

GIRL SCOUTS OF THE UNITED STATES OF AMERICA

55TH NATIONAL COUNCIL SESSION
OCTOBER 23 – OCTOBER 25, 2020

Meeting 1: Friday, October 23, 2020, 6:00 p.m. EST

Opening/Flag Ceremony

Opening Ceremonies for the 2020 National Council Session commenced at 6:00 p.m. Eastern Standard Time (EST) with a videotaped processional of the flags of WAGGGS and GSUSA.

Call to Order

The 2020 Girl Scout National Council Session was called to order at 6:09 p.m. EST by Chair of the National Board and National President, Dr. Kathy Hopinkah Hannan.

The Chair acknowledged challenges faced in the past year resulting from COVID and explained the decision to conduct NCS virtually, given that it was impossible for the National Council to meet in person, due to the global pandemic. She thanked the delegation from Florida for preparing for 2020 convention and for all of their preparation for the 2023 Convention.

Following brief remarks on the ever-increasing importance of Girl Scouting and Girl Scouting values in current times, the Chair introduced Parliamentarian Ann Homer, a second participating Parliamentarian, Sarah Merkle, General Counsel, Jennifer Rochon, and outside counsel, Ken Kirschner from Hogan Lovells LLP.

Adoption of Credentials Report

The Chair recognized Vicki Gardner, the Credentials Chair and member of the National Board, to present the Credentials Report.

CREDENTIALS REPORT

Credentials Chair Vicki Gardner, National Board member, reported that as of 6:00 p.m. EST, on October 23, 2020, 1,183 members of the National Council were registered and eligible to vote, including 1,148 delegates elected by Girl Scout councils, 7 delegates of USA Girl Scouts Overseas, 26 members of the National Board of Directors, 2 Non-Board Members of the National Board Development Committee, and 0 Past Presidents.

The Credentials Chair noted that a quorum was present.

MOVED by Vicki Gardner, Credentials Chair and member of the National Board, and seconded, that the registered members of the National Council reported here be the official roll

of the delegates of this National Council Session.

Total number of votes cast: 1,172
Number of votes required: 587
Votes in favor: 1,165
Votes opposed: 7

There being at least a majority in the affirmative, the Credentials Report was adopted as the official report of National Council Members eligible to vote.

Adoption of Standing Rules

The Chair noted that the Standing Rules were updated and distributed to all delegates as of October 2, 2020.

The Chair recognized National Board Member, Valarie Gelb, to present the Standing Rules.

MOVED by Valarie Gelb, member of the National Board, and seconded, that the Standing Rules for the National Council Session be adopted as printed, and that if there were no objections, the Standing Rules not be read.

The motion was debated.

MOVED by Kathleen Coulter, Girl Scouts of Nation’s Capital, and seconded, that the National Council Session Standing Rule Number 5.A. be amended by striking the number “45” before the word, “minutes” and replacing it with the number “75.”

The motion was debated.

MOVED by Margie Hackett, Girl Scouts of Nation’s Capital, and seconded, to close debate.

Total number of votes cast: 1,196
Number of votes required: 798
Votes in favor: 1,118
Votes opposed: 78

There being at least two-thirds in the affirmative, the motion to close debate was ADOPTED and the Council moved to a vote on the motion to amend National Council Session Standing Rule Number 5.A. by striking the number “45” before the word, “minutes,” and replacing it with the number “75.”

Total number of votes cast: 1,191
Number of votes required: 596
Votes in favor: 271
Votes opposed: 920

There being less than a majority in the affirmative, the motion to amend National Council Session Standing Rule Number 5.A. FAILED.

The Standing Rules were further debated.

MOVED by Amanda Sass, Girl Scouts of Nation’s Capital, and seconded, to amend Section 5.A. of the National Council Session Standing Rules by inserting after the word “proposal” the words “and 75 minutes for constitutional amendments.”

The motion was debated.

MOVED by Jo Blackburn, Girl Scouts of San Jacinto, and seconded, to close debate.

Total number of votes cast: 1,173
Number of votes required: 782
Votes in favor: 1,112
Votes opposed: 61

There being at least two-thirds in the affirmative, the motion to close debate on the motion to amend National Council Session Standing Rule Number 5.A. was ADOPTED, and the Council moved to a vote on the motion to amend National Council Session Standing Rule Number 5.A. by inserting after the word “proposal” the words “and 75 minutes for constitutional amendments”.

Total number of votes cast: 1,182
Number of votes required: 592
Votes in favor: 330
Votes opposed: 852

There being less than a majority in the affirmative, the motion to amend National Council Session Standing Rule Number 5.A. by inserting after the word “proposal” the words “and 75 minutes for constitutional amendments” FAILED.

The Standing Rules were further debated.

MOVED by Katherine Simmons, Girl Scouts of Black Diamond, and seconded, to close debate on the Standing Rules by 8:30 p.m. EST.

Total number of votes cast: 1,186
Number of votes required: 791
Votes in favor: 1130
Votes opposed: 56

There being at least two-thirds in the affirmative, the motion to close debate on the Standing Rules by 8:30 p.m. EST was ADOPTED.

The Standing Rules were further debated.

At 8:30 p.m. EST, the Council moved to a vote on the Standing Rules as presented.

Total number of votes cast: 1,157
Number of votes required: 771
Votes in favor: 1,110
Votes opposed: 57

There being at least two-thirds in the affirmative, the Standing Rules were ADOPTED as presented.

The Chair updated the delegate count and noted that there being 1,190 active delegates as of 8:30 p.m. EST, with all six geographic regions represented, a quorum was present.

The Standing Rules, as adopted, are attached as Addendum 1 to these Minutes.

Adoption of Program

The Chair recognized Valarie Gelb, member of the National Board, to present the Program.

MOVED by Valarie Gelb, member of the National Board, and seconded, that the Program of the 55th Girl Scout National Council Session be adopted as presented with the presiding officer empowered to make changes as necessary.

The motion was debated.

MOVED by Tamma Bahr, Girl Scouts of Utah, and seconded, to close debate on the motion to adopt the Program.

Total number of votes cast: 1,174
Number of votes required: 783
Votes in favor: 1,134
Votes opposed: 40

There being at least two-thirds in the affirmative, the motion to close debate was ADOPTED, and the Council moved to a vote on the motion to adopt the 55th Girl Scouts National Council Session Program as presented, with the presiding officer empowered to make changes, as necessary.

