

2014 National Council Session Action Items

2014 National Council Proposal 1

Flexibility of Dues and Registration Practices

This is a three-part proposal.

Statement of Proposal:

Part A

To amend the Constitution of Girl Scouts of the USA, Article IX, Membership Dues, by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will 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 or lifetime membership dues to Girl Scouts of the United States of America.	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 or lifetime] <u>applicable</u> membership dues to Girl Scouts of the United States of America.	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 applicable membership dues to Girl Scouts of the United States of America.

Note: If Part A fails, parts B and C will **not** be considered.

[Words in brackets] = words to be struck

Underlined words = words to be inserted

Part B

To amend the Constitution of Girl Scouts of the USA, Article V, Section 5, Sessions of the National Council, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
5. Each member present in person at the National Council shall be entitled to one (1) vote. Decision on annual membership dues shall require a majority of votes cast. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.	5. Each member present in person at the National Council shall be entitled to one (1) vote. Decision on [annual] membership dues shall require a majority of votes cast. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.	5. Each member present in person at the National Council shall be entitled to one (1) vote. Decision on membership dues shall require a majority of votes cast. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.

[Words in brackets] = words to be struck

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Part C

To amend the Girl Scouts of the USA Constitution, Article VIII, Section 4, Credentials, by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
4. Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for no more than one year, except for lifetime membership. All credentials shall bear the name of Juliette Low.	4. Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for [no more than one year, except for lifetime membership] <u>the applicable periods</u> . All credentials shall bear the name of Juliette Low.	4. Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for the applicable periods. All credentials shall bear the name of Juliette Low.

[Words in brackets] = words to be struck

Underlined words = words to be inserted

Upon adoption, relevant policies and sections of the Blue Book of Basic Documents referencing dues will be updated accordingly.

- Annual and lifetime membership will remain options.

Background

- The Constitution of Girl Scouts of the USA references two types of membership dues categories—annual and lifetime. If adopted, this proposal allows future flexibility in membership dues categories and enables GSUSA, in partnership with councils, to align membership categories and dues with membership trends and needs. The intention is to introduce more general language to accommodate future categories of membership and dues.
- Over the last 20 years, membership recruitment and registration have evolved into a year-round process. Societal changes and programming have offered new opportunities for us to welcome new members and better serve existing girl and adult members; however, our restrictive policy language has inhibited us from taking advantage of the opportunities to register members in new ways.
- During the 2011–2014 triennium, a task group composed of National Board and council staff members was charged with studying the current dues structure and membership registration processes to assure alignment with membership and program practices and processes. The task group took a holistic and futuristic look at both current and prospective members' needs, conducted extensive internal and external research, and blended data with the pragmatic needs and resources/capacities of our organization today.

Submitted by:

Task Group to Study National Dues Structure and Registration Practices

Recommendation of the National Board:

The National Board recommends adoption of the proposal.



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Rationale for recommendation:

The Task Group's recommendation to consider more flexible language is to ensure that our governing documents accommodate innovation and enable quick organizational responses to new opportunities. The recommendation of the Task Group is to retain "annual" and "lifetime" dues categories while allowing for the addition of other categories.

To address the challenges and opportunities available for improving our customers' experience, recommendations include:

Pursue a 16-month membership option for girls and adults*

Adding a 16-month membership option for members joining after May/June would allow new members to pay a discounted rate for the remaining months of the current year and the entire following year. This would address concerns that late-joining members do not receive full value when paying annual dues. Retention would increase. It would provide a single registration process for these members in the 13- to 16-month membership period, which is a benefit to the customer and the council.

Pursue contributing membership as a new membership option

Contributing membership would make individual donors members of the Movement. These adult members could then be engaged in opportunities to support Girl Scouting, which could lead to multi-year contributions. The current vision would have tiered benefits.

Pursue improved marketing, packaging, and incentivizing of membership (e.g., incentives or discounts for families, including parent and daughter, and bundling of membership with retail).

Membership for families with multiple daughters or a family membership could increase membership. Bundling membership and retail (e.g., program materials and uniforms) would increase customer satisfaction and may increase revenue for councils and GSUSA.

Organizational partnership, while not a membership category, is a model that should be developed

This model would engage corporate and organizational volunteers and donors, with the organization or corporation paying for an individual's membership. Membership would apply to only those individuals who have accepted the Promise and Law.

These recommendations are aligned with our organization's customer-centric focus. Each of the recommendations addresses needs expressed by councils, volunteers, and both girl and adult members. This work also supports the top organizational priorities of the Movement, including our focus on growing and improving the K-5 experience, increasing income, and improving technology and brand/marketing efforts.

We anticipate that with technology enhancements and process improvements we will see continuous new opportunities for growing membership and improving customers' experience. We need to ensure that we remove potential barriers now by making language in the Constitution more flexible so we can be responsive.

***Note:** While all recommendations have the potential to be highly beneficial, the 16-month membership requires a change in constitutional language in order to be implemented.

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2014 National Council Proposal 2

Reporting Relationship of the Chief Financial Officer

This is a four-part proposal.

Statement of Proposal:

Part A

To amend the Constitution of Girl Scouts of the USA, Article XI, Officers, 1, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
1. The officers of the corporation shall be the President, who shall have the working title Chair of the National Board of Directors; the First and Second Vice Presidents, who shall have the working titles of Vice Chairs; the Secretary; the Treasurer; the Chief Executive Officer; the Chief Financial Officer; and such other officers as the Bylaws may provide.	1. The officers of the corporation shall be the President, who shall have the working title Chair of the National Board of Directors; the First and Second Vice Presidents, who shall have the working titles of Vice Chairs; the Secretary; the Treasurer; the Chief Executive Officer; [the Chief Financial Officer] ; and such other officers as the Bylaws may provide.	1. The officers of the corporation shall be the President, who shall have the working title Chair of the National Board of Directors; the First and Second Vice Presidents, who shall have the working titles of Vice Chairs; the Secretary; the Treasurer; the Chief Executive Officer; and such other officers as the Bylaws may provide.

