the \_\_\_\_\_ Committee,” or “I move to refer the motion to a committee of \_\_\_\_\_ to be appointed by the Chair, National Board of Directors, to report back” (e.g., at the next meeting of the National Council, to the National Board of Directors, or at the next National Council Session).

A motion may be referred to a committee that will report back to the present National Council Session or, if so stipulated, to the next National Council Session in 2011.

### AMEND

[Green or Red Microphone]

The purpose of this motion is to modify the wording of the pending motion before the pending motion itself is acted upon.

The motion can be applied to a main motion, to a primary amendment, and to certain other motions containing a variable.

The motion requires a second, is debatable when the motion to be amended is debatable, is generally amendable, requires a majority vote, and can be reconsidered.

The form is, “I move to amend the motion by (inserting, adding, striking, striking and inserting).”

An amendment to the main motion is called a primary amendment. An amendment to the primary amendment is called a secondary amendment. Only two amendments are permitted to be on the floor at one time. A primary amendment must relate to the main motion. A secondary amendment must relate to the primary amendment. Only one primary amendment at a time, or one secondary amendment at a time, may be pending. An amendment to the third degree is not in order. As soon as an amendment is disposed of by vote, another amendment of the same degree is in order.

If the amendment pertains to one of the proposals, it may not alter the intent or increase the scope of the proposal as published in the *Workbook*.

### POSTPONE INDEFINITELY

[Green or Red Microphone]

The purpose of this motion is to reject or kill the main motion without a vote on it.

The motion requires a second, is debatable and debate can go into the merits of the main motion, is not amendable, requires a majority vote. An affirmative vote may be reconsidered.

The form is, “I move that the motion be postponed indefinitely.”

## PRIVILEGED MOTIONS

[Yellow Microphone]

Privileged motions, although not related to the pending question, are motions that need special attention and take precedence over the other motions.

### RAISE A QUESTION OF PRIVILEGE

[Yellow Microphone]

Questions of privilege concern the rights and privileges of the assembly or of a member of the assembly (e.g., a speaker who cannot be heard).

The motion does not require a second, is not debatable, is not amendable, and is decided by the Chair.

The form is, “I rise to a question of privilege.”

If a question of privilege requires immediate attention (e.g., a speaker cannot be heard), the member may interrupt the speaker. If the question does not require immediate attention, the member may not interrupt the speaker.

**Note:** All comments relating to the temperature of the meeting place, noise, litter, or questions pertaining to location of facilities in the convention center must be reported to an usher stationed at a specially designated table on the floor of the convention center. These issues should not be addressed to the presiding officer. If addressed to the presiding officer, these remarks will be ruled out of order. (See Standing Rule 7, p. 65).

## INCIDENTAL MOTIONS

Incidental motions relate in some way to the pending business or to the business that was just pending. Most incidental motions are related to the question in such a way that they must be decided immediately before business can proceed.

### POINT OF ORDER

[Green, Red, or Yellow Microphones]

The purpose of this motion is to call attention to a violation of the rules of the assembly.

The motion may interrupt a speaker, does not require a second, is not debatable, is not amendable, is normally ruled on by the Chair, and cannot be reconsidered.

The form is, “Point of order!” or “I rise to a point of order.”

The Chair asks that the point be stated, the member replies, and the Chair rules.

In ordinary meetings it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business. —*Robert’s Rules of Order Newly Revised, 10th Edition*, p. 243, lines 12–16

### APPEAL

[Green, Red, or Yellow Microphones]

Two members have the right to appeal from the decision of the Chair at the time the ruling of the Chair is made. Once any business has intervened, it is too late to raise an appeal.

The motion may interrupt a speaker, requires a second, is debatable in most instances, is not amendable, and can be reconsidered. A majority or tie vote sustains the Chair’s decision.

The form is, “I appeal from the decision of the Chair.”

There is no appeal from the decision of the assembly.

When debatable, a member may speak only once; the Chair may speak twice.

### DIVISION OF A QUESTION

[Green or Red Microphone]

The purpose of this motion is to divide a main motion or amendment, if it contains two or more parts capable of standing as separate questions.

By adoption of this motion, the assembly may vote to consider each part separately. The exact method of dividing must be specified in the motion.

The motion requires a second, is not debatable, is amendable as to where to divide the question, requires a majority vote, and cannot be reconsidered.

The form is, “I move to divide the question so as to consider separately \_\_\_\_\_.”