Total number of votes cast: 1,145
Number of votes required: 573
Votes in favor: 1,114
Votes opposed: 31

There being at least a majority in the affirmative, the 55th Girl Scouts National Council Session Program was ADOPTED as presented, with the presiding officer empowered to make changes, as necessary.

The Program is attached as Addendum 2 to these minutes. With the adoption of the Credentials, the Standing Rules, and the Program, the National Council Session was officially convened.

Stewardship Report of the National Board of Directors

National President, Kathy Hopinkah Hannan, and GSUSA Interim Chief Executive Officer, Judith Batty, presented the Stewardship Report.

A copy of the Stewardship Report is attached as Addendum 3 to these minutes.

Treasurer's Report

Treasurer, Jeanmarie Grisi, presented the Treasurer's Report.

The Chair recognized Wendy Drummond, GSUSA's International Commissioner, to preside over the next portion of the meeting.

WAGGGS Leadership Report

Wendy Drummond presented the WAGGGS leadership report and introduced Heidi Jokinen, World Chair of WAGGGS, and Anna Segall, incoming CEO of WAGGGS, to discuss the WAGGGS Leadership Report.

The Chair recognized Jeanne Kwong Bickford, Second Vice President of the National Board, to preside over the next portion of the meeting.

Proposal 1: Establishment of a Task Force to Examine the Feasibility of a National Gold Award Scholarship Foundation

The Chair, Jeanne Kwong Bickford, presided over consideration of Proposal 1.

As the Proposal appears in the Workbook at page 48 and on screen, and there was no objection to the Chair not repeating the wording of the Proposal, the Chair did not repeat the wording of the Proposal.

A copy of the Workbook (including the correction sheets) is attached as Addendum 4 to these Minutes.

A question and answer session was held on Proposal 1.

The Chair recognized Ann Homer, the Parliamentarian, to speak about scope of notice for Proposal 1.

MOVED by Karen Schillings, Girl Scouts of Greater Chicago and Northwest Indiana, no second required, to adopt Proposal 1 as it appears in the Workbook.

Proposal 1 was debated.

MOVED by Suzanne Lutz, Girl Scouts of Greater New York, and seconded, to amend Proposal 1 by adding the words, “for a vote at the 2023 National Council Session” after the word, “back.”

The proposed amendment to Proposal 1 would thus read:

THAT the National Council establish a task group overseen by GSUSA and 2 council representatives, that includes volunteers, council staff, GSUSA Board members, and GSUSA representatives, charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group will report back **for a vote at the 2023 National Council Session** on the feasibility, recommendation and timeline for potential establishment of the foundation by the 2023 National Council Session. All members of this task force shall be appointed by the GSUSA Board of Directors.

The motion was debated.

MOVED by Eileen Higgins, Girl Scouts of the Jersey Shore, and seconded, to close debate on the motion to amend Proposal 1 by adding the words, “for a vote at the 2023 National Council Session” after the word, “back.”

Total number of votes cast: 1,121
Number of votes required: 748
Votes in favor: 1,050
Votes opposed: 71

There being at least two-thirds in the affirmative, the motion to close debate on the proposed amendment to Proposal 1 was ADOPTED and the Council moved to a vote on the motion to amend Proposal 1 by adding the words, “for a vote at the 2023 National Council Session” after the word, “back.”

Total number of votes cast: 1,123
Number of votes required: 562
Votes in favor: 736
Votes opposed: 387

There being at least a majority in the affirmative, the motion to amend Proposal 1 by adding the words, “for a vote at the 2023 National Council Session” after the word, “back” was ADOPTED.

Proposal 1 as amended reads:

THAT the National Council establish a task group overseen by GSUSA and 2 council representatives, that includes volunteers, council staff, GSUSA Board members, and GSUSA

representatives, charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group will report back for a vote at the 2023 National Council Session on the feasibility, recommendation and timeline for potential establishment of the foundation by the 2023 National Council Session. All members of this task force shall be appointed by the GSUSA Board of Directors.

Proposal 1 (as amended) was debated.

MOVED by Zoe Barbour, Girl Scouts of Central Maryland, and seconded, to amend amended Proposal 1 by striking the words “recommendation” and “potential” from the second sentence, inserting the phrase “designed to support the values and goals of the Girl Scout Movement” after the word, “foundation” in the same sentence, and inserting the sentence, “If determined feasible prior to 2023, the task force will work with the National Board to begin formation of the foundation,” after the second sentence.

The proposed amendment to amended Proposal 1 would read:

That the National Council establish a task group overseen by GSUSA and 2 council representatives, that includes volunteers, council staff, GSUSA Board members, and GSUSA representatives, charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group will report back for a vote at the 2023 National Council Session on the feasibility, ~~recommendation~~ and timeline for ~~potential~~ establishment of the foundation designed to support the values and goals of the Girl Scout Movement by the 2023 National Council Session. If determined feasible prior to 2023, the task force will work with the National Board to begin formation of the foundation. All members of this task force shall be appointed by the GSUSA Board of Directors.

The motion was debated.

The Chair noted that the 45 minutes for debate established by the Standing Rules had expired and proceeded to a vote to amend amended Proposal 1 by striking the words “recommendation” and “potential” from the second sentence, inserting the phrase “designed to support the values and goals of the Girl Scout Movement” after the word, “foundation” in the same sentence, and inserting the sentence, “If determined feasible prior to 2023, the task force will work with the National Board to begin formation of the foundation,” after the second sentence.

Total number of votes cast: 1,089
Number of votes required: 545
Votes in favor: 498
Votes opposed: 591

There being less than a majority in the affirmative, the motion to amend amended Proposal 1 FAILED.

The Council proceeded to a vote on amended Proposal 1.

Total number of votes cast: 1,091
Number of votes required: 546
Votes in favor: 970
Votes opposed: 121

There being at least a majority in the affirmative, amended Proposal 1 was ADOPTED as follows:

THAT the National Council establish a task group overseen by GSUSA and 2 council representatives, that includes volunteers, council staff, GSUSA Board members, and GSUSA representatives, charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group will report back for a vote at the 2023 National Council Session on the feasibility, recommendation and timeline for potential establishment of the foundation by the 2023 National Council Session. All members of this task force shall be appointed by the GSUSA Board of Directors.