Note: If Part A fails, Parts B, C, and D will **not** be considered.

[Words in brackets] = words to be struck

Part B

To amend the Constitution of Girl Scouts of the USA, Article X, The National Board, 2, by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
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 Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and the 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.	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 Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer <u>shall be an ex officio member [and the Chief Financial Officer shall be ex officio members]</u> without vote. The National Board shall at all times be representative of the various geographical areas of the country.	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 Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer shall be an ex officio member without vote. The National Board shall at all times be representative of the various geographical areas of the country.

Proviso: If adopted, the amendment will take effect at the conclusion of the 2014 National Council Session.

[Words in brackets] = words to be struck

Underlined words = words to be inserted



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Part C

To amend the Constitution of Girl Scouts of the USA, Article XI, Officers, 3, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
3. The Chief Executive Officer and the Chief Financial Officer shall be appointed by the National Board of Directors to hold office at its pleasure. Such other officers as the National Board of Directors may deem necessary may be elected or appointed by the National Board as provided in the Bylaws.	3. The Chief Executive Officer [and the Chief Financial Officer] shall be appointed by the National Board of Directors to hold office at its pleasure. Such other officers as the National Board of Directors may deem necessary may be elected or appointed by the National Board as provided in the Bylaws.	3. The Chief Executive Officer shall be appointed by the National Board of Directors to hold office at its pleasure. Such other officers as the National Board of Directors may deem necessary may be elected or appointed by the National Board as provided in the Bylaws.

Note: If Part A fails, Parts B, C, and D will **not** be considered.

[Words in brackets] = words to be struck

Part D

To amend the Girl Scouts of the USA Bylaws, Article II, Officers, G, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
G. The Chief Financial Officer, hereinafter referred to as the "CFO," shall: i. be responsible to the National Board and to the CEO; ii. maintain budgetary control of the finances of the corporation, ensuring that no obligations are incurred in the name of the corporation, except for the purpose of the corporation pursuant to proper authorization; iii. manage the accounts and all financial records; iv. prepare and issue financial statements and reports; v. serve ex officio without vote as a member of the National Board; and vi. perform such other duties as prescribed by the National Board or the CEO.	[G. The Chief Financial Officer, hereinafter referred to as the "CFO," shall: i. be responsible to the National Board and to the CEO; ii. maintain budgetary control of the finances of the corporation, ensuring that no obligations are incurred in the name of the corporation, except for the purpose of the corporation pursuant to proper authorization; iii. manage the accounts and all financial records; iv. prepare and issue financial statements and reports; v. serve ex officio without vote as a member of the National Board; and vi. perform such other duties as prescribed by the National Board or the CEO.]	

[Words in brackets] = words to be struck

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Submitted by:

National Board of Directors of Girl Scouts of the USA

Recommendation of the National Board:

The National Board recommends adoption of the proposal.

Rationale for recommendation:

Governing documents of Girl Scouts of the USA have reflected the practice of having the Chief Financial Officer (CFO), formerly the Controller, approved by the National Board since the 1930s.

Consultants, including representatives of Grant Thornton and BoardSource, are in agreement that there should be one executive appointed by the Board, with all other staff members reporting to that one executive. This strengthens role clarity and is consistent with nonprofit sector best practice. The Chief Executive Officer (CEO) is the appropriate executive to appoint the CFO.

For role clarity and to be consistent with best practices for nonprofits, the reporting relationship of the CFO should be updated to reflect appointment of the CFO by the CEO.



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2014 National Council Proposal 3

Role of the Past Presidents

Statement of Proposal:

To amend the Constitution of Girl Scouts of the USA, Article XI, Officers, 5, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
5. In recognition of distinguished service, all Past Presidents of Girl Scouts of the United States of America shall be honorary officers and members of the National Council with full voting rights. The Past Presidents shall be members ex officio of the National Board of Directors without vote except during any period when they may be serving as duly elected members of the National Board of Directors.	5. In recognition of distinguished service, all Past Presidents of Girl Scouts of the United States of America shall be honorary officers and members of the National Council with full voting rights. [The Past Presidents shall be members ex officio of the National Board of Directors without vote except during any period when they may be serving as duly elected members of the National Board of Directors.]	5. In recognition of distinguished service, all Past Presidents of Girl Scouts of the United States of America shall be honorary officers and members of the National Council with full voting rights.

[Words in brackets] = words to be struck

Submitted by:

National Board of Directors of Girl Scouts of the USA

Recommendation of the National Board:

The National Board recommends adoption of the proposal.

Rationale for recommendation:

By virtue of having served as President of Girl Scouts of the USA, all Past Presidents hold membership on the National Board as ex officio members, without vote.

Research shows that comparable nonprofits do not have a place on their National Boards for the Past Presidents of their organizations, nor do they have formal roles defined in their governing documents for the Past Presidents. Past Presidents can be utilized in an effective manner for the betterment of the Movement without their roles being defined in Girl Scouts of the USA's governing documents.

Consistent with our research, and based on the respective analyses of nonprofit sector best practice by consultants at Grant Thornton and BoardSource, it is recommended that the Constitution of Girl Scouts of the USA be amended.