### PARLIAMENTARY INQUIRY

[Yellow Microphone]

The purpose of this motion is to obtain information related to the pending business from the presiding officer about parliamentary procedure or the use or effect of a motion.

The member says, “I rise to a parliamentary inquiry.” The Chair answers the inquiry.

### POINT OF INFORMATION

[Yellow Microphone]

The purpose of this motion is to obtain information, directed to or through the presiding officer about the business at hand. The information that is sought must not be related to parliamentary procedure.

The form is, “I rise to a point of information” or “Point of Information.”

**A point of information must always be stated in the form of a question. It may not be used as a means of debate.**

The Chair responds to the question. If information is desired of a speaker instead of the Chair, say, “I would like to ask the speaker a question.” All remarks, questions asked, and answers given must be addressed through the Chair, as members may not directly address each other in assembly. If the speaker consents to answer, the time consumed is taken out of the speaker’s debate time.

## MOTIONS THAT BRING A QUESTION AGAIN BEFORE THE ASSEMBLY

### RECONSIDER

[Green or Red Microphone]

The purpose of this motion is to enable a majority in an assembly, within a limited time and without notice, to bring back for further consideration a motion that has already been voted on. The purpose is to permit correction of hasty, ill-advised, or erroneous action, or to take into account added information or a changed situation that has developed since the taking of the vote.

The motion requires a second, is debatable when the motion proposed to be reconsidered is debatable (and debate can go into the merits of the question to be reconsidered), is not amendable, requires a majority vote, and cannot be reconsidered. This motion must be made by a member who voted with the prevailing side on the motion to be reconsidered. It must be made on the same day the original vote was taken or on the next succeeding day within the Session in which a business meeting is held.

The form is, “I move to reconsider the vote on \_\_\_\_\_.”

### RESCIND OR AMEND SOMETHING PREVIOUSLY ADOPTED

[Green or Red Microphone]

When an assembly wishes to annul action previously taken and it is too late to reconsider the vote, use the motion to rescind. Any member may make this motion. There is no time limit (provided no subsequent action or implementation has occurred.) The form is, “I move to rescind the action on the motion \_\_\_\_\_.” It requires a second, is debatable, is amendable, requires either a two-thirds vote, a majority vote if notice of rescinding was given at the previous meeting, or a vote of the majority of the entire National Council membership. A negative vote can be reconsidered.

If the member wishes to change only a portion of the motion previously adopted, the form is, “I move to amend the motion as previously adopted by \_\_\_\_\_.” It requires a second, is debatable, is amendable, requires either a two-thirds vote, a majority vote if notice of amendment was given at the previous meeting; or a majority vote of the entire National Council membership. A negative vote can be reconsidered.

## USE OF UNANIMOUS CONSENT

To expedite business, the presiding officer may sometimes use the procedure of “unanimous consent” (sometimes referred to as “general consent”). The procedure lends itself to instances where there seems to be no opposition in routine business, or on questions of lesser importance.

Under these conditions, the method of unanimous consent can be used either to adopt a motion without the steps of stating the question and putting the motion to a formal vote, or it can be used to take action without even the formality of a motion. —*Robert’s Rules of Order Newly Revised, 10th Edition*, p. 51, line 29, to p. 52, line 3.

The Chair asks, “Is there any objection to \_\_\_\_\_?” If there is no objection, the Chair announces the result by saying, “There being no objection, \_\_\_\_\_ will be done” or “\_\_\_\_\_ is approved by unanimous consent.”

If one member objects to action being taken in this manner by promptly calling out “objection” from where she or he is seated, the vote must be put formally.

No member should hesitate to object if he feels it is desirable to do so, but he should not object merely for dilatory purposes. —*Robert’s Rules of Order Newly Revised, 10th Edition*, p. 52, lines 30–32

## USE OF CONSENT AGENDA

During this National Council Session, a number of noncontroversial issues are being considered as a single proposal called a Consent Agenda. The decision on the Consent Agenda will be by unanimous consent.

If a member wishes to have an item removed from the Consent Agenda, the procedure is as follows:

When the Chair asks if there is objection to adoption of the Consent Agenda, from a red or green microphone, identify yourself and state, “I would like item \_\_\_\_ removed from the Consent Agenda and considered separately.”

The item will be removed from the Consent Agenda and will be considered as a separate proposal.

The purpose of the Consent Agenda is to expedite business on what are considered noncontroversial issues, so that considerate and thoughtful dialogue can take place on more important issues.