The Chair then introduced Lorraine Hack, Chair of the CEO Search Committee, who provided an update on the CEO search process.

Meeting 1 adjourned at 11:54 p.m. EST.

Meeting 2: Saturday, October 24, 2020, 12:00 p.m. EST

Call to Order

Sharon Matthews, First Vice Chair of the National Board, called the meeting to order at 12:06 p.m.

She presided over a video of the Flag Ceremony, the Pledge of Allegiance, the Girl Scout Promise, and the Girl Scout Law.

There was a video in Spanish of the Girl Scout Promise and Girl Scout Law, from Girl Scouts of San Jacinto Council.

The Chair recognized Vicki Gardner, the Credentials Chair and member of the National Board, to present the updated Credentials Report for Meeting 2.

UPDATED CREDENTIALS REPORT FOR MEETING 2

Credentials Chair Vicki Gardner, National Board member, reported that on October 24, 2020, 1,163 members of the National Council were registered and eligible to vote, including 1,130 delegates elected by Girl Scout councils, 5 delegates of USA Girl Scouts Overseas, 24 members of the National Board of Directors, 2 Non-Board Members of the National Board Development Committee, and 2 Past Presidents.

The Credentials Chair noted that a quorum was present.

MOVED by Vicki Gardner, Credentials Chair and member of the National Board, and seconded, that the updated Credentials Report reported here be the official roll of the delegates of this National Council Session Meeting 2.

Total number of votes cast: 1,191

Number of votes required: 596

Votes in favor: 1,181

Votes opposed: 10

There being at least a majority in the affirmative, the updated Credentials Report for Meeting 2 was adopted as the official report of National Council Members eligible to vote.

Girls Speak Out: Positive Mental Health

The Chair introduced members of the G-Team, who worked with the Girl Scout Research Institute to research mental health issues impacting girls. They discussed their research, findings, and advocacy.

Proposal 2, Constitutional Amendment on Membership Dues

The Chair, Sharon Matthews, presided over consideration of Proposal 2.

As the Proposal appears in the Workbook at page 50 and on screen, and there was no objection to the Chair not repeating the wording of the Proposal, the Chair did not repeat the wording of the Proposal.

A copy of the Workbook (including the correction sheets) is attached as Addendum 4 to these Minutes.

A question and answer session was held on Proposal 2.

The Chair recognized Ann Homer, the Parliamentarian, to speak about scope of notice for Proposal 2.

MOVED by Mary Ann Altergott, member of the National Board, no second required, to adopt Proposal 2 as it appears in the Workbook.

Proposal 2 was debated.

The Chair updated the delegate count and noted that there being 1,231 active delegates as of 1:33 p.m. EST, with all six geographic regions represented, a quorum was present.

MOVED by Sharon Satterly, Girl Scouts of Kentuckiana, to amend Proposal 2 by (1) inserting the word, “only” after “set” in the second sentence, and deleting “or the National Board,” and (2) deleting the entire second paragraph.

The proposed amendment to Proposal 2 would thus read:

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, lifetime, or other applicable membership dues to Girl Scouts of the United States of America. Dues are set only by the National Council. ~~or the National Board.~~

~~The National Board shall implement procedures or communicating with and seeing input from Girl Scout councils and National Council delegates prior to any membership dues change by the National Board.~~

The motion was debated.

MOVED by Sarah Nathan, Girl Scouts of Central Indiana, and seconded, to close debate on the motion to amend to Proposal 2.

Total number of votes cast: 1,207
Number of votes required: 805
Votes in favor: 1,117
Votes opposed: 90

There being at least two-thirds in the affirmative, the motion to close debate on the motion to amend Proposal 2 was ADOPTED and the Council moved to a vote on the motion to amend Proposal 2 by (1) inserting the word, “only” after “set” in the second sentence, and deleting “or the National Board,” and (2) deleting the entire second paragraph.

Total number of votes cast: 1,204
Number of votes required: 603
Votes in favor: 340
Votes opposed: 864

There being less than a majority in the affirmative, the motion to amend Proposal 2 FAILED.

Proposal 2 as it appears in the Workbook was further debated.

MOVED by Ashley Daniel, Girl Scouts Diamonds of Arkansas, Oklahoma and Texas, and seconded, to close debate on Proposal 2.

Total number of votes cast: 1,173
Number of votes required: 782
Votes in favor: 903
Votes opposed: 270

There being at least two-thirds in the affirmative, the motion to close debate on Proposal 2 was ADOPTED and the Council moved to a vote on Proposal 2 as it appears in the Workbook.

The Chair updated the delegate count and noted that there being 1,215 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,164
Number of votes required: 776
Votes in favor: 970
Votes opposed: 194

There being at least two-thirds in the affirmative, Proposal 2 was ADOPTED and the Constitution of GSUSA is amended.

There was a video montage featuring girls from various Councils nation- and world-wide.

With a reminder to re-convene the official meeting at 6:00 p.m. EST, the meeting adjourned at 3:21 p.m.

Meeting 3: Saturday, October 24, 2020, 6:00 p.m. EST

Business Meeting 3 Call to Order

The Chair, Sharon Matthews, called Meeting 3 to order at 6:09 p.m. EST.

Updated Credentials Report

The Chair Recognized Credentials Chair, Vicki Gardner, National Board Member, to speak.

Credentials Chair Vicki Gardner, National Board Member, reported that as of 6:00 p.m. EST on October 24, 2020, 1,192 members of the National Council were registered and eligible to vote, including 1,158 delegates elected by Girl Scout councils, 7 delegates of USA Girl Scouts Overseas, 25 members of the National Board of Directors, 2 Non-Board Members of the National Board Development Committee, and 0 Past Presidents.

MOVED by Vicki Gardner, Credentials Chair and member of the National Board, and seconded, that the registered members of the National Council reported here be the official roll of the voting members of this National Council Session.

Total number of votes cast: 1,146
Number of votes required: 574
Votes in favor: 1,137
Votes opposed: 9

There being at least a majority in the affirmative, the updated Credentials Report was adopted as the official report of National Council Members eligible to vote.

Proposal 3: Adoption of a Procedure for Communication on Dues Actions by the National Board

The Chair, Sharon Matthews, presided over consideration of Proposal 3.

