

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.

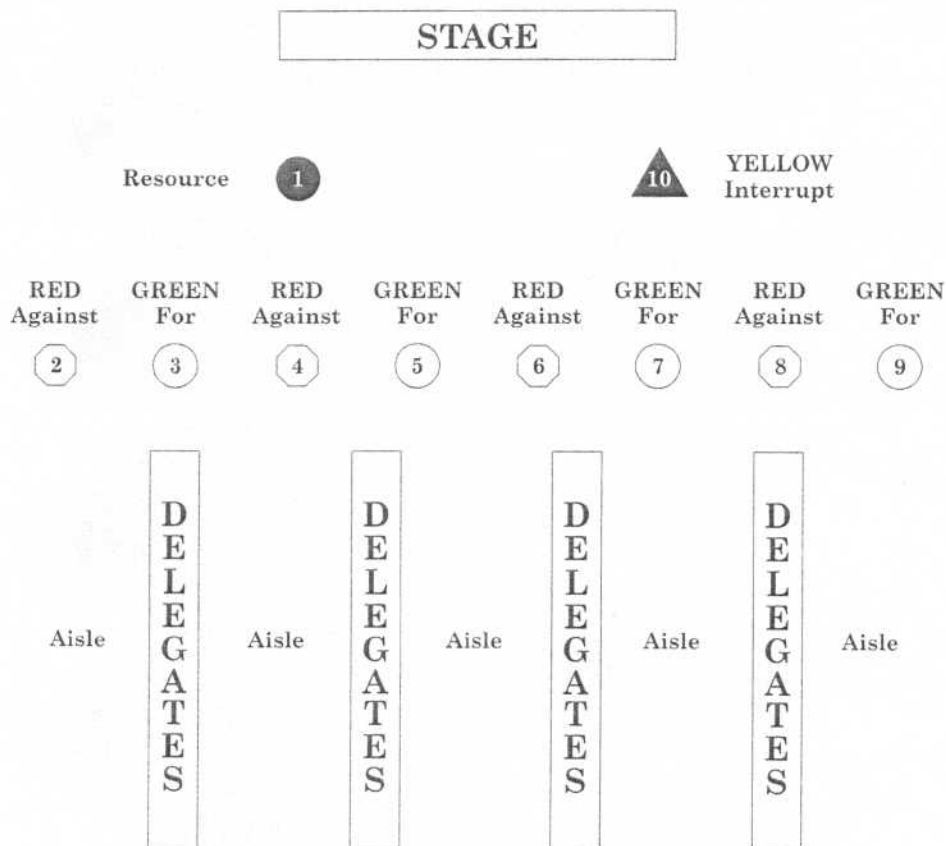
—*Robert's Rules of Order Newly Revised, 10th Edition, p. 52, lines 30–32*

USE OF "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 the 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.

MICROPHONE SYSTEM CHART



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) _____
	Signature _____
<ul style="list-style-type: none"> • Check box in front of proposed action. • Write out motion in space provided. An asterisk (*) indicates there is no need to write out the motion. • Give form to microphone attendant at the green, red, or yellow microphone to be used for your action. 	Full Council Name or Position as Member of National Council _____
	City and State in Which Council Office Is Located _____

TO MAKE A MOTION (except for an amendment†)

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

*Note: Not required to write out motion.

†Note: To make an amendment, use the form for Amendments.

GREEN, RED, YELLOW MICROPHONES

Stand up, call out to stop action, go to nearest microphone. Complete form for microphone attendant as soon as possible.

- Division of the Assembly*
- Point of Order
- Appeal from the Decision of the Chair

YELLOW MICROPHONE ONLY

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

I move THAT/TO/THE _____

FLOOR SPEAKER IDENTIFICATION FORM

Microphone Number

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) _____
• Write out amendment in space provided. Give form to microphone attendant at the green or red microphone.	Signature _____
	Full Council Name or Position as Member of National Council _____
	City and State in Which Council Office Is Located _____

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).

