

PROPOSAL 1:

CONSTITUTIONAL AMENDMENTS: CONSENT AGENDA ITEMS

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

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

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

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

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

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

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

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

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

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

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

PROPOSAL 1 (CONT.)

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

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

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

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

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

PROPOSAL 1 (CONT.)

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

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

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

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

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

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

PROPOSAL 1 (CONT.)

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

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

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

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

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

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