As the Proposal appears in the Workbook at page 51 and on screen, and there was no objection to the Chair not repeating the wording of the Proposal, the Chair did not repeat the wording of the Proposal.

A copy of the Workbook (including the correction sheets) is attached as Addendum 4 to these Minutes.

A question and answer session was held on Proposal 3.

The Chair recognized Ann Homer, the Parliamentarian, to speak about scope of notice for Proposal 3.

MOVED by Mary Ann Altergott, member of the National Board, no second required, to adopt Proposal 3 as it appears in the Workbook.

Proposal 3 was debated.

MOVED by Stephanie Smithey, Girl Scouts of Central Indiana, and seconded, to amend Proposal 3 by adding the word, “all” before “local Girl Scout councils”.

The proposed amendment to Proposal 3 would thus read:

Prior to any vote by the National Board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from **all** local Girl Scout councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change.

The motion was debated.

At 7:15 p.m. EST, the Chair postponed further discussion and debate on Proposal 3 in order to hold elections.

The Chair recognized Jenny Alonzo, member of the National Board, as Presiding Officer over election proceedings.

NOMINATIONS FOR NATIONAL BOARD OF DIRECTORS AND NATIONAL BOARD DEVELOPMENT COMMITTEE ELECTIONS

The Chair, Jenny Alonzo, recognized Trooper Sanders, member of the National Board and Chair of the National Board Development Committee, to present the nominations of the National Board Development Committee for the Officers, Members-at-Large of National Board of Directors, and National Board Development Committee (NBDC) for the 2020-2023 term:

Officers

President:	Karen P. Layng
First Vice President:	Jeanne Kwong Bickford
Second Vice President:	Noorain Khan
Treasurer:	Valarie Gelb
Secretary:	Ráchel Roché Walton

Members-at-Large of the National Board of Directors

Mary Ann Altergott	Ileana Musa
Beth Bovis	Debbie Nielson
Eileen Drake	Marcus Peacock
Wendy Drummond	Edmond C. Rastrelli
Vicki Gardner	Erika Rottenberg
Lorraine Hack	Trooper Sanders
Vievette Henry	Earl Simpkins Jr.
Vidya Krishnan	Zeta Smith
Rose Littlejohn	Leslee A. Temple
Sue Major	Cynthia Teniente-Matson
Lydia Mallett	Diane Tipton
Rumi Morales	Maryann Waryjas
Brit Morin	

National Board Development Committee (Board Members)

Vicki Gardner
Lorraine Hack
Ileana Musa
Debbie Nielson

National Board Development Committee (Non-Board Members)

Felecia Gilmore-Long
Robyn Ratcliffe Manzini
Monica Martinez

The Chair announced that a nomination from the floor was received in accordance with Article 12, Section 10 of the GSUSA Constitution.

The Chair recognized Suellen Nelles, Farthest North Girl Scout Council, to nominate Cheryl Waybright, as a candidate for a Member-at-Large of the National Board of Directors. Ms. Waybright's name was placed in nomination.

In accordance with Article XII, Section 10 of the Constitution, as there was a single nominee for each of the officer positions, the Chair declared the slate of Officers as nominated by the National Development Committee elected by acclamation.

In accordance with Article XII, Section 10 of the Constitution, as there was a single nominee for each non-Board member of the National Board Development Committee, the Chair declared the slate for non-Board members of the National Board Development Committee elected by acclamation.

In accordance with Article XII, Section 10 of the Constitution, since there was more than one nomination for each Member-at-Large position for the National Board, the election for Members-at-Large must be conducted by a ballot that was electronically distributed to all delegates. Delegates would be provided until 11:00 p.m. EST to cast their votes for the Members-at-Large. The election results would be announced during Meeting 4 on Sunday, October 25, 2020.

The Chair allowed for a brief, ten-minute recess, and then recognized Sharon Matthews, member of the National Board, as Presiding Officer over continued discussion and debate on Proposal 3.

Resumption of Discussion and Debate on Proposal 3: Adoption of a Procedure for Communication on Dues Actions by the National Board

The motion to amend Proposal 3 by adding the word, "all" before "local" in the first sentence was further debated.

POINT OF ORDER raised by Melissa Roussel, Girl Scouts Louisiana East Council, challenging the legitimacy of the National Council process, noting her concerns that the NCS

hosting site was preventing her from speaking.

The Chair ruled that the point of order was NOT WELL TAKEN.

POINT OF CLARIFICATION by Stephanie Smithey, Girl Scouts of Central Indiana, who previously moved to amend Proposal 3, to request that the text of the motion reflect her intent to add the word, “all” before the word, “local” and before “Girl Scout councils” in the last sentence.

The proposed amendment to Proposal 3 would thus read:

Prior to any vote by the National board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from all local Girl Scouts councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to all Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change.

The Chair acknowledged and thanked the delegate for her point of clarification.

APPEAL: Suellen Nelles, Farthest North Girl Scout Council, appealed the ruling of the Chair that the point of order previously raised by Melissa Roussel, Girl Scouts of Louisiana East Council, was not well taken. The appeal was seconded.

The appeal was debated.

MOVED by Mary Denver, Girl Scouts of the Chesapeake Bay Council, and seconded, to close debate on the appeal.

Total number of votes cast: 1,159
Number of votes required: 773
Votes in favor: 1,094
Votes opposed: 65

There being at least two-thirds in the affirmative, the motion to close debate on the appeal was ADOPTED and the Council moved to a vote on whether to uphold the decision of the Chair.

Total number of votes cast: 1,154
Number of votes required: 576
Votes in favor: 1,046
Votes opposed: 108

There being at least a majority in the affirmative, the decision of the Chair was UPHELD. The Point of Order was not well taken.

The motion to amend Proposal 3 by including “all” before “local” and before “National Council

delegates” was further debated.

MOVED by Anne Tranquilli-Bausher, Girl Scouts of Connecticut, and seconded, to close debate on the motion to amend Proposal 3.

Total number of votes cast: 1,177
Number of votes required: 785
Votes in favor: 1,153
Votes opposed: 24

There being at least two-thirds in the affirmative, the motion to close debate on the motion to amend Proposal 3 was ADOPTED and the Council moved to a vote on the motion to amend Proposal 3 by adding the word, “all” before “local Girl Scout councils” or “Girl Scout councils” in all instances.