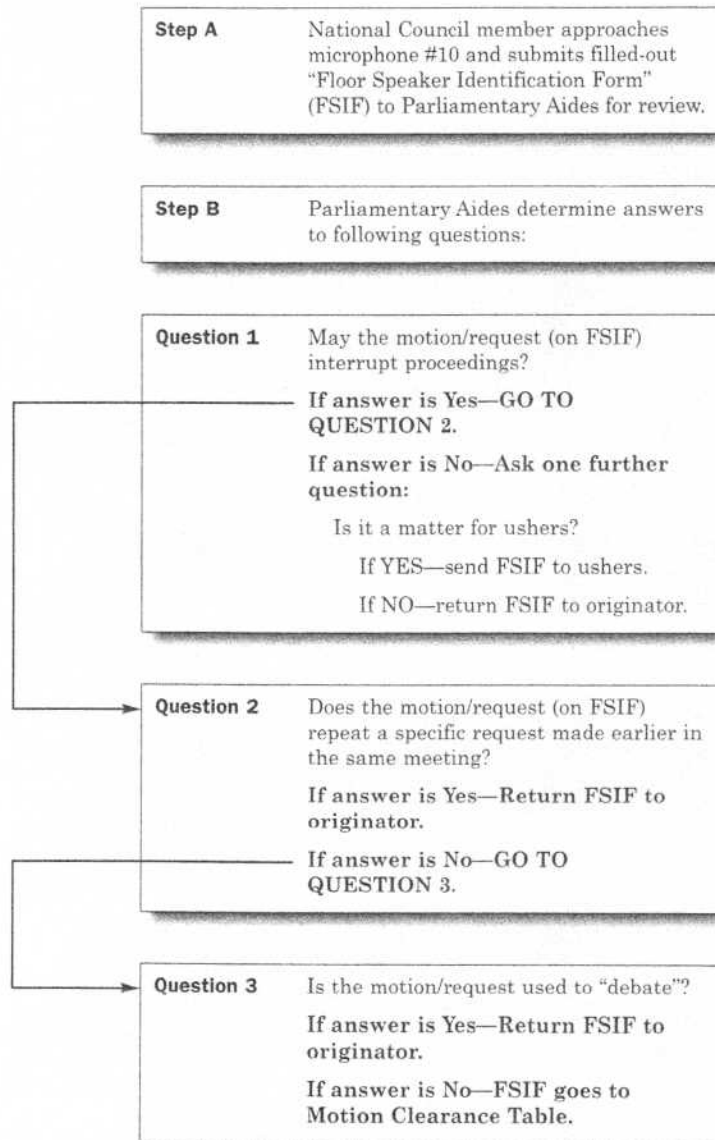
I move to amend the motion by _____

USE OF PARLIAMENTARY AIDES

Parliamentary Aides will be stationed at the interrupting microphone to ensure that the microphone is used for the proper purpose. Their responsibility will be to assist the presiding officer by reviewing all motions or requests submitted on "Floor Speaker Identification Forms" (motions) by members of the National Council seeking recognition at the "interrupting" microphone. (See p. 27 for sample form.) Their review will help to ensure that motions/requests brought to that microphone:

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

PARLIAMENTARY AIDES FLOWCHART



MICROPHONE SIGN

When a secondary motion that is debatable (for example, an amendment) is made, persons at every microphone step aside and remain in line. Those persons wishing to speak to the secondary motion approach the microphones. A neon pink sign is put at the next microphone in numerical order to indicate where debate on the main motion will continue.

When debate on the secondary motion is concluded, the original lines re-form at the microphones and the Chair then calls on the speaker at the microphone with the sign.

ASSIGNED MICROPHONE PERSONNEL

A team of microphone attendants, known as the *Microphone Operations Team*, will be assigned to microphones 2–10 to ensure that the microphones are functioning properly, to collect “Floor Speaker Identification Forms,” and to transmit motion forms to the personnel at the Motion Clearance Table. A *microphone watcher* will be assigned to assist the Chair on stage for each meeting.

USE OF OPEN FORUMS

Open Forums will be held to answer questions about proposals. An Open Forum is not a time for National Council members to state their positions on a proposal. That must be done in formal debate once the proposal is on the floor during the business meeting. The Open Forum is an opportunity to ask for clarification about any aspect of the proposal that may be unclear or to ask for further information that a member of the National Council needs before making a decision to vote for or against the proposal.

When the Chair declares the microphones open, National Council members may come to microphones 2–9 to ask their questions. Microphones will be called on in order, beginning with microphone 2. The Chair will announce the allotted time prior to each Open Forum.

These Open Forums are being continued in response to concerns about overuse of the “interrupting” microphone at prior National Council Sessions. It is hoped that by answering “point of information” questions in advance, there will be more substantive debate once a proposal has been placed before the membership body for consideration.

2005 NATIONAL COUNCIL SESSION ACTION ITEMS

REQUIRED ACTION ITEMS

At the first business meeting on Saturday, October 8, 2005, the National Council will take action on:

- Adoption of the Credentials report.
- Election of additional members of the National Council as provided for in Article IV, Section 4, of the Constitution. Customarily, these include persons present at the National Council Session who are members of committees of the National Board of Directors and individuals appointed by the National Board of Directors to carry out specific responsibilities for conduct of the meetings.
- Adoption of standing rules for the Session.
- Adoption of the program, which is the proposed schedule of proceedings and the order of business. In addition to business developed by the National Council Agenda Committee and approved by the National Board of Directors, the schedule includes times for events outside of business meetings.

STANDING RULES FOR THE 2005 NATIONAL COUNCIL SESSION

1. DELEGATES

- A. The badge of admission and delegate credential must be in evidence at all times.
- B. The delegate credential shall be transferred only when a delegate is permanently leaving the National Council Session.
- C. The delegate credential shall be transferred only to the individual authorized to fill a vacancy and the transfer must follow the procedures outlined on p. 12.
- D. Any transfer of the delegate credential shall remain in effect until the end of the current National Council Session (Monday, October 10, 2005).
- E. A delegate position shall be subject to forfeiture for the remainder of the current National Council Session if unauthorized transfer of delegate status occurs. Forfeiture decisions shall be made by the Credentials Chair, and this decision is final.

