

# PROPOSAL 4

## CONSTITUTIONAL AMENDMENT: BALLOT REQUIREMENT

To amend Article V, Sessions of the National Council, Section 5, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article V – Sessions of the National Council</p> <p>5. At sessions of the National Council each National Council member present in person shall be entitled to one vote. Elections to office and to the National Board of Directors shall be by ballot and a plurality of votes cast shall elect. Decision on annual membership dues shall be by ballot and shall require a majority of votes cast. All other matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.</p>	<p><b>Article V – Sessions of the National Council</b></p> <p><b>5. Each member present in person at the National Council shall be entitled to one (1) vote. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.</b></p>	<p>Article V – Sessions of the National Council</p> <p>5. Each member present in person at the National Council shall be entitled to one (1) vote. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.</p>

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

**Rationale:** **Ballot Requirement**

The traditional interpretation of the word “ballot” has meant a paper ballot. With the advent of technology, the meaning of the word “ballot” has been broadened to include many methods, including voting machines and electronic voting systems. The parliamentary authority of GSUSA, *Robert’s Rules of Order Newly Revised, 10th Edition*, has also expanded its definition of a ballot to include electronic voting and voting machines. Electronic voting for national officers and National Board members and National Nominating Committee members was instituted at the 2005 National Council Session. Moving forward, the word “ballot” will be interpreted to mean any process generally accepted to be a ballot.

Utilization of paper ballots is cumbersome, time consuming, and costly. A paper ballot on a single issue involves distributing, casting, collecting, and hand counting the ballots. This process, including the counting time, takes hours, and the National Council members have to wait for the results until the next meeting in the National Council Session. Taking the same vote electronically results in nearly instantaneous feedback, and the National Council members know almost immediately if the motion is adopted or lost.

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Removing the language related to the requirement for a ballot vote opens the possibility for other means of taking a vote, such as unanimous consent, show of hands, rising, etc. In the past, delegates have requested election by voice vote or acclamation when there is a single slate for election.

A vote of the majority will still ensure that members of the National Council can request a ballot in a particular situation.

### **Election**

The proposed wording clarifies that a majority vote is necessary for election, which is consistent with GSUSA's adopted parliamentary authority, *Robert's Rules of Order Newly Revised, 10th Edition*.

### **Dues**

The Congressional Charter and Article X of the GSUSA Constitution vest the authority to manage the affairs of the corporation with the National Board of Directors between National Council Sessions. Article V specifies the procedure by which any vote taken at a National Council Session on dues will be taken by ballot. The interpretation of the word "ballot" is explained on p. 50.

The practice of timing dues proposals for National Council action is slow and outdated. The recent custom has been to bring a dues proposal to the National Council approximately every six years. A more agile practice is needed to allow dues to be adjusted when careful analysis indicates this is necessary. As fiduciaries, National Board members are elected by the National Council to oversee the organization's finances and to act in the Movement's interest. Since membership dues are a significant source of revenue for GSUSA, the National Board will exercise its authority to set dues and will seek the input of councils prior to taking action.

Just as a council board of directors might raise the price of a box of Girl Scout cookies after careful analysis of resources and trends, the National Board would make a prudent adjustment in membership dues based on sound financial research, and with input from Girl Scout councils in advance of any action.

The National Board has overall fiduciary responsibility for ensuring adequate resources to carry out the organization's goals, including determination of the annual budget. Recognition of the authority of the National Board to set dues for the organization is consistent with governance practices of comparable national nonprofit organizations. For example, Boy Scouts of America, the organization most comparable to GSUSA in terms of membership practices, authorizes its national board of directors to determine the national dues. The national board of AARP also sets the national dues. This practice is consistent with the authority of the National Board as set forth in the Congressional Charter, the Constitution, and the Bylaws of Girl Scouts of the USA.

The Congressional Charter provides, in Section 80303(b)(1), that the Board has the authority to act on behalf of the National Council. "To the extent provided in the constitution and bylaws, the board of directors shall have the powers of the Council and manage the activities of the corporation between meetings of the Council." (See *Blue Book of Basic Documents 2006*, pp. 33–35.) Article X, Section 1, of the Constitution of Girl Scouts of the USA affirms the authority of the Board referenced in the Congressional Charter to act for the National Council

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between sessions. (See *Blue Book of Basic Documents 2006*, pp. 8–9.)

While the National Board would be the primary dues-setting agent, the National Council would retain full rights, providing a check and balance to the process. The National Council serves as a check and balance in two major ways:

1. Members of the National Board are elected by the National Council, and, therefore, are accountable to the National Council.
2. The National Council retains the right to act on a dues proposal placed on the agenda for consideration.

**Note:** GSUSA is committed to seeking a broad-based fund development strategy and to reducing reliance on membership dues as a primary source of income. GSUSA will continue to partner with councils in generating and securing additional resources focused on membership extension.

This commitment is in keeping with recommended findings of the National Board's Task Group on Membership Subsidization, formed following the dues increase approved by the 2002 National Council Session in recognition of the impact of a dues increase on council budgets.

Constitutional amendments to create additional registration options to annual and lifetime membership (Amendment of Articles V, VIII, and IX) would potentially increase enrollment. Options might include multiyear membership, introductory registration, and family dues.

**Recommendation:** The National Board of Directors recommends adoption of Proposal 4.

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### Q&A SECTION

**Question:** What can councils expect in regard to communications regarding a potential dues increase?

*Answer:* Councils can expect to be included in a timely dialogue with the National Board. The National Board will use multiple means, electronic and otherwise, to communicate with councils regarding the financial status of the organization, and to obtain input from Girl Scout council constituencies before taking any action. A full report would be made to the membership once action is taken well in advance of implementation of any change in the dues structure.

**Question:** Will the National Board continue to bring dues-related proposals to the National Council for consideration?

*Answer:* No, the National Board will not continue to bring dues-related proposals to the National Council. As part of its ongoing fiduciary responsibility, the National Board will take action on dues. As mentioned in the question above, the National Board will seek the input of councils before enacting a dues increase. Proposals on dues can still be originated by councils for National Council consideration.

**Question:** How would the National Board determine when a dues increase might be necessary?

*Answer:* The National Board would take prudent action if analysis of long-term financial trends reflects the need to make an adjustment. An increase would be dictated by circumstances, and not by a timetable. At all times, input would be obtained in a timely way from Girl Scout council constituencies, and the membership would be fully informed throughout the process.

**Question:** Can the National Board of Directors currently act on dues?

*Answer:* The Congressional Charter and Constitution of Girl Scouts of the USA allow the National Board to act between meetings of the National Council on all matters, including dues.

**Question:** Why has the National Board not acted on dues increases between National Council Sessions in the past?

*Answer:* Through the years, the National Board has been satisfied with the dues increases passed at the National Council Sessions, and it hopes this National Council will pass the most current request for a \$2 increase. However, the National Board always has had the right to implement further increases between meetings of the National Council but exercised its discretion not to do so. This rationale attempts to clarify the respective authority of the National Council and National Board in the dues process. The elimination of the ballot wording will not affect the rights of the National Council or National Board to respond to changing circumstances during the triennium calendar regarding dues.