Total number of votes cast: 1,147
Number of votes required: 574
Votes in favor: 1,003
Votes opposed: 144

There being at least a majority in the affirmative, the motion to amend Proposal 3 was ADOPTED.

Proposal 3 as amended reads:

Prior to any vote by the National Board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from all local Girl Scouts councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to all Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change.

Proposal 3, as amended, was debated.

MOVED by Lily Mitchell, Girl Scouts of Eastern Iowa, and Western Illinois, and seconded, to amend amended Proposal 3 by adding at the end of the last sentence, “including a plan for how GSUSA will help financially support councils that will see a rise in the need of financial assistance as a result of the dues change.”

The proposed amendment to Proposal 3 would thus read:

Prior to any vote by the National board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from all local Girl Scouts councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to all Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change, **including a plan for how GSUSA will help financially support**

councils that will see a rise in the need of financial assistance as a result of the dues change.

The motion was debated.

MOVED by Marie Williams, Girl Scouts of Colorado, and seconded, to close debate on the motion to amend Proposal 3 (as amended).

Total number of votes cast: 1,140
Number of votes required: 760
Votes in favor: 1,050
Votes opposed: 90

There being at least two-thirds in the affirmative, the motion to close debate on the motion to amend amended Proposal 3 was ADOPTED and the Council moved to a vote on the motion to amend amended Proposal 3 by adding at the end of last sentence, “including a plan for how GSUSA will help financially support councils that will see a rise in the need of financial assistance as a result of the dues change.”

Total number of votes cast: 1,125
Number of votes required: 563
Votes in favor: 482
Votes opposed: 643

There being less than a majority in the affirmative favor, the motion to amend amended Proposal 3 by adding at the end of last sentence, “including a plan for how GSUSA will help financially support councils that will see a rise in the need of financial assistance as a result of the dues change” FAILED.

Proposal 3 as amended was further debated.

MOVED by Andrea Sedano, Girl Scouts of Southern Nevada, and seconded, to close debate on amended Proposal 3 .

Total number of votes cast: 1,127
Number of votes required: 752
Votes in favor: 1,026
Votes opposed: 101

There being at least two-thirds in the affirmative, the motion to close debate on Proposal 3 was ADOPTED and the Council moved to a vote on amended Proposal 3 .

The Chair noted that there being 1,182 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,157
Number of votes required: 579
Votes in favor: 1,112

Votes opposed: 45

There being at least a majority in the affirmative, amended Proposal 3 was ADOPTED.

Proposal 3 – Procedure for Communication on Dues Actions by the National Board

Prior to any vote by the National Board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from all local Girl Scouts councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to all Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change.

In response to a question raised from the floor, the Presiding Officer noted that the absence of the word “local” before the phrase “Girl Scout council” in the second sentence was not intended to connote a different meaning than the phrase “local Girl Scout council” in the first sentence, and that the word “local” would be added to the second sentence in accordance with the power accorded to the Chair of the National Board in the Standing Rules to make any and all necessary editorial changes.

MOVED by Marty Devereux-Poch, Girl Scouts of Greater Chicago and Northwest Indiana, and seconded, to amend the program so that consideration of Proposal 4 be moved to the beginning of Meeting 4, on Sunday, October 25, 2020 at 11:00 a.m. EST.

MOVED by Ariana McKnight, Girl Scouts of Western New York, and seconded, to close debate on the motion to amend the program.

Total number of votes cast: 1,110
Number of votes required: 740
Votes in favor: 1,030
Votes opposed: 80

There being at least two-thirds in the affirmative, the motion to close debate on the motion to amend the program to move consideration of Proposal 4 to 11:00 a.m. EST on Sunday, October 25, 2020, was ADOPTED, and the Council moved to a vote on the motion to amend the program.

Total number of votes cast: 1,116
Number of votes required: 559
Votes in favor: 757
Votes opposed: 359

There being at least a majority in the affirmative, the motion to amend the program so that consideration of Proposal 4 be moved to the beginning of Meeting 4, on Sunday, October 25, 2020 at 11 a.m. EST was ADOPTED. The program was re-ordered.

The meeting adjourned at 11:32 p.m. EST.

Meeting 4: Sunday, October 25, 2020, 11:00 a.m. EST

Call to Order

Presiding Officer Jenny Alonzo, member of the National Board, called the meeting to order at 11:05 a.m.

Final Credentials Report

Jenny Alonzo, the Chair, recognized Vicki Gardner, Credentials Chair and member of the National Board, to present the Credentials Report:

Credentials Chair Vicki Gardner, National Board member, reported that as of 11:00 a.m. EST, on October 25, 2020, 1,109 members of the National Council were registered and eligible to vote, including 1,077 delegates elected by Girl Scout councils, 7 delegates of USA Girl Scouts Overseas, 22 members of the National Board of Directors, 2 Non-Board Members of the National Board Development Committee, and 1 Past President.

The Credentials Chair noted that a quorum was present.

The Chair recognized Vicki Gardner, the Credentials Chair.

MOVED by Vicki Gardner, member of the National Board and Credentials Chair, and seconded, to adopt the final credentials report.

Total number of votes cast: 1,100
Number of votes required: 551
Votes in favor: 1,095
Votes opposed: 5

There being at least a majority in in the affirmative, the final Credentials Report was adopted as the official report of National Council Members eligible to vote.

The Chair noted that a quorum was present.

Elections

The Chair announced the results of electronic balloting for the Members-at-Large. The certified voting results are attached as Addendum 5 to these Minutes. The following Members-at-Large of the National Board of Directors were declared elected:

Members-at-Large of the National Board of Directors

Mary Ann Altergott
Beth Bovis
Eileen Drake
Wendy Drummond
Vicki Gardner
Lorraine Hack
Vievette Henry
Vidya Krishnan
Rose Littlejohn
Sue Major
Lydia Mallett
Rumi Morales
Brit Morin

Ileana Musa
Debbie Nielson
Marcus Peacock
Edmond C. Rastrelli
Erika Rottenberg
Trooper Sanders
Earl Simpkins Jr.
Zeta Smith
Leslee A. Temple
Cynthia Teniente-Matson
Diane Tipton
Maryann Waryjas

National Board Development Committee (Board Members)

Vicki Gardner
Lorraine Hack
Ileana Musa
Debbie Nielson

The Chair recognized Mary Ann Altergott, member of the National Board, to preside over the next portion of the meeting.

