



*Special Meeting
of the Corporation*

April 30, 2008

*Crowne Plaza
Cromwell, CT*

Girl Scouts of Connecticut, Inc.
340 Washington Street, Hartford, CT 06106
860-522-0163 1-800-922-2770 www.gsofct.org



Girl Scouts of Connecticut
340 Washington Street
Hartford, CT 06106
(860) 522-0163
Fax (860) 548-0325
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April 30, 2008

Dear Girl Scouts of Connecticut Council Delegates:

Welcome and congratulations on being the first elected and appointed Council Delegates for Girls Scouts of Connecticut. This is a historic moment in the history of the Girl Scout Movement in this state. We are now one statewide council, and you are the leadership which will guide governance and policy for us as we continue our journey into the twenty-first century.

In the seven months that Girl Scouts of Connecticut has existed, we have taken great strides. We opened 13 camps across the state for the upcoming summer season, offered myriad programs and learning opportunities to our girls, ran a very visible and successful Cookie Sale, made training for our volunteers accessible in a variety of new venues, launched a new website, and elected 61 Regional Delegates. And now your work begins in partnership with the Board, Management, and all members of the Council.

While we recognize there is much more to do as we continue to integrate five organizations into one, we know that with your dedicated participation, knowledge, and support; we can provide the best leadership model for our girls and elevate the level of opportunity for all involved. Girl Scouting builds girls of courage, confidence, and character. Thank you for your leadership.

Sincerely,

A handwritten signature in cursive script that reads "Peggy Jerrell".

Peggy Jerrell
President, Board of Directors

A handwritten signature in cursive script that reads "Jennifer Smith Turner".

Jennifer Smith Turner
Chief Executive Officer

Mission

Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.

Misión

Girl Scouts ayuda a las niñas a desarrollar el valor, la confianza en sí mismas y los principios para hacer del mundo un mejor lugar.

Agenda

Girl Scouts of Connecticut

Agenda for Special Meeting of the Corporation April 30, 2008

**Crowne Plaza
100 Berlin Road
Cromwell, CT**

7:00 – 9:00 p.m.

- I. Opening Ceremony
- II. Welcome & Introduction of Board of Directors – Board Chair, Peggy Jerrell; and Chief Executive Officer, Jennifer Smith Turner
- III. Update on Girl Scouts of Connecticut – Chief Executive Officer, Jennifer Smith Turner
 1. Vision – Girl Scouts as the Premiere Leadership Organization for girls
 2. Accomplishments
- IV. Action Items
 1. Amend the Bylaws – Chair of the Governance Committee, Jackie Bennett
 2. Ratification of Amendment to the Bylaws – Chair of the Governance Committee, Jackie Bennett
 3. Ratification of the term of the Interim Board of Directors – Chair of the Nominating and Development Committee, Wilson Faude
 4. Ratification of the term of the Interim Nominating Committee – Chair of the Nominating and Development Committee, Wilson Faude
 5. Vote on the slate of National Delegates – Chair of the Nominating and Development Committee, Wilson Faude
- V. Acknowledge and Thank National Delegates – Board Chair, Peggy Jerrell
- VI. Information about the National Conference and the Role of National Delegates – Board Chair, Peggy Jerrell; and Chief Executive Officer, Jennifer Smith Turner
- VII. Dedication of the Board of Directors, Nominating and Development Committee, and National Delegates – Caroline, a Girl Scout