2. PROPOSALS/AMENDMENTS

- A. Proposals contained in the *Workbook* or sent with the call to the National Council shall be the only proposals accepted. All other proposals shall be ruled out of order. [Constitution of Girl Scouts of the USA, Article VI, Proposals to the National Council]
- B. Amendments to the proposals that are within the scope of the proposals as published in the *Workbook* or sent with the call to the National Council shall be accepted. Amendments not within the scope shall be ruled out of order.
- C. 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 assembly (that is, the National Council).
- D. Amendments that deal with grammar, spelling, or punctuation shall not be allowed. The CEO and the Chair of the National Board shall be empowered to make any and all necessary editorial changes.

3. DEBATE

- A. National Council members shall identify themselves before speaking to the question. Girl Scout council delegates shall give name, council, and city/state in which the council office is located. All other National Council members shall give name and position as 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 allowed the speaker for debate 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 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.

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 in the Georgia World Congress Center.
 - (2) May not be distributed during business meetings.
 - (3) Will be placed on the seats in the 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. No write-in votes shall 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. Delegates may take their portable electronic voting devices with them when they are standing in line awaiting their turn to speak. Delegates may vote on any secondary motion while standing in line at the microphone. 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. (See p. 16.)
- 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. While the National Council is in session, fragrance products shall not be worn in the meeting room. Individuals who are sensitive to fragrance products (perfumes, colognes, aftershave, hair sprays) fall under a number of disabilities as defined by the Americans with Disabilities Act of 1990. These include chemical sensitivity disorders, multiple chemical sensitivity, breathing and lung disorders, asthma, neurological impairments, etc.
- D. While the National Council is in session, personal digital assistants (PDAs) and battery-powered computers with the sound turned off may be used. Use of other electronic devices, including but not limited to cell phones, pagers, and walkie-talkies, shall be prohibited. Electronic devices that are auxiliary aids for individuals with disabilities will be permitted.

8. PROCEDURES

All persons in attendance shall follow the National Council Session procedures as found on pp. 12–17.

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.

2005 NATIONAL COUNCIL PROPOSALS

Proposal 1: Constitutional Amendment of Article XI, Section 2

Proposal 2: Constitutional Amendment of Article X, Section 2

Proposal 3: Amendment of Preamble to the Constitution

Proposal 4: Constitutional Amendment of Article III

Proposal 5: Constitutional Amendment of Article XII, Section 1 and 2

Note: Article VI of the Constitution of Girl Scouts of the USA makes reference to two kinds of proposals:

1. "Proposals directed toward the fostering and improvement of Girl Scouts..." originated (a) by the National Board of Directors, (b) by local councils. The vote required is a majority vote.
2. "Any proposal involving a constitutional amendment..." The vote required is a two-thirds vote.

PRESENTATION AND DISCUSSION ITEMS

On the program, in addition to the action items, are presentations and discussions that will help the members of the National Council meet their responsibilities. At each National Council Session, the National Board reports on its stewardship during the triennium.

PROPOSAL 1: CONSTITUTIONAL AMENDMENT OF ARTICLE XI, SECTION 2

REDUCTION IN NUMBER OF CONTINUOUS TERMS BY THE PRESIDENT

A) To amend Article XI, Section 2, of the Constitution of Girl Scouts of the USA by striking the word "three" and inserting the word "two."

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>The President, the Vice Presidents, the Secretary, and the Treasurer shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of the installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council. Each person shall serve no more than three consecutive terms in any one or any combination of these offices. Regardless of the number of consecutive terms any person shall have served in any one or any combination of these offices other than that of President, such person shall be eligible for <u>three</u> consecutive terms as President. All of these officers shall be elected from the membership of the National Council.</p>	<p>The President, the Vice Presidents, the Secretary, and the Treasurer shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of the installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council. Each person shall serve no more than three consecutive terms in any one or any combination of these offices. Regardless of the number of consecutive terms any person shall have served in any one or any combination of these offices other than that of President, such person shall be eligible for <i>two</i> consecutive terms as President. All of these officers shall be elected from the membership of the National Council.</p>

Underlined word to be struck. Italicized word to be inserted.

SUBMITTED BY

National Board of Directors of Girl Scouts of the USA

RATIONALE

- Benchmarking studies of the best practices of other national nonprofit organizations support this two-term limit.
- GSUSA's records reflect that a maximum of two consecutive terms for the office of President is usual since the early years of the Movement.
- A two-term limit promotes the integrity of the office.
- A two-term limit integrates with the direction of the Movement.
- GSUSA suggests this practice to councils in its monograph series.