Proposal 4: Membership Dues Increase Restriction

Mary Ann Altergott, the Chair, presided over consideration of Proposal 4.

As the Proposal appears in the Workbook at page 61 and on screen, and there was no objection to the Chair not repeating the wording of the Proposal, the Chair did not repeat the wording of the Proposal.

A copy of the Workbook (including the correction sheets) is attached as Addendum 4 to these Minutes.

A question and answer session was held on Proposal 4.

POINT OF ORDER raised by Clinton Hohenstein, Girl Scouts of Sierra Nevada, appealing a prior “ruling” of the Parliamentarian that a motion to allow virtual meetings would not be within scope.

The Chair noted that the Parliamentarian does not make rulings and that the point of order was **NOT WELL TAKEN**.

The question and answer session continued on Proposal 4.

APPEAL: Clinton Hohenstein, Girl Scouts of Sierra Nevada appealed the ruling of the Chair on the Point of Order. The appeal was seconded.

MOVED by Andrea Sedano, Girl Scouts of Southern Nevada, and seconded, to close debate on the appeal.

The Chair noted that there being 1,213 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,188
Number of votes required: 792
Votes in favor: 1,127
Votes opposed: 61

There being at least two-thirds in the affirmative, the motion to close debate on the appeal was ADOPTED and the Council moved to a vote on whether to uphold the prior decision of the Chair.

Total number of votes cast: 1,129
Number of votes required: 565
Votes in favor: 1,055
Votes opposed: 74

There being at least a majority in the affirmative, the motion was ADOPTED and the decision of the Chair was upheld.

Additional questions were asked and answered on Proposal 4.

The Chair recognized Ann Homer, the Parliamentarian, to speak about scope of notice for Proposal 4.

MOVED by Marty Devereux-Poch, Girl Scouts of Greater Chicago and Northwest Indiana, no second required, to adopt Proposal 4 as it appears in the Workbook.

Debate commenced on Proposal 4.

MOVED by Mary Denver, Girl Scouts of the Chesapeake Bay, and seconded, to close debate on Proposal 4.

Total number of votes cast: 1,179
Number of votes required: 786
Votes in favor: 763
Votes opposed: 416

There being less than two-thirds in the affirmative, the motion to close debate on Proposal 4 FAILED.

MOVED by Anna Jones, Girl Scouts of North-Central Alabama, and seconded, to amend Proposal 4 by striking “25%” and replacing it with “15%.”

The proposed amendment to Proposal 4 would thus read:

In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. The National Board of Directors must seek approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of ~~25%~~ 15% in any one triennium. Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.

The motion was debated.

MOVED by Jennifer Tuttle, Girl Scouts of San Jacinto Council, and seconded, to close debate on the proposed amendment to Proposal 4.

Total number of votes cast: 1,177
Number of votes required: 785
Votes in favor: 1,050
Votes opposed: 127

There being at least a two-thirds in the affirmative, the motion to close debate on the proposed amendment to Proposal 4 was ADOPTED and the Council moved to a vote on the proposed amendment to Proposal 4.

Total number of votes cast: 1,188
Number of votes required: 595
Votes in favor: 484
Votes opposed: 704

There being less than a majority in the affirmative, the motion to amend Proposal 4 by striking “25%” and replacing it with “15%” FAILED.

Proposal 4 as it appears in the Workbook was debated.

MOVED by Lorilei Dreibelbis, Girl Scouts of Nation’s Capital, and seconded, to strike “seek” and replace it with “obtain.”

In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. The National Board of Directors must **seek** **obtain** approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium. Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.

The motion was debated.

MOVED by Anna Jones, Girl Scouts of North Central Alabama, and seconded, to close debate on the proposed amendment.

Total number of votes cast: 1,111
Number of votes required: 741
Votes in favor: 1,030
Votes opposed: 81

There being at least two-thirds in the affirmative, the motion to close debate on the proposed amendment to Proposal 4 was ADOPTED and the Council moved to a vote on the proposed amendment to Proposal 4.

Total number of votes cast: 1,131
Number of votes required: 566
Votes in favor: 842
Votes opposed: 289

There being at least a majority in the affirmative, the motion to amend Proposal 4 by striking the word, “seek,” and replacing it with “obtain” was ADOPTED.

Proposal 4, as amended, was debated.

MOVED by Paxton Splittorff, Girl Scouts Diamonds of Arkansas, Oklahoma and Texas, and seconded, to amend amended Proposal 4 by deleting the word, “must” and replacing it with “shall”; and deleting the words, “whenever a planned dues for any increase will result in dues increasing more than a total of 25% in any one triennium.” and replacing them with “for any increase resulting in a dues cost equal to or greater than 25% of the amount of dues at the time of the previous NCS. This shall occur no more than one time in any inter-NCS period.”

The proposed amendment to Proposal 4 would read:

In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts

of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. **The National Board of Directors must shall obtain approval from the National Council whenever a planned dues for any increase will result in dues increasing more than a total of 25% in any one triennium. for any increase resulting in a dues cost equal to or greater than 25% of the amount of dues at the time of the previous NCS. This shall occur no more than one time in any inter-NCS period.** Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.

The motion was debated.

MOVED by Mikaela Roger, Girl Scouts Spirit of Nebraska, and seconded, to amend the proposed amendment by deleting “25%” and replacing it with “20%”.

The proposed secondary amendment to Proposal 4 would thus read:

Proposal 4 – Membership Dues and Procedures for Registration

In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. **The National Board of Directors must shall obtain approval from the National Council whenever a planned dues for any increase will result in dues increasing more than a total of 25% in any one triennium. for any increase resulting in a dues cost equal to or greater than 25%-20% of the amount of dues at the time of the previous NCS. This shall occur no more than one time in any inter-NCS period.** Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.

The motion was debated.

MOVED by Nicole Wenzel, Girl Scouts of Central & Southern New Jersey, and seconded, to close debate on Proposal 4 by 2:45 p.m. EST.

Total number of votes cast: 1,143
Number of votes required: 762
Votes in favor: 963
Votes opposed: 180

There being at least two-thirds in the affirmative, the motion to close debate on Proposal 4 by 2:45 p.m. EST was ADOPTED.

