



Proposal 3

Voting and Dues Authority

Disclaimer:

Please note that final wording of the rationale(s) for each proposal and the order in which the proposals will appear during the National Council business meetings will be as published in the *Workbook* and distributed to councils in early July, 2008.

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>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>	<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: **Election**

The wording makes clear 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*. (Note: A plurality that is not a majority does not elect. In addition, a plurality is properly used when there are three or more choices for a position. Source: RONR, 10th edition.)

Delegates have continually requested election by voice vote or acclamation when there is a single slate for election. Removing language requiring a ballot vote will allow a voice vote if there are no nominees from the floor. (Note: If there are nominees from the floor, the election will be held in a manner that will allow members to vote for the candidate of their choice: e.g., ballot or electronic voting equipment).

Ballot/Dues

Article V is the only place in the Constitution that references membership dues. The National Board of Directors is recommending that it set dues.

The practice of timing dues proposals for National Council action is slow and outdated. The custom has been to bring a dues proposal to the National Council every six years. A more agile practice is needed to allow dues to be adjusted when careful analysis indicates this is necessary.

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.

This practice is consistent with the authority of the National Board as set forth in the Congressional Charter, the Constitution, and the Bylaws of Girl Scouts of the USA.

- The Congressional Charter provides, in Section 80303(b)(1), that the Board has the authority to act on behalf of the National Council. "To the extent provided in the constitution and bylaws, the board of directors shall have the powers of the Council and manage the activities of the corporation between meetings of the Council." (See *Blue Book of Basic Documents 2006*, pp. 33–35.)
- Article X, Section 1, of the Constitution of Girl Scouts of the USA affirms the authority of the Board referenced in the Congressional Charter to act for the National Council between sessions. (See *Blue Book of Basic Documents 2006*, pp. 8–9.)

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:

- In the long term, 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 reduce the cost of processing membership and increase enrollment. Options might include multiyear membership, introductory registration, and family dues.

In summary:

In our fast-changing world, the most successful organizations are those which are the most flexible and agile. The practice of timing dues proposals to coincide with the National Council Session is slow and outdated. 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. 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.

Recommendation: The National Board of Directors recommends adoption of Proposal 3.

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: The National Board would act on matters pertaining to dues between sessions of the National Council with full input from Girl Scout councils prior to making any decision. It is not the intent to wait for a National Council Session for action to be taken regarding dues. This is consistent with the National Board's authority to act for the National Council on matters requiring attention between National Council Sessions. 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: Why not insert specific wording regarding authority of the Board to set dues under responsibilities of the National Board (Constitution, Article X, National Board of Directors)?

Answer: Specific duties are not delineated in the Constitution. Rather, language references authority of the National Board more broadly, in line with the Congressional Charter.

Note: Additional Q&As will be added to the Workbook to clarify the effect of the proposed amendment.