INFORMATION REGARDING TITLES OF OFFICERS

In October 2002, the National Council adopted a constitutional amendment to Article XI, Section 1, clarifying that the title "Chair of the National Board of Directors" is a working title for an individual while serving in the office of President. The title "Vice Chair" is a working title for an individual while serving in the office of Vice President. Applicable laws compel nonprofit organizations to have titles denominated as President and Secretary. Hence, for legal and contractual purposes, these names remain.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 1: CONSTITUTIONAL AMENDMENT OF ARTICLE XI, SECTION 2

ELIMINATION OF THE REQUIREMENT THAT OFFICERS MUST BE MEMBERS OF THE NATIONAL COUNCIL

B) To amend Article XI, Section 2, of the Constitution of Girl Scouts of the USA by striking the underlined words "All of these officers shall be elected from the membership of the National Council."

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>The President, the Vice Presidents, the Secretary, and the Treasurer shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of the installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council. Each person shall serve no more than three consecutive terms in any one or any combination of these offices. Regardless of the number of consecutive terms any person shall have served in any one or any combination of these offices other than that of President, such person shall be eligible for three consecutive terms as President. <u>All of these officers shall be elected from the membership of the National Council.</u></p>	<p>The President, the Vice Presidents, the Secretary, and the Treasurer shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of the installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council. Each person shall serve no more than three consecutive terms in any one or any combination of these offices. Regardless of the number of consecutive terms any person shall have served in any one or any combination of these offices other than that of President, such person shall be eligible for three consecutive terms as President.</p>

Underlined words to be struck

Note: If Amendment A is adopted prior to the consideration of Amendment B, the word "three" will be struck and the word "two" inserted.

SUBMITTED BY

The National Board of Directors of Girl Scouts of the USA

RATIONALE

This proposal broadens the pool of nominees for consideration by the National Nominating Committee, thereby opening the process and promoting diversity.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 2: CONSTITUTIONAL AMENDMENT OF ARTICLE X, SECTION 2

REDUCTION IN SIZE OF THE NATIONAL BOARD OF DIRECTORS

THAT Article X, Section 2, of the Constitution of Girl Scouts of the USA (National Board of Directors) be amended by striking the number "35" and inserting the number "25."

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and <u>35</u> 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 the 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>The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and <i>25</i> 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 the 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>

PROVISO

This amendment would take effect with the 2008–2011 triennium.

Underlined word to be struck. Italicized word to be entered.

SUBMITTED BY

The National Board of Directors of Girl Scouts of the USA

RATIONALE

History

In 1957, the National Council adopted a revised Constitution that set the size of the National Board at 70. Since that time, the Board has been reduced three times (actions taken in 1966–1967, 1978, and 1996).

- 70 members in 1957
- 50/51 members* in 1978
- 64 members in 1966–1967
- 40/41 members* in 1996

*The Chair of the National Nominating Committee would assume membership on the National Board if not already a member.

Current State

As a result of National Council action in 1996, the current National Board of 40/41 members has operated since the time of the 1999 election with a range of standing committees, subcommittees, steering groups, and task groups.

- Governance research does not point to a "one size fits all" approach and suggests boards consider the number of people it takes to effectively manage and complete its work.
- National nonprofit boards range from 18 to 52 members. The size of boards is determined by the board/committee structure. Members of the National Board recommend the reduction in its size for the following reasons.

A reduction in the size of the Board would:

- Increase efficiency/productivity.
- Reduce costs.
- Allow non-Board members to participate (brings in potential members to the Movement).
- Capitalize better on Board members' skills and talents.
- Increase Board responsiveness and the effectiveness of deliberation.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 3: AMENDMENT OF PREAMBLE TO THE CONSTITUTION

The following is for reference only and is not part of Proposal 3:

Constitution of Girl Scouts of the United States of America

Founded by Juliette Low, March 12, 1912

Chartered by a special act of Congress

(Public Law 460; approved March 16, 1950)

Congressional Charter subsequently revised under Public Law 105-225;
approved August 12, 1998

The 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 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.**

PROPOSAL 3: AMENDMENT OF PREAMBLE TO THE CONSTITUTION (CONT.)

To amend a portion of the Preamble to the Constitution of Girl Scouts of the USA by substitution as follows:

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>We, the members of Girl Scouts of the United States of America, united by a belief in God and by acceptance of the Girl Scout Promise and Law,</p> <p>And inspired by the aims of the Founder of the Scout Movement, Lord Baden-Powell, and of the Founder of the Girl Scout Movement in the United States, Juliette Low,</p> <p>Do dedicate ourselves to the purpose of inspiring girls with the highest ideals of character, conduct, patriotism, and service that they may become happy and resourceful citizens.</p> <p>We believe that the motivating force in Girl Scouting is a spiritual one.</p> <p>We affirm that the Girl Scout Movement shall ever be open to all girls and adults who accept the Girl Scout Promise and Law.</p> <p>We maintain that the strength of the Girl Scout Movement rests in the voluntary leadership of its adults members, in the cooperation and support of the community, and in the affiliation with the Girl Guide and Girl Scout Movements of other countries through the World Association of Girl Guides and Girl Scouts.</p> <p>We declare that the democratic way of life and the democratic process shall guide all our activities.</p> <p>We hold that ultimate responsibility for the Girl Scout Movement rests with volunteers.</p> <p>Reaffirming these, our beliefs and principles, we do adopt this Constitution.</p>	<p>We, the members of Girl Scouts of the United States of America, united by a belief in God, hold that the Girl Scout Promise and Law is the cornerstone of our Movement,</p> <p>And inspired by the Founder of the Girl Scout Movement in the United States, Juliette Low, and by the aims of the Founder of the Scout Movement, Lord Baden-Powell, attest to the following:</p> <p>Mission Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.</p> <p>Spiritual Force The motivating force in Girl Scouting is spiritual. The ways in which members identify and fulfill their spiritual beliefs are personal and private.</p> <p>Open Membership The Girl Scout Movement is open to all girls and adults who accept the Girl Scout Promise and Law and meet membership requirements.</p> <p>Patriotism, Citizenship, and Community Service Local, national, and global service and action are core elements of the Girl Scout experience.</p> <p>Diversity and Pluralism Girl Scouts advance diversity and pluralism in our Movement and in the communities in which we live.</p> <p>Responsibility for the Movement and the Democratic Process The ultimate responsibility for the Girl Scout Movement rests with its members. We govern by an efficient and effective democratic process that demonstrates our leadership in a fast-changing world.</p>

PROPOSAL 3: AMENDMENT OF PREAMBLE TO THE CONSTITUTION (CONT.)

To amend a portion of the Preamble to the Constitution of Girl Scouts of the USA by substitution as follows:

CURRENT WORDING	IF ADOPTED, WILL READ:
	<p>Girl/Adult Partnership Adults partner with girls to guide and inspire growth and achievement. Volunteers are essential to the strength and capacity of our Movement.</p> <p>World Association of Girl Guides and Girl Scouts (WAGGGS) We are active partners in a worldwide sisterhood through our affiliation with WAGGGS. We work with WAGGGS to address the needs of girls and to build a network of global citizens.</p> <p>Community Partners We take an active leadership role and are collaborative partners in the community.</p> <p>Voice We are a premier voice for girls and an expert on their growth and development.</p>

SUBMITTED BY

National Board of Directors of Girl Scouts of the USA

RATIONALE

Promise and Law: It should be noted that no changes are being made to the Girl Scout Promise and Law. Rather, the first element of the proposed wording emphasizes the Promise and Law as the foundation of our Movement. It is important to view the Promise and Law in conjunction with the Mission Statement. For example, while the word "patriotism" is not found in the proposed Mission Statement, it remains a vital element of the Girl Scout Promise and is also emphasized in a new section of the Preamble (Patriotism, Citizen, and Community Service).

Mission: The updated Mission Statement says who we are, and says it in more contemporary language (and more clearly). Few Girl Scouts today know our Mission Statement. Many don't even know we have one. The mark of a good Mission Statement is that it evokes our spirit and is easy to learn. Our team worked for months on capturing Girl Scouting's unique essence: that girls get personal strength and give it back to their communities and the world.

Spiritual force: We affirm that the guiding force in our Movement is a spiritual one and that we value individuals' diverse spiritual beliefs.

Open Membership: We clearly state that we are a membership organization with the right to set requirements for membership, such as appropriate age, payment of dues, and acceptance of the Girl Scout Promise and Law.

Patriotism, Citizenship, and Community Service: We reinforce our commitment to civic duty and service to our country and the world.

Diversity and Pluralism (new): The new language formally states our commitment to diversity.

Responsibility for the Movement and the democratic process: We affirm that when we make decisions about our Movement's future, we seek and hear our members' voices: girls, volunteers, and staff. Though the wording has changed from "volunteer" to "member," the primary adult voice is still that of the volunteers, who are 99 percent of the adults in our Movement. The more inclusive term "member" reflects our strategy to be more girl-centric and better able to hear girls' voices. We also affirm that our democratic process must be nimble and decisive.

Girl/Adult Partnership: We emphasize the volunteer-girl partnership: volunteers are essential as role models who interact dynamically with girls; enthusiastic and well-trained volunteers, dedicated to girls' well-being, are the key to making Girl Scouting the world's best organization for girls.

The following subjects, which are currently addressed in the Preamble, receive emphasis by giving them their own sections:

WAGGGS. By highlighting our relationship with WAGGGS, we differentiate Girl Scouting from other girl-serving organizations and we recognize that girls are growing up in, and must prepare to lead in, a global society.

Community Partners. Girl Scouting is a community leader; and we serve girls best by partnering with other community organizations.