## USE OF “STAND AT EASE”

During the National Council Session, the presiding officer may ask the assembly to “stand at ease.” This simply permits a brief pause without declaration of a recess.

In such a case, there is technically no interruption of the meeting, and members remain in their places. Quiet conversation among neighboring members may take place, but it must cease immediately when the Chair declares the meeting again in order or any member objects to continuing to stand at ease.



# BUSINESS PROCEDURES

## NATIONAL COUNCIL CREDENTIALS CHAIR

For the 2008 National Council Session, the National Council Credentials Chair is Michelle Holiday, a member of the National Board of Directors. The Credentials Chair will report the number of eligible voting members at the beginning of the first meeting, and subsequent reports will be made, as necessary, throughout the Session. A Credentials Report chart for your use can be found on p. 82.

## VOTING MEMBER (DELEGATE) CREDENTIALS

1. The “National Council of Girl Scouts of the USA Notice of Delegate Quota/Registration Form,” signed by the council chair/president or another authorized elected officer and listing the named person(s) duly elected as delegate(s) of that council shall, upon receipt by Girl Scouts of the USA at national headquarters by August 30, 2008, be presumptive proof that the individual meets the requirements for membership in the National Council as set forth in Article IV of the Constitution of Girl Scouts of the USA and is entitled to a voting member (delegate) credential.
2. A person elected by a Girl Scout council as a National Council voting member (delegate) shall cease to be a delegate and therefore cease to be entitled to a credential if: (a) the person is unable to serve; (b) the person becomes ineligible; (c) the council, for any reason, takes action to end the person’s delegate term; or (d) the council is no longer chartered by Girl Scouts of the United States of America.

It is the responsibility of the council to determine the eligibility of each of its delegates no later than August 30, 2008.

3. A letter signed by the council chair/president, or another authorized elected officer, certifying that a person no longer remains a voting member (delegate) of that council and that another named person, eligible to become a member of the National Council, has been duly designated to fill the vacancy so created, shall, upon receipt by Girl Scouts of the USA either at national headquarters by August 30, 2008, or presented onsite at the Credentials-Registration desk, be presumptive proof that a transfer of the voting member’s (delegate’s) credential can be made. **Note:** See Standing Rule 1 (transfer of delegate credential), p. 63.
4. Questions or challenges with respect to a voting member’s (delegate’s) credentials shall be forwarded to the National Council Credentials Chair immediately preceding or during a meeting of the National Council.
5. A credential, to be worn by the elected voting member (delegate) or person designated to fill a voting member (delegate) vacancy, will be issued at the Credentials-Registration desk. It allows admission to the special section designated for National Council members in the meeting room.

## ON-SITE CHANGE OF NATIONAL COUNCIL VOTING MEMBER (DELEGATE)

The voting member (delegate) credential shall be transferred only when a delegate is permanently leaving the National Council Session. (See Standing Rule 1, p. 63).

If a voting member (delegate) must permanently leave the National Council Session, the delegate or a representative of the council reports to the Credentials-Registration desk, submits the completed “On-Site Change of National Council Delegate” form signed by the council chair/president or another authorized officer, and surrenders the voting member (delegate) credential. The person designated to fill the vacancy shall then assume the status of voting member (delegate) for the remainder of the National Council Session upon approval of Credentials-Registration desk personnel, and a badge will be issued.

## BADGE OF ADMISSION/RIBBON IDENTIFICATION

The badge of admission must be in evidence at all times. It will admit you to all meetings of the National Council and to the exhibit area.

A badge of admission, a seat ticket, and a voting member (delegate) credential ribbon are required for admission to the seating area designated for National Council voting members.

### Ribbon Identification Chart

**Voting Members (Delegates):** orange ribbon (voting credential)

**Participants (Official visitors):** badge of admission, no ribbon

**Current National Board members:** yellow ribbon

**Current National Nominating Committee members:** silver ribbon

**Nominees for election at 2008 National Council Session:** white ribbon

**Special guests:** green ribbon

**Those with responsibilities for the meeting:** red ribbon

**National staff:** red ribbon

**Exhibitors:** “Exhibitor” on badge of admission, no ribbon

**National Council Tellers:** royal blue aprons

**Microphone Operations Team:** red aprons

**Hospitality Volunteers:** orange aprons

**Ushers:** yellow aprons

## OFFICE HOURS FOR NATIONAL COUNCIL PARLIAMENTARIAN

Ann Homer, a certified and registered parliamentarian, will serve as parliamentarian for the 2008 National Council Session. She will have regular office hours before and during the Session. Her hours will be announced at the site.

