



girl scouts of north east ohio

October 11, 2011

Dear Voting Delegate:

Pursuant to the Girl Scouts of North East Ohio's (GSNEO) Code of Regulations, Article II-General Assembly, Section 3(B)-Meetings of the General Assembly (Special Meetings), a majority of the members of the General Assembly submitted a written request on Friday, September 30, 2011, to hold a Special Meeting of the General Assembly. This letter serves as the Call to the Special Meeting. GSNEO will hold a Special Meeting of the General Assembly on Saturday, October 29, 2011 at 8:00 AM. This is an official council meeting and all voting members of the General Assembly are required to attend. The voting members include the Board of Directors, Board Development Committee, National Delegates and all Membership Delegates. If you are an Alternate National Delegate or Alternate Membership Delegate you should still attend this important meeting.

In this packet of information you will find, the meeting agenda (which includes proposed resolutions to amend the Code of Regulations of GSNEO in the manner stated in the enclosed document marked "Meeting Agenda") as presented by the majority of the voting members of the General Assembly, rationale for the special meeting, rationale against approval of proposed meeting agenda items and tentative schedule of the meeting.

Because of the request to have this special meeting, we WILL NOT be able to hold the Candidate Meet & Greet as originally scheduled from 8:30am-9:15am. The regularly scheduled General Assembly meeting will proceed promptly at 9:30am as originally scheduled.

The Vision 2012 meeting that was rescheduled to occur after the 9:30am General Assembly meeting is canceled until further notice.

Special Meeting

WHEN: Saturday, October 29, 2011

7:15 am – Doors open, Check-in, Refreshments

8:00am-Special General Assembly meeting (*Required for All Voting Members*)

9:15 am – Special General Assembly meeting ends

WHERE: Macedonia Headquarters

One Girl Scout Way, Macedonia, Ohio 44056-2156

Free Parking Available Onsite

AGENDA:

- Consideration of Meeting Agenda items

Online registration opens October 11, 2011. Please R.S.V.P. by Wednesday, October 26, 2011 by visiting GSNEO.org and selecting the Special Events Tab.

Corporate Office

One Girl Scout Way
Macedonia, OH 44056-2156
800.852.4474
gsneo.org

Central/North Service Center
One Girl Scout Way
Macedonia, OH 44056-2156

Cleveland Office
4019 Prospect Avenue
Cleveland, OH 44103

East Service Center
980 Warren Avenue
Niles, OH 44446

South Service Center
1010 Applegrove Street NW
North Canton, OH 44720

Tuscarawas Office
1458 Fifth Street NW
New Philadelphia, OH 44663

West Service Center
6111 S. Broadway Avenue
Lorain, OH 44053



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We look forward to seeing you on Saturday, October 29, 2011. Thank you for all that you do to support the girls and volunteers of Girl Scouts of North East Ohio.

Yours in Girl Scouting,

Dan Bragg
Chair of the Board of Directors
Girl Scouts of North East Ohio

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Enclosures:

- Meeting agenda (which includes proposed resolutions to amend the Code of Regulations of GSNEO in the manner stated in the enclosed document marked "Meeting Agenda") as presented by the majority of the voting members of the General Assembly
- Rationale for the special meeting
- Rationale against approval of proposed meeting agenda items
- Tentative schedule of the meeting

Tentative
2011 Special Meeting
Saturday, October 29, 2011
Macedonia Headquarters

- I. Call to Order/Welcome
Dan Bragg, Chair
GSNEO Board of Directors
- II. Consideration of Meeting Agenda Items
Dan Bragg, Chair
GSNEO Board of Directors
- III. Adjournment
Dan Bragg, Chair
GSNEO Board of Directors

Following the Special Meeting we will hold the originally scheduled General Assembly meeting at 9:30am. There WILL NOT be a Candidate Meet & Greet. The Vision 2012 meeting that was rescheduled to occur after the 9:30am General Assembly meeting is canceled until further notice.

Meeting Agenda

1. The present Membership Delegates will vote on a resolution requesting that the Board of Directors immediately cease and desist all activities in connection with the transfer of any real property held in the name of the Girl Scouts of North East Ohio, until such time as any such pending, anticipated or planned transfers may be approved by a vote of two-thirds (2/3) of the voting members of the General Assembly participating and voting at a meeting held pursuant to Article II, Section 3 of the Code.

2. The General Assembly will vote upon the following resolution (the “**Real Property Transfer Amendment**”):

It is resolved, effective immediately, that Article IV, Section 2(A) of the Code of Regulations shall be amended to read as follows: “Powers: The Corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, except as may be otherwise provided in the Code of Regulations or the Articles of Incorporation, *and except that the Board of Directors shall not transfer, by sale or otherwise, any real property held in the name of the Council, unless such transfer is explicitly approved by a vote of two-thirds (2/3) of voting members of the General Assembly participating and voting at a meeting held pursuant to Article II, Section 3 of the Code of Regulations.*”

3. The Real Property Transfer Amendment will take effect upon a favorable two-thirds (2/3) vote of the voting members of the General Assembly participating and voting at the special meeting, provided a quorum is present at the special meeting (*See* Code Article II, Section II(F) and Code Article XII). As a result, if the General Assembly adopts the Real Property Transfer Amendment, it will immediately bind the Board of Directors. Nevertheless, if the General Assembly adopts the Real Property Transfer Amendment and any members of the Board of Directors thereafter express any objection to the amendment, or any doubt as to its immediate effect, the General Assembly will vote on the following resolutions (the “**Board Removal and Replacement Amendments**”):

(a) It is resolved, effective immediately, that the final sentence of Article IV, Section 5 of the Code of Regulations shall be amended to read as follows: “Any board member may be removed, with or without cause, by a vote of two-thirds (2/3) of the total voting membership of the Board of Directors, *or two-thirds (2/3) of voting members of the General Assembly*”

participating and voting at a meeting held pursuant to Article II, Section 3 of the Code of Regulations.”

(b) It is resolved, effective immediately, that the following sentence will be added to the end of Article IV, Section 4 of the Code of Regulations: “*In the event that the General Assembly removes the entire Board of Directors in accordance with Article IV, Section 5 of the Code of Regulations, the General Assembly is empowered to thereafter immediately, at the meeting where the action occurred, nominate and elect persons to serve on an interim Board of Directors which will remain in place until a permanent Board of Directors is installed, pursuant to Article IV, Section 3 of the Code of Regulations, at the next Annual Meeting. Such emergency nominations shall occur pursuant to the procedure outlined in the fourth paragraph of Article II, Section 5 of the Code of Regulations, except that part (d) of that paragraph will be inapplicable. The election of each interim Board member shall be effective upon a majority of voting members of the General Assembly participating and voting at the meeting. Notwithstanding the foregoing, any persons nominated and elected to the Board of Directors must be qualified to serve as otherwise provided in the Code of Regulations, except that any minimum giving expectations do not apply to interim Board members.*”

4. In the event the General Assembly adopts the Board Removal and Replacement Amendments, the General Assembly will vote on whether or not to remove each member of the Board of Directors in accordance with the amended Article IV, Section 5 of the Code.

5. In the event the General Assembly adopts the Board Removal and Replacement Amendments and thereafter removes the entire Board of Directors pursuant to item (4) above and the amended Article IV, Section 5 of the Code of Regulations, the General Assembly will nominate and elect an interim Board of Directors in accordance with the amended Article IV, Section 4 of the Code.

Rationale against approval of the Special Meeting Agenda:

The following rationale is presented in response to the Special Meeting Agenda. Because there are some similarities between the motion submitted by Delegate Roberta M. Riordan for the regular General Assembly meeting and the Special Meeting Agenda, we have restated our September 29th response below as response to items numbered 1-2 on the Special Meeting Agenda. New responses to items numbered 3-5 follow on page 2.

Response to items #1-2

The system for governance as established by GSUSA and adopted by GSNEO has two components:

1. Decision-influencing
2. Policy/decision-making

All members, including the voting members of the General Assembly, are a part of what is termed the decision influencing system. Viewpoints are sought from members and considered by those making the decision. According to the Code of Regulations of GSNEO, members elect delegates to represent their views and influence the decision-makers. Delegates in turn vote to elect the Board of Directors or the decision-makers. The Board engages the decision-influencing system by presenting items to the members for input and feedback. The Board as the policy/decision-makers employs many methods to solicit both member and delegate input.

With respect to the recent property decisions the Board used:

1. member surveys;
2. information and input from the formation of a volunteer and board committee (Vision 2012);
3. statistical data and;
4. input and analysis from a GSUSA property consultant.

The appropriate means for members to further influence the policies of the Board is the election of Board members to make decisions on behalf of the membership, not to restrict their duties. The current board was elected by the General Assembly and entrusted to make the best decision for the organization.

GSNEO is a non-profit organization. By law, GSNEO board members have personal legal and financial responsibilities and obligations above and beyond the members of the general assembly. Critical policy and operational decisions should not be vested in the larger body because it negates the purpose and authority of the Board and minimizes its ability to be effective with time sensitive opportunities. Additionally, restricting the Board's duties not only blurs previously established rules separating the responsibilities of the Board and General Assembly, but also increases the personal legal and financial obligations of the General Assembly members. The proposed amendment in essence weakens the effectiveness of the Board and serves as a deterrent to the Board being able to perform its duties.

Although GSUSA did not initially propose in 2007 that GSNEO have a written policy in the Code of Regulations stating how amendments were to be received and reviewed, GSNEO's practice since the merger has been to have members, through membership meetings, review and comment on Code revisions prior to them being placed on the ballot. Thus, the proposed amendment has not gone through a vetting process with the Board/Board Development Committee or the membership.

Alternatively, the following action is proposed. Any amendments to the Code of Regulations be postponed until the Spring Assembly meeting in 2012. Any proposed amendments must be received by December 11, 2011 and be vetted

by both the Board Development Committee and the membership during the February/March 2012 Regional Membership Delegate Election Meetings. At that time, GSNEO will also present a process to receive and review amendments to be voted upon at the 2012 Spring General Assembly meeting. Therefore, this amendment and others will have the chance to be shared with the membership during our regularly scheduled winter election meetings thus ensuring the opportunity for everyone to fully participate in the revision of the Code of Regulation.

Further response to rational for the special meeting and Response to items #3-5

Item #3 seems to be in contrast to the democratic process that the conveners of this meeting expressed in their rationale for the special meeting. The only way the Board may speak or act is **as a whole, after a proper vote on an issue**. Item #3 states that if **any** member of the Board objects to item #2 if passed, the membership will vote to amend the Code to be able to remove the Board. It seems like the conveners of this meeting are trying to punish the whole Board if a member speaks his or her mind during the membership meeting. This action triggering the vote to amend the Code seems arbitrary and imposes overly restrictive constraints on individual board members, who are volunteers and have a passion for Girl Scouting. Their personal opinions are not binding on the overall Board in any way.

Further, there is no reciprocal process for the membership, Board or General Assembly to remove Membership or National Delegates. It seems that the process for removing members of the General Assembly should be studied further and a recommendation made that comprehensively addresses removal overall.

Items #4-5

The removal of some or all of the Board for the reasons stated above will cause irreparable harm to the reputation of the Girl Scouts and dissuade future community leaders from enthusiastic service and financial support of the organization. Stability of an organization's Board is paramount to its ability to function and gain community partners. Uncertainty of a Board's authority and the threat of removing the Board anytime they must make a difficult decision will only weaken the Board, not only within the organization but outside as well. Further, this amendment negates the responsibility of the Board Development Committee to screen and recommend qualified and diverse candidates to serve on the Board.

Finally, the Board is charged with and takes its responsibility very seriously with regards to furthering and maintaining the Girl Scout **Movement** in northeast Ohio. It is not only the future of our 40,000 girl members that they think about but the hundreds of thousands of girls who have yet to have the opportunity to experience the Girl Scouting and could benefit greatly from the values and principles of our organization.

rationale for the special meeting

In April, 2011 at the spring assembly, there was an outcry over the announcement that the GSNEO board planned to sell 5 camps in order to fund the transformation of the two remaining camps into what was then called "Premier Leadership Centers" .

Board spokespersons pointed out that a majority of comments at the microphone does not necessarily equate to a fair representation of the opinion of the membership. By asking, in the form of a vote on the question, that all current sales activity cease and that GSNEO desist from further such activity, the board will then know the will of the membership in a recognized democratic fashion.

The amendment to include the general assembly in property decisions would make the board accountable to the delegates who elect them. This enhances the democratic process of our council. It would also help to ensure that such decisions were made by a transparent process, using accurate data, and with meaningful membership input throughout.

In contrast, the previous board plan was based on erroneous data which most likely would have irrevocably harmed the council had it been allowed to pass. Membership input was solicited, but then set aside. Facts went unacknowledged. And our financial future – which depends heavily on the support of product sales by members – was imperiled.

These resolutions are not in themselves to decide which properties to keep and which – if any – to relinquish. This is about recognizing the need to make decisions carefully. And to include the membership in a meaningful way

Should the board fail to recognize this need to work as partners with the membership, then the membership has little choice but to dismiss those who refuse to work with them, and to select a board who can.

Corey Ann Ringle