And we have added one new section:

Voice. We see Girl Scouts as an expert on girls' growth and development, and as this nation's voice of girls and for girls. Girls make a difference and their voices are heard. We believe it is essential to continue creating opportunities for girls to engage in issues affecting their lives.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 4: CONSTITUTIONAL AMENDMENT OF ARTICLE III

To amend Article III of the Constitution of Girl Scouts of the USA (“The Girl Scout Program”) by substitution as follows:

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>The Girl Scout program is an informal educational program designed to help girls put into practice the fundamental principles of the Girl Scout Movement as set forth in the Preamble. It is carried out in small groups with adult leadership and provides a wide range of activities developed around the interests and needs of girls.</p>	<p>Grounded in the Girl Scout Promise and Law, Girl Scouting is a nonformal, experiential, and cooperative education program that promotes girls’ personal growth and leadership development. Partnering with caring adults, girls design fun and challenging activities that empower them and raise their voices within a local, national, and global sisterhood.</p>

RATIONALE

Building on the updated wording of the Preamble, this proposal represents an opportunity to clearly differentiate Girl Scouting from other programs for girls by highlighting the attributes that make it unique. There is an increased emphasis on local, national, and global sisterhood. Words such as “personal growth,” “leadership,” and “service” powerfully spell out the core elements of our program and our desired impact on girls’ lives. This language also clarifies the identity of our brand and is more in line with what both our research and the feedback from councils tell us are the most significant aspects of Girl Scouting today—a fun, safe, challenging, and girls-only environment that promotes friendship, partnership with adults, empowerment, and action.

The Girl Scout experience is based on sound educational methodology and theory. Important definitions include:

1. *Nonformal education.* Nonformal education uses intentional learning activities that enable the learner to actively participate in directing her own learning. As such, nonformal education is well suited to the development of life skills and building character. Nonformal education complements formal education (schools) and informal education (media/family).
2. *Experiential learning.* Experiential learning occurs when a person engages in some activity, looks back at the activity critically, abstracts some useful insight from the evaluation, and puts the results to work through a change in behavior. Through the experiential learning process, participants share ideas and gain a fuller meaning from each experience, and then they apply that learning to future experiences. The opportunity for reflection, evaluation, and sharing observations is equally important to the participants’ growth as the planning and experiencing of an activity.
3. *Cooperative learning.* Cooperative learning involves learners working in groups to discuss, debate, discover, practice, and teach. The educational process provides a wide range of activities developed around the interests and needs of participants. Cooperative learning is designed to promote the sharing of knowledge, skills, and learning in an atmosphere of respect and cooperation. In Girl Scouting, cooperative learning has facilitated the use of the democratic process for planning and decision-making within a group to ensure that every girl can participate fully.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 5: CONSTITUTIONAL AMENDMENT OF ARTICLE XII, SECTION 1 AND 2

REDUCTION IN SIZE OF THE NATIONAL NOMINATING COMMITTEE

A) THAT Article XII, Section 1, of the Constitution of Girl Scouts of the USA (“National Nominating Committee and Nominations”) be amended by striking the word “nine” and inserting the word “seven”.

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>There shall be a National Nominating Committee consisting of <u>nine</u> members. 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>There shall be a National Nominating Committee consisting of <i>seven</i> members. 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>

PROVISO

This amendment would take effect with the 2008–2011 triennium.

Underlined word to be struck. Italicized word to be entered.

SUBMITTED BY:

National Board of Directors of Girl Scouts of the USA

RATIONALE

Since 1957, the size of the National Board has been reduced three times from 70 members to its current size of 40/41 members. However, during this same period, the size of the National Nominating Committee has remained the same: 9 members. It is proposed that the National Council consider reducing the size of the National Nominating Committee in alignment with a smaller National Board.

- While a large committee would have been required to prepare a slate totaling 70 members, requirements have changed over time. With a proposed reduction in the National Board size to 30/31, the workload of the National Nominating Committee will be affected, and a larger National Nominating Committee will not be necessary to accomplish its work.
- A theme throughout the 2002–2005 triennium has been to streamline organizational ways of work. A smaller National Nominating Committee is consistent with this goal.
- An article on nominating committees, “Building the Best Board,” which appeared in the January 2005 issue of *Association Management* (published by the American Society of Association Executives) recommends the following as a guide to better governance: “Ideally, no more than six to eight individuals are charged with the nominations process, and their qualities reflect those sought for effective board members.”
- A GSUSA benchmarking report on national nonprofit boards states that three other national not-for-profit organizations have followed the trend toward smaller governance committees: National 4H, Camp Fire USA, and Girls, Inc.
- Improvements in technology, such as the use of teleconferences and e-mail, will continue to allow the National Nominating Committee to conduct its work more flexibly, efficiently, and speedily.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 5: CONSTITUTIONAL AMENDMENT OF ARTICLE XII, SECTIONS 1 AND 2

CEO AS A NONVOTING MEMBER OF THE NATIONAL NOMINATING COMMITTEE

B) To amend Article XII, Section 1, of the Constitution of Girl Scouts of the USA by inserting the words "and the CEO of Girl Scouts of the USA who shall serve as an ex officio nonvoting member" following the words "nine members";

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>There shall be a National Nominating Committee consisting of nine members. 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>There shall be a National Nominating Committee consisting of nine members <i>and the CEO of Girl Scouts of the USA who shall serve as an ex officio nonvoting member</i>. 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>

Italicized words to be inserted.