## PARLIAMENTARY AIDES

Parliamentary Aides will be stationed at the interrupting microphone. They will review all “Floor Speaker Identification Forms” brought to the interrupting microphone to ensure that these motions/requests:

- Legitimately interrupt proceedings.
- Do not repeat the same specific request addressed earlier in the same meeting.
- Do not qualify as debate.

## MICROPHONE PERSONNEL

A team of microphone attendants will be assigned to the microphones to ensure that they are functioning properly, to collect “Floor Speaker Identification Forms,” and to transmit motion forms to the personnel at the Motion Clearance Table.

## FLOOR SPEAKER IDENTIFICATION FORM

MICROPHONE NUMBER \_\_\_\_\_

### Motions

PLEASE PRINT AND PRESS DOWN TO MAKE 4 COPIES.  
GIVE TO MICROPHONE ATTENDANT.

Proposal Number _____	Meeting Number _____ Date _____
Proposal Title _____ or Other Action Item _____	Name (print) _____
<ul style="list-style-type: none"> <li>• Check box in front of proposed action.</li> <li>• Write out motion in space provided. An asterik (*) indicates there is no need to write out the motion.</li> <li>• Give form to microphone attendant at the green, red, or yellow microphone to be used for your action.</li> </ul>	Signature _____
	Full Council Name or Position as Member of National Council _____

#### TO MAKE A MOTION (except for an amendment<sup>†</sup>)

Check appropriate box below (these motions are described in the *Workbook*)

#### GREEN AND RED MICROPHONES

- Division of a Question
- Previous Question\*
- Limit or Extend Debate
- Postpone Definitely
- Refer to Committee
- Postpone Indefinitely\*
- Reconsider
- Rescind
- Main

#### GREEN/ RED/ YELLOW MICROPHONES

- Stand up, call out to stop action, go to nearest microphone. Complete form for microphone attendant as soon as possible.
- Point of Order
  - Appeal from the Decision of the Chair

\* Not required to write out motion

† To make an amendment, use the form for Amendments

I move that / to / the \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Amendments**

PLEASE PRINT AND PRESS DOWN TO MAKE 4 COPIES.  
GIVE TO MICROPHONE ATTENDANT.

Proposal Number _____	Meeting Number _____ Date _____
Proposal Title _____ or Other Action Item _____	Name (print)
	Signature
<ul style="list-style-type: none"> <li>Write out amendment in space provided below. Give form to microphone attendant at the green or red microphone.</li> </ul>	Full Council Name or Position as Member of National Council

Common ways of amending a motion:

- By inserting consecutive words (or a paragraph). Specify the exact location where the words are to be inserted (by adding words or a paragraph if at the end of the motion).
- By striking out consecutive words (or striking out a paragraph).
- By striking out and inserting consecutive words. There are two types: words are struck out and different wording is inserted in their place **OR** words are struck out from one place and inserted in a different place (substitute if an entire section or article is involved, or a complete main motion).

I move to amend the motion by \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Yellow Microphone Only Motions**

PLEASE PRINT AND PRESS DOWN TO MAKE 4 COPIES.  
GIVE TO PARLIAMENTARY AIDES.

Proposal Number _____	Meeting Number _____ Date _____
Proposal Title _____ or Other Action Item _____	Name (print)
	Signature
<ul style="list-style-type: none"> <li>Check box in front of proposed action.</li> <li>Write out Question/Inquiry/Point of Information in space provided.</li> <li>Give form to parliamentary aides at the yellow microphone to be used for your action.</li> </ul>	Full Council Name or Position as Member of National Council

**TO MAKE A MOTION (except for an amendment)**  
Check appropriate box below (these motions are described in the *Workbook*)

**YELLOW MICROPHONE ONLY**

- Raise a Question of Privilege
- Parliamentary Inquiry
- Point of Information

I Rise to a Question of Privilege/Point of Information/Parliamentary Inquiry as Follows: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_



## VOTING

Each National Council member present in person shall be entitled to one vote (Article V, Section 5, of the Constitution). All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by the Constitution. An electronic voting system will be an authorized method of voting. Full instructions will be given prior to each vote. (Refer to Standing Rule 5, p. 65.)

## TIMEKEEPING

Members of the National Council speaking in debate will be timed. A screen at the front of the hall will show the timing lights.