Certification of Resolution #1

1. To amend Article I Section 3 of the Bylaws for Girl Scouts of Connecticut, by striking as follows:

Current	Proposed Amendment	If Adopted, Will Read
<p>Election and Term of Delegates and Delegates-at-Large.</p> <p>Each Region shall be entitled to elect Delegates and persons to become Delegates for the unexpired term should vacancies occur. The number of Delegates shall be based on the number of girls in the Region registered through the council as of September 30 each year, according to a formula established and administered by the Board of Directors. However, each Region shall be entitled to elect at least three (3) Delegates. In addition, the Board of Directors may appoint up to a maximum of five (5) Delegates-at-Large as the Board of Directors deem necessary to ensure that diversity within the council is adequately represented. Delegates shall be elected for a term of three (3) years or until their successors are elected. Delegates-at-Large shall be appointed for a term of three (3) years or until their successors are appointed. Delegates and Delegates-at-Large shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term. The term of office of at least one-third (1/3) of the Delegates shall expire each year. Terms of office shall begin at the close of the Annual Meeting at which elections are held.</p>	<p>Election and Term of Delegates and Delegates-at-Large.</p> <p>Each Region shall be entitled to elect Delegates and persons to become Delegates for the unexpired term should vacancies occur. The number of Delegates shall be based on the number of girls in the Region registered through the council as of September 30 each year, according to a formula established and administered by the Board of Directors. However, each Region shall be entitled to elect at least three (3) Delegates. In addition, the Board of Directors may appoint up to a maximum of five (5) Delegates-at-Large as the Board of Directors deem necessary to ensure that diversity within the council is adequately represented. Delegates shall be elected for a term of three (3) years or until their successors are elected. Delegates-at-Large shall be appointed for a term of three (3) years or until their successors are appointed. Delegates and Delegates-at-Large shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term. The term of office of at least one-third (1/3) of the Delegates shall expire each year. Terms of office shall begin at the close of the Annual Meeting Regional Meeting at which elections are held. when elected or appointed.</p>	<p>Election and Term of Delegates and Delegates-at-Large.</p> <p>Each Region shall be entitled to elect Delegates and persons to become Delegates for the unexpired term should vacancies occur. The number of Delegates shall be based on the number of girls in the Region registered through the council as of September 30 each year, according to a formula established and administered by the Board of Directors. However, each Region shall be entitled to elect at least three (3) Delegates. In addition, the Board of Directors may appoint up to a maximum of five (5) Delegates-at-Large as the Board of Directors deem necessary to ensure that diversity within the council is adequately represented. Delegates shall be elected for a term of three (3) years or until their successors are elected. Delegates-at-Large shall be appointed for a term of three (3) years or until their successors are appointed. Delegates and Delegates-at-Large shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term. The term of office of at least one-third (1/3) of the Delegates shall expire each year. Terms of office shall begin when elected or appointed.</p>

Submitted by: Girl Scouts of Connecticut Board of Directors

Rationale: As recommended by GSUSA, amend the Bylaws: Article I Section 3. Election and Term of Delegates and Delegates-at-Large for the purpose of “electing National Delegates.” Current proviso in the last sentence of Article I Section 3: “Terms of office shall begin at the close of the Annual Meeting at which elections are held.” Amend Bylaws to read: “Terms of office shall begin when elected or appointed.”

Reference: Whereas Article XII of the Bylaws states the Bylaws can be amended by a two-thirds vote of members of the corporation present and voting.

Recommendation: The Corporation adopts the proposed changes to Article I Section 3 of the Bylaws.

IN WITNESS THEREOF: the undersigned has affixed her signature and the seal of the Corporation this 30th day of April, 2008.

Signature of Secretary

Date

Certification of Resolution #2

2. Ratify the Amendment to change Article 1 Section 3 of the Bylaws

Submitted by: Girl Scouts of Connecticut Council Delegates

Rationale: It is the recommendation from GSUSA that following the vote for the Bylaws Amendment: the “Official Delegates” will vote to “ratify” the Bylaws Amendment after which time the “Official Eelegates” can take action.

Reference: Article I Section 3 of the newly revised Bylaws.

Recommendation: That the Corporation vote to ratify the Amendment to change Article 1 Section 3 of the Bylaws.

IN WITNESS THEREOF: the undersigned has affixed her signature and the seal of the Corporation this 30th day of April, 2008.