Note: If Amendment A is adopted prior to the consideration of Amendment B, the word "nine" will be struck and the word "seven" will be inserted.

SUBMITTED BY

National Board of Directors of Girl Scouts of the USA

RATIONALE

- A GSUSA study of the best practices of similar large national nonprofit organizations has concluded that the CEOs of such organizations serve on the Governance Committee in an ex officio, nonvoting capacity.
- GSUSA recommends this practice to its Girl Scout councils in its publications and monographs.

RECOMMENDATION

The National Board of Directors recommends adoption.

PROPOSAL 5: CONSTITUTIONAL AMENDMENT OF ARTICLE XII, SECTIONS 1 AND 2

PROPORTIONAL REALIGNMENT OF THE FIRST AND SECOND TERMS ON THE NATIONAL NOMINATING COMMITTEE

C) THAT Article XII, Section 2, of the Constitution of Girl Scouts of the USA ("National Nominating Committee and Nominations") be amended by striking the words "three members, but no more than four" and inserting the words "two members, but no more than three."

CURRENT WORDING	IF ADOPTED, WILL READ:
<p>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. At least <u>three members, but no more than four</u>, 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>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. At least <i>two members, but no more than three</i>, 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>

Underlined words to be struck. Italicized words to be entered.

SUBMITTED BY

National Board of Directors of Girl Scouts of the USA

RATIONALE

This practice would align with the reduction in size of the National Nominating Committee.

RECOMMENDATION

The National Board of Directors recommends adoption.

FOR ALL GIRLS. SOARING BEYOND GREATNESS.

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*, 2003 edition, pp. 11–13.)

A broad range of factors reflecting the selection criteria set forth in the "Policies" section of the *Blue Book* (see "Selection of Adults," p. 22) were considered in putting together the slate. The nominees possess a wide range of skills and experience, and represent the diversity of our nation in race, ethnicity, religion, age, and geographical location. The National Nominating Committee believes that these nominees possess the best talent and commitment necessary to lead and govern the Girl Scout Movement in the next triennium.

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 Sunday, October 9, during Meeting IV, which begins at 2:00 p.m. Therefore, to make a nomination from the floor, Cynthia Thompson, the Chair of the National Board of Directors, must have been notified of your intentions no later than 2:00 p.m. on Friday, October 7. Such notice may be sent to her at national headquarters for arrival prior to Wednesday, October 5, or may be delivered to the on-site Office of the National Board of Directors in Atlanta no later than 2:00 p.m. on Friday, October 7.

The National Nominating Committee wishes to thank everyone who participated in the democratic process by identifying prospective talent, sending in referrals, and giving input at focus group meetings.

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

A handwritten signature in cursive script that reads "Maria Blake".

Chair, National Nominating Committee

NOMINATIONS FOR THE NATIONAL BOARD OF DIRECTORS

OFFICERS 2005-2008

PRESIDENT

Patricia Diaz Dennis
San Antonio, Texas

SECRETARY

Linda P. Foreman
Durham, North Carolina

FIRST VICE PRESIDENT

Sharon H. Matthews,
Charlotte, North Carolina

TREASURER

Gwendolyn J. Wong
Hillsborough, California

SECOND VICE PRESIDENT

Mary P. Borba
Stamford, Connecticut

MEMBERS-AT-LARGE 2005-2008

Susan L. Anderson
Philadelphia, Pennsylvania

Tom Frost, III
San Antonio, Texas

Gail G. Mattson
Oak Ridge, Tennessee

Sara L. Schwebel
Cambridge, Massachusetts

Sheri Betts
Mitchellville, Maryland

Michelle L. Garcia
Washington, D.C.

Melodie Mayberry-Stewart
Cleveland, Ohio

Joyce Espy Searcy
Nashville, Tennessee

Donna L. Blackwell
New York, New York

Olivia N. Graham
Arlington, Virginia

Joseph L. Mayfield
Greenwich, Connecticut

Brigadier General Annie Sobel
Tijeras, New Mexico

Patsy Brison
Asheville, North Carolina

Nan C. Hillis
Tallahassee, Florida

Linda Mazon-Gutierrez
Tucson, Arizona

Gail M. Talbott
Cocoa Beach, Florida

Valdar Coryat
Freeport, New York

Kip Hughes
Denver, Colorado

Debra Nakatomi
Los Angeles, California

Davia Temin
New York, New York

Tanya Dawkins
Coral Gables, Florida

Marne L. Keller-Krikava
Appleton, Wisconsin

Judith A. Ramaley
Alexandria, Virginia

Marisa Tabizon Thompson
Eugene, Oregon

Tjada D'Oyen
Brooklyn, New York

Connie L. Lindsey
Chicago, Illinois

Angel L. Rodriguez
Parker, Texas

Joan Wagnon
Topeka, Kansas

Raquel "Rocky" Egusquiza
Dearborn, Michigan

Sandra E. Madrid
Bothell, Washington

Patricia Bowe Romines
Bartlesville, Oklahoma

Perry Yeatman
Westport, Connecticut

**Mimi U. B. Coppersmith
Fredman**
State College, Pennsylvania

Nancy Marino
Upper Brookville, New York

Rhea S. Schwartz
Washington, D.C.