## INDIVIDUALS WITH SPECIAL NEEDS

GSUSA will seek to make reasonable accommodations for individuals with special needs. A Special Needs Form is available for downloading on the GSUSA 2008 National Council Session/51st convention Web site at [www.girlscouts.org](http://www.girlscouts.org). Simply click on **Registration/ Special Needs**.

This form should be completed by any individual who requires specific accommodations related to mobility, disability, or health.

Please complete the form in its entirety and e-mail or fax it to National Meetings at GSUSA (2008Convention@GirlScouts.org or 212-852-8630). The more information you provide, the better we will be able to accommodate your needs.

National Council voting members and members should contact the National Meetings office at GSUSA (2008Convention@GirlScouts.org, 1-800-223-0624, ext. 8668, or 212-852-8668) with any questions about arrangements for individuals with special needs.

## FOOD, BEVERAGES, SMOKING

- Food and beverages will be available. Only beverages in closed containers and snack food that can be carried, stored, and eaten in an unobtrusive manner will be allowed in the arena; no open beverage or food containers will be permitted. All containers must be disposed of in the receptacles provided.
- Smoking will not be permitted in the convention center in compliance with a city of Indianapolis ordinance.

## COMFORT AND PERSONAL NEEDS ISSUES

All comments related to the temperature, noise, or litter, or any questions regarding the location of facilities in the convention center, should be addressed to an usher. You will find ushers stationed at a specially designated table on the floor of the convention center arena. (See Standing Rule 7, p 65.)

## FRAGRANCES/PERFUMES

In compliance with the Americans with Disabilities Act of 1990, fragrances may not be worn in the arena. (See Standing Rule 7, p. 65.)

**Additional information about the 2008 Girl Scout National Council Session/convention can be found on our Web site: [www.girlscouts.org/convention](http://www.girlscouts.org/convention)**

# APPENDIX 1

## CREDENTIALS REPORT

2008 NATIONAL COUNCIL SESSION

Voting Members	Meeting (Friday 10/31)	Meeting (Saturday 11/1)	Meeting (Sunday 11/2)
Voting members elected by Girl Scout councils			
Voting members from USA Girl Scouts Overseas			
Members of the National Board of Directors			
Members of the National Nominating Committee (non-Board)			
Past Presidents of Girl Scouts of the USA			
<b>Total Eligible Voting Members</b>			

# APPENDIX 2

## BASIC INFORMATION ON MOTIONS

#	Motion	Interrupt Speaker	Second Needed	Debat-able	Amend-able	Vote Required
13	Fix the time to which to adjourn	No	Yes	No*	Yes	Majority
12	Adjourn	No	Yes	No	No	Majority
11	Recess	No	Yes	No*	Yes	Majority
10	Raise a question of privilege	Yes	No	No	No	Ruled by chair
9	Call for orders of the day	Yes	No	No	No	One member
8	Lay on the table	No	Yes	No	No	Majority
7	Previous question	No	Yes	No	No	Two-thirds
6	Limit or extend limits of debate	No	Yes	No	Yes	Two-thirds
5	Postpone to time certain	No	Yes	Yes	Yes	Majority
4	Commit/refer	No	Yes	Yes	Yes	Majority
3b	Secondary amendment	No	Yes	Yes†	No	Majority
3a	Primary amendment	No	Yes	Yes†	Yes	Majority
2	Postpone indefinitely	No	Yes	Yes	No	Majority
1	Main motion	No	Yes	Yes	Yes	Majority
	Point of order	Yes	No	No	No	Ruled by Chair
	Appeal	Yes	Yes	Yes	No	Majority
	Suspend the rules	No	Yes	No	No	Two-thirds
	Objection to consideration	No	No	No	No	Two-thirds
	Division of the question	No	Yes	No	Yes	Majority
	Division of the assembly	Yes	No	No	No	One member
	Call for counted vote	Yes	Yes	No	No	Majority
	Parliamentary inquiry	Yes	No	No	No	Responded to by Chair
	Point of information	Yes	No	No	No	Responded to by Chair
	Withdraw motion (after stated by Chair)	Yes	Yes	No	No	Majority
	Take from the table	No	Yes	No	No	Majority
	Reconsider	Yes‡	Yes	Yes	No	Majority
	Rescind or amend something previously adopted	No	Yes	Yes	Yes	Two-thirds

PRECEDENCE OF MOTIONS

\*Is debatable if a **MAIN** motion and not a privileged motion.

†Is debatable if motion to be amended is debatable.

‡May interrupt someone who is assigned the floor but not someone who is actually speaking

## APPENDIX 3 WHAT TO SAY WHEN



### To make a motion

“I move to/that (state what you want to do).”