The time being past 2:45 p.m. EST, the National Council moved immediately to vote on the proposed amendment to strike “25%” and insert “20%.”

The Chair noted that the voting platform needed to be checked and delegates were asked to stand at ease until the problem could be resolved.

MOVED by Suzanne Copeland, Girl Scouts of Central Texas, and seconded, to refer Proposal 4 to the National Board for placement on the 2023 National Council Session agenda.

The motion to refer Proposal 4 to the National Board for placement on the 2023 National Council Session agenda was debated.

POINT OF ORDER raised by Paxton Splittorff, Girl Scouts Diamonds of Arkansas, Oklahoma, and Texas, regarding the decision of the Chair to allow the prior motion to refer Proposal 4 to the National Board for Placement on the 2023 National Council Session Agenda as such a motion would need to be made during debate and debate had already closed.

The Chair conferred with the Parliamentarian and ruled that the motion made by Suzanne Copeland was a motion to refer rather than a motion to postpone, so was in order, and the point of order was NOT WELL TAKEN.

The motion to refer Proposal 4 to the National Board for placement on the 2023 National Council Session agenda was further debated.

POINT OF ORDER raised by Amanda Sass, Girl Scouts of Nation’s Capital, regarding the ruling of the Chair that the prior point of order raised by Paxton Splittorff was not well taken as delegates had been in the process of voting, but had been delayed by technical difficulties.

The Chair ruled that the point of order was NOT WELL TAKEN.

APPEAL: Amanda Sass, Girl Scouts of Nation’s Capital, APPEALED the ruling of the Chair to allow the motion to refer Proposal 4 to the National Board for placement on the 2023 National Council Session agenda. The appeal was seconded.

MOVED by Suzanne Oteme, Girl Scouts of Western New York, and seconded, to close debate on the appeal.

Total number of votes cast: 1,092
Number of votes required: 728
Votes in favor: 1,046
Votes opposed: 46

There being at least two-thirds in the affirmative, the motion to close debate on the appeal was ADOPTED and the Council moved to a vote on whether to uphold the prior decision of the Chair.

Total number of votes cast: 1,106
Number of votes required: 554
Votes in favor: 463
Votes opposed: 643

There being less than a majority in the affirmative, the decision of the Chair was OVERTURNED. No further consideration of the motion to Refer would take place.

The Council moved to vote on the secondary amendment to Proposal 4, to strike “25%” and replace it with “20%.”

Total number of votes cast: 1,077
Number of votes required: 539
Votes in favor: 458
Votes opposed: 619

There being less than a majority in the affirmative, the secondary amendment to Proposal 4, to strike “25%” and replace it with “20%,” the motion FAILED.

The Council moved to vote on the proposed amendment to Proposal 4 as follows:

In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. **The National Board of Directors must shall obtain approval from the National Council whenever a planned dues for any increase will result in dues increasing more than a total of 25% in any one triennium. for any increase resulting in a dues cost equal to or greater than 25% of the amount of dues at the time of the previous NCS. This shall occur no more than one time in any inter-NCS period.** Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.

Total number of votes cast: 1,112
Number of votes required: 557
Votes in favor: 421
Votes opposed: 691

There being less than a majority in the affirmative to the proposed amendment to Proposal 4 FAILED.

The Chair updated the delegate count and noted that there being 1,175 delegates as of 4:12 p.m., with all six geographic regions represented, a quorum was present. The Council then moved to vote on amended Proposal 4:

In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. **The National Board of Directors must obtain approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium.** Girl Scout councils account for membership dues in the custodian fund and transmit to GUSA within two months of receipt all moneys received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.

Total number of votes cast: 1,142
Number of votes required: 557
Votes in favor: 941
Votes opposed: 201

There being at least a majority in the affirmative, amended Proposal 4 was ADOPTED.

The Chair declared for a sixty-minute recess.

Call to Order

Presiding Officer Mary Ann Altergott, member of the National Board, called the meeting back to order at 6:22 p.m. EST.

Via video recording, Judith Batty, the interim Chief Executive Officer, addressed the Council regarding the importance of lifetime memberships.

Debbie Nielson, member of the National Board, was introduced as the new Presiding Officer. She noted that there being 1,131 active delegates, with all six geographic regions represented, a quorum was present.

MOVED by Sarah Nathan, Girl Scouts of Central Indiana, and seconded, to refer Proposals 5 and 6 to the National Board for placement on the 2023 National Council Session agenda.

MOVED by Kate McGrath, Girl Scouts of North-Central Alabama, and seconded, to amend the prior motion by striking “Proposal 5,” so that only Proposal 6 would be referred to the National Board for placement on the 2023 National Council Session agenda.

MOVED by Madhuri Singh, Girl Scouts of Western New York, and seconded, to close debate on the motion to refer only Proposal 6 to the National Board for placement on the 2023 National Council Session agenda.

Total number of votes cast: 1,126
Number of votes required: 751
Votes in favor: 980

Votes opposed: 146

There being at least two-thirds in the affirmative, the motion to close debate was ADOPTED and the Council moved to a vote on the motion to amend the agenda by striking “Proposal 5,” so that only Proposal 6 would be referred to the National Board for placement on the 2023 National Council Session agenda.

Total number of votes cast: 1,127
Number of votes required: 564
Votes in favor: 563
Votes opposed: 564

There being less than a majority in the affirmative, the proposed amendment to strike Proposal 5 FAILED.

MOVED by Evelyn Alejandro, Girl Scouts of Southwest Texas, and seconded, to amend the prior motion to amend the agenda by striking “Proposal 6,” so that only Proposal 5 would be referred to the National Board for placement on the 2023 National Council Session agenda.

MOVED by Madhuri Singh, Girl Scouts of Western New York, and seconded, to close debate on the motion to amend by striking “Proposal 6”.

Total number of votes cast: 1,124
Number of votes required: 750
Votes in favor: 1,032
Votes opposed: 92

There being at least two-thirds in the affirmative, the motion to close debate on the secondary amendment was ADOPTED and the Council moved to a vote on the secondary motion to amend the agenda by striking “Proposal 6”.

The Chair updated the delegate count and noted that there being 1,176 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,106
Number of votes required: 554
Votes in favor: 552
Votes opposed: 554

There being less than a majority in the affirmative, the amendment to strike “Proposal 6,” FAILED.