PRESIDENT

Patricia Diaz Dennis

San Antonio, Texas

Patricia Diaz Dennis has served GSUSA as its National First Vice President since 2002 and its National Secretary from 1999 to 2002. Patricia has been chair of the Human Resources Committee and a member of the National Council Agenda Committee, the Technology Advisory Group, the World Conference delegation, and the Executive Committee. She serves on the Core Business Strategy Gap Team. This former girl member is senior vice president and assistant general counsel for SBC Services, Inc. Patricia previously served as senior vice president, general counsel, and secretary for SBC West (formerly SBC Pacific Bell/SBC Nevada Bell). Her dedication to the community includes leadership positions with the NHP Foundation and the Tomás Rivera Policy Institute. She additionally serves on the board of directors of Massachusetts Mutual Life Insurance Company, Entravision Communications Corporation, and UST Inc. She is a member of the bar in California, Texas, and the District of Columbia, and is admitted to practice before the U.S. Supreme Court. As a three-time presidential appointee, Patricia served in the State Department, on the Federal Communications Commission, and on the National Labor Relations Board. Named by former Governor George W. Bush to the Texas State University System Board of Regents, Patricia was appointed by Governor Bush's successor, Rick Perry, to his transition team for Texas-Mexico relations. Patricia received the 2004 Hispanic Association on Corporate Responsibility Fortune Director Award and 2003 MALDEF Corporate Responsibility Service Award. *Hispanic* magazine named her one of 100 Top Latinas during 2003 and 2004. *Hispanic Business* named her one of 100 Top Latinas for 2003 and 2004. *Hispanic Business* magazine chose her as one of the Top 25 Elite Women in 2004 and 2005.



FIRST VICE PRESIDENT

Sharon H. Matthews

Charlotte, North Carolina

Sharon H. Matthews brings top-level experience to Girl Scouting. With demonstrated skills in team leadership, systems thinking, and communications, she has been instrumental in guiding corporate employee relations, policy development, resource management, organizational development, diversity, and succession planning. Currently senior vice president and director of workforce policy at Wachovia Corporation, Sharon has responsibility for initiating and driving enterprise-wide workforce policies, including development, implementation, change management, training, and merger integration. Prior to joining Wachovia in 2000, Sharon held a series of director-level human resources positions for IBM Corporation's global financing organization, its S/390 and worldwide server sales divisions, and its western region for sales and services. Previously at IBM, she was human resources manager for the Charlotte location and led U.S. equal opportunity compliance programs.

Sharon's professional interests have encompassed participation in Wachovia's diversity practitioner development program and its human resources diversity council, the IBM global diversity council, and IBM's global leadership program. A former girl member, she was elected to GSUSA's National Board of Directors in 2002. Sharon has been chair of the Human Resources Committee as well as a member of the Executive Committee. She serves on the Core Business Strategy Gap Team. In the community, Sharon is a mainstay of Trinity Episcopal School, where she is a trustee, diversity committee chair, and member-at-large of the executive committee. She co-chairs the program committee of Charlotte Women Executives and is a member of the Crown Jewels chapter of Links, Inc. Her interest in children also prompted participation on the advisory board of the Community School of the Arts and the steering committee for Charlotte's United Agenda for Children, as well as affiliation with the Charlotte chapter of Jack and Jill of America.



SECOND VICE PRESIDENT

Mary P. Borba
Stamford, Connecticut

Over the course of her career, Mary P. Borba has made well-defined contributions to the corporate human resources management field. Mary began her career at American Can Company, where she first was an employee relations associate and later the coordinator. From there, she moved to Bristol-Myers Squibb Company, where she supervised the Clairol division's employment and affirmative action program before managing and later directing human resources for Clairol's operations division. She went on to direct Bristol-Myers Squibb's corporatewide human resources development. Mary then joined Actmedia, Inc., as senior vice president of human resources, and was responsible for all human resources activities for employees in the U.S. and Canada. In 1997, she moved to Swiss Reinsurance Company, where, as senior vice president, she headed human resources for its Americas division, including North and Latin America. In 2000, Mary took on responsibilities as managing director of human resources of North American operations at Marsh USA, Inc., a division of Marsh & McLennan Companies. In 2002 she became vice president of human resources for Argonaut Insurance Company, assisting the president in bringing about strategic organizational changes to return the company to profitability. She has recently taken on the role of vice president, compensation and benefits, for Boehringer Ingelheim's U.S. operations. Besides her workplace successes in corporate human resources, this former girl member has had a lead role as a continuing member and also vice chair of the Human Resources Committee of GSUSA's National Board of Directors. In the community, Mary has served as a board member of New Neighborhoods, as a parish music minister, and as the president of a school parents association.