Signature of Secretary

Date

Certification of Resolution #3

3. Ratify interim appointment of Officers and Board of Directors for Girl Scouts of Connecticut

OFFICERS

FIRST NAME	LAST NAME	POSITIONS	TERMS
Peggy	Jerrell	Board Chair	1 year
Anne	Hayes	First Vice Chair	1 year
Jackie	Bennett	Second Vice Chair	2 years
Adrienne	Farrar-Houel	Third Vice Chair	2 years
Carolyn	Witt	Secretary	3 years
Christopher	Childs	Treasurer	3 years

MEMBERS-AT-LARGE

FIRST NAME	LAST NAME	TERMS
Susan	Barrett	2 years
Sally	Berry	2 years
Kevin	Collins	3 years
Rita	Dering	1 year
Marianne	Downie	3 years
Barbara	Fernandez	3 years
M. J.	Foti	2 years
Bruce	Hamilton	1 year
Karen	Hoffman	1 year
Diana	Ingraham	3 years
Sherri	Killins	1 year
Catherine	Ko	2 years
Arthur	Lathrop	3 years
Nancy	Strini	2 years
Rama	Sudhakar	1 year
Marsha	Tolliver	2 years

Submitted by: The Nominating and Development Committee of Girl Scouts of Connecticut

Rationale: The ratification of the appointment of the Girl Scouts of Connecticut Interim Officers and Board of Directors is to comply with the Merger Agreement and Plan of Merger which provides that, at the first business meeting of the surviving council, the Interim Nominating and Development Committee shall present a single slate of Officers of the surviving council, and Members-at-Large of the Board of Directors of the surviving council in accordance with the Bylaws.

Since an Annual Meeting is set for October 1, 2008, this “Special Meeting” is: The first “business meeting of the council” and not an Annual Meeting. The current Interim Slate of Board and Officers will be presented to continue as the Interim Board until the Annual Meeting occurs, in accordance with the Bylaws.

Reference: Article I Section 1.5, and Article I Section 1.6 of the Agreement and Plan of Merger, and Article II Section 5 of the Girl Scouts of Connecticut Bylaws.

Recommendation: The voting members of the corporation approve the slate of nominees to serve as the Interim Board of Directors until the Annual Meeting scheduled on October 1, 2008.

IN WITNESS THEREOF: the undersigned has affixed her signature and the seal of the Corporation this 30th day of April, 2008.

Signature of Secretary _____
Date

Certification of Resolution #4

4. Ratify interim appointment of Nominating and Development Committee for Girl Scouts of Connecticut

FIRST NAME	LAST NAME
Wilson	Faude
Barbara	DeBaptise
Arthur	Lathrop
Patricia	Scussel
Marsha	Tolliver
Robert	White

Submitted by: The Nominating and Development Committee of Girl Scouts of Connecticut

Rationale: The ratification of the appointment of the Girl Scouts of Connecticut Interim Nominating and Development Committee is to comply with the Merger Agreement and Plan of Merger which provides that, at the first business meeting of the surviving council, the Interim Nominating and Development Committee shall present a single slate of members of the Board Nominating and Development Committee of the surviving council in accordance with the Bylaws.

Since an Annual Meeting is set for October 1, 2008, this “Special Meeting” is: The first “business meeting of the council” and not an Annual Meeting. The current Interim Slate of Nominating and Development Committee will be presented to continue as the Interim Development and Nominating Committee until the Annual Meeting occurs, in accordance with the Bylaws.

Reference: Article I Section 1.7 of the Agreement and Plan of Merger, and Article II Section 5 of the Girl Scouts of Connecticut Bylaws.

Recommendation: The voting members of the corporation approve the slate of nominees to serve as members of the Interim Nominating and Development Committee until the Annual Meeting scheduled on October 1, 2008.

IN WITNESS THEREOF: the undersigned has affixed her signature and the seal of the Corporation this 30th day of April, 2008.

Signature of Secretary

Date

Report of the Nominating and Board Development Committee Meeting of April 16, 2008

Purpose of the meeting: Review and evaluate the applications and select the slate of delegates to represent Girl Scouts of Connecticut at the Girl Scouts of America National Convention.

The committee met for nearly four hours at the headquarters in Hartford, CT. Fifty-eight applications to be a National Delegate had been received. The Girl Scouts of Connecticut is allocated 37 delegates, and up to 10 alternates.

The committee unanimously decided to award two delegate positions as follows: Chair of