### To kill the motion

“I move that the question be postponed indefinitely.”

### To amend

“I move to amend the motion by (inserting, adding, striking, or striking and inserting).”

### To refer to a committee

“I move to refer the question to (state which standing committee, or if a new committee, state composition of committee and how appointed. You may also include instructions as to when the committee is to report – during this National Council Session or at the 2011 National Council Session or to the Board of Directors.)

### To postpone to a certain time

“I move to postpone the question to (state the time within the National Council Session to which you want the question postponed).”

### To limit debate

“I move to limit debate to (state amount of time) or to (state number) speeches.”

### To extend debate

“I move to extend debate to (state amount of time) or to allow (state number) speeches.”

### To close debate

“I move the previous question.”

### To raise a question of privilege (not to be used for comfort issues)

“I rise to a question of privilege affecting the assembly.”

### To raise a point of order

“I rise to a point of order” or “Point of order!”

### To appeal the Chair’s ruling

“I appeal from the decision of the Chair.”

### To have an inconclusive voice or show of hands vote retaken

“Division” or “I call for a division.”

### To ask a question about parliamentary procedure related to the pending business

“I rise to a parliamentary inquiry.”

### To ask a question not related to parliamentary procedure about the pending business

“I rise to a point of information.”

### To have a vote reconsidered

“I move to reconsider the vote on (stating the motion on which the vote was taken).”

### To amend the Standing Rules of the Session

“I move to amend the Standing Rules by (state what change you want to make).”

## GLOSSARY

**appreciative inquiry.** One of the most powerful and natural ways we learn and grow together is by sharing our stories. Appreciative inquiry is a change practice that puts our best stories in the center of our awareness. Appreciative inquiry springs out of social construction theory—the notion that we create our reality together socially. Our words create our worlds. What we choose to talk about and how we talk about it has great impact on what we create together.

**cooperative learning.** All members of a group work together toward a common goal that can only be accomplished with the help of others. One of the three processes integral to a high-quality Girl Scout experience. *See also* **girl-led** and **learning by doing**

**deliberation.** A process of discussion that requires mindful consideration of all aspects of a situation as a group seeks consensus. Skillful deliberation purposefully surfaces everyone’s perspectives and ideas.

**dialogue.** A communication between two or more people with the goal of creating greater understanding, connection, and new possibilities. In true dialogue, those talking are able to think out loud while listeners suspend their own assumptions and judgments to creatively participate in the thinking of others.

**\*germane.** Closely related to or bearing on the subject at hand. Amendments must be germane to the motion they are amending. They must deal with the same subject and cannot introduce a new subject under the pretext of being an amendment. Debate must be germane to the question before the assembly—that is, the statements must have a bearing on whether the pending motion should be adopted.

**girl-led.** Girls play an active role in the planning and implementation of activities, while adults provide age-appropriate guidance, ensuring that planning, organization, setup, and evaluation of all activities are done jointly with girls. One of the three processes integral to a high-quality Girl Scout experience. *See also* **cooperative learning** and **learning by doing**.

**\*immediately pending question.** A question that is before the assembly that must be dealt with before any other business can be handled. For example: If a main motion and a primary amendment are before the assembly, the primary amendment is the immediately pending question.

**learning by doing.** A “hands on” learning process that engages girls in cycles of action and reflection, resulting in deeper understanding of concepts and mastery of practical skills. One of the three processes integral to a high-quality Girl Scout experience. *See also* **cooperative learning** and **learning by doing**.

**meeting.** A single official gathering of members in one room or area to transact business for a period with no break in the proceedings and in which the members do not separate except for a recess.

**pathways.** Ways girls and adults participate in Girl Scouting. Girl pathways include troops, camps, events, *destinations* (travel opportunities), and online and special-interest membership.

**Open Space Technology.** At the 2005 Girl Scout National Council Session/convention, 1,700 members participated in the largest Open Space meeting ever held in the United States. In Open Space gatherings, participants create and manage their own agenda of parallel working sessions around central themes of strategic importance. Whether it’s a small group or the entire system, or working in one-day workshops, three-day conferences, or regular weekly staff meetings, frequent results of Open Space are improved communication, creative solutions, enhanced collaboration, and increased productivity.









[www.girlscouts.org](http://www.girlscouts.org)



2008  
NATIONAL COUNCIL SESSION  
51<sup>ST</sup> CONVENTION  
Girl Scouts Can Lead Anywhere