The motion to amend the agenda to refer Proposals 5 and 6 to the National Board for placement on the 2023 National Council Session agenda was further debated.

MOVED by Kathleen Althoff, Girl Scouts of Nation’s Capital, and seconded, to close debate.

The Chair updated the delegate count and noted that there being 1,174 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,111
Number of votes required: 741
Votes in favor: 1,038
Votes opposed: 73

There being at least two-thirds in the affirmative, the motion to close debate was ADOPTED and the Council moved to a vote on the motion to amend the agenda by referring Proposals 5 and 6 to the National Board for placement on the 2023 National Council Session agenda.

The Chair updated the delegate count and noted that there being 1,171 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,133
Number of votes required: 567
Votes in favor: 405
Votes opposed: 728

There being less than a majority in the affirmative, the motion to amend the agenda by referring Proposals 5 and 6 to the National Board for placement on the 2023 National Council Session agenda, the motion FAILED, and the Council continued consideration of Proposal 5.

Proposal 5: Constitutional Amendment on Consistency in Delegate Terms (Article IV, Section 7)

Debbie Nielson, the Chair, continued to preside over consideration of Proposal 5.

A question and answer session was held on Proposal 5.

The Chair recognized Ann Homer, the Parliamentarian, to speak about scope of notice for Proposal 5.

As the Proposal appears in the Workbook at page 63 and on screen, and there was no objection to the Chair not repeating the wording of the Proposal, the Chair did not repeat the wording of the Proposal.

A copy of the Workbook (including the correction sheets) is attached as Addendum 4 to these Minutes.

MOVED by Corrine Robbins, Girl Scouts of Southeastern New England, no second required, to adopt Proposal 5 as it appears in the Workbook.

Proposal 5 was debated.

MOVED by Grace Tabone, Girls Scouts of Western New York, and seconded, to close debate on Proposal 5 by 9:30 p.m. EST.

The Chair updated the delegate count and noted that there being 1,165 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,119
Number of votes required: 746
Votes in favor: 1,039
Votes opposed: 80

There being at least two-thirds in the affirmative, the motion to close debate on Proposal 5 by 9:30 p.m. EST was ADOPTED.

Proposal 5 was further debated.

MOVED by Andrea Sedano, Girl Scouts of Southern Nevada, and seconded, to close debate on Proposal 5 immediately.

The Chair updated the delegate count and noted that there being 1,169 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,088
Number of votes required: 726
Votes in favor: 950
Votes opposed: 138

There being at least two-thirds in the affirmative, the motion to close debate on Proposal 5 was ADOPTED and the Council moved to a vote on Proposal 5 as it appears in the Workbook.

Total number of votes cast: 1,096
Number of votes required: 726
Votes in favor: 882
Votes opposed: 214

There being at least two-thirds in the affirmative, Proposal 5, as it appears in the Workbook, was ADOPTED. The Constitution of GSUSA is amended.

The Chair introduced the next presiding officer, Ráchel Roché Walton, Member of the National Board, to preside over Proposal 6.

Proposal 6: Lifetime Membership Discount

Ráchel Roché Walton, the Chair, presided over consideration of Proposal 6.

A question and answer session was held on Proposal 6.

The Chair recognized Ann Homer, the Parliamentarian, to speak about scope of notice for Proposal 6.

As the Proposal appears in the Workbook at page 66 and on screen, and there was no objection to the Chair not repeating the wording of the Proposal, the Chair did not repeat the wording of the Proposal.

A copy of the Workbook (including the correction sheets) is attached as Addendum 4 to these Minutes.

MOVED by Kristy King, Girl Scouts of Connecticut, no second required, to adopt Proposal 6 as it appears in the Workbook.

MOVED by Brian Kearney, Girl Scouts of Nation’s Capital, and seconded, to close debate on Proposal 6.

The Chair updated the delegate count and noted that there being 1,135 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,095
Number of votes required: 730
Votes in favor: 885
Votes opposed: 210

There being at least two-thirds in the affirmative, the motion to close debate on Proposal 6 as it appears in the Workbook was ADOPTED, and the Council moved to a vote on Proposal 6.

The Chair updated the delegate count and noted that there being 1,128 active delegates, with all six geographic regions represented, a quorum was present.

Total number of votes cast: 1,087
Number of votes required: 544
Votes in favor: 972
Votes opposed: 115

There being at least a majority in the affirmative, Proposal 6 as it appears in the Workbook was ADOPTED.

The Chair thanked the delegates for their hard work and dedication.

There was a videotaped segment to thank Sharon Matthews, retiring member of National Board, who served for more than eighteen years, and Kathy Hopinkah Hannan, the outgoing National Board President, who served in the role as President from 2014-2020.

Remarks from the outgoing National Board President, Kathy Hopinkah Hannan, National President 2014-2020

Outgoing National Board President, Dr. Kathy Hopinkah Hannan, paid tribute to Sharon Matthews for her service, and invited Sharon Matthews to join in the remarks. Sharon Matthews and Kathy Hopinkah Hannan each noted their appreciation of their long collaboration and dedication to the Girl Scout mission.

Kathy Hopinkah Hannan closed by thanking the girls for their engagement, for leading by example in setting an appropriate tone, and engaging in respectful discourse. She noted the shared mission of

all Girl Scouts to keep girls at the center of the Girl Scouts mission and the need for all Girl Scouts to hold one another accountable in respectful ways. She thanked the presiding officers and invited Maggie, a G-Team member and governance intern, to help install the newly elected officers and board.

Installation of the National Board and Board Development Committee

Maggie Madole, Girl Scouts of Connecticut, and member of the G-Team, conducted the installation ceremony for the new National Board officers, followed by the Members-at-Large of the National Board and Non-Board Members of the National Board Development Committee.

Outgoing National Board President Kathy Hopinkah Hannan introduced the incoming National Board President, Karen Layng, who provided a brief keynote address in acknowledgment of the late hour and family, school, and work obligations. Incoming President, Karen Layng, pointed delegates to her recorded remarks; thanked her family, her former troop leader, and the troop she led; and noted the importance of keeping the Girl Scouts mission alive. She thanked the production team for all their efforts and noted her enthusiasm for the next National Council Session, scheduled to take place in Orlando, Florida in 2023.

National Council Session Adjournment Sine Die at 11:26 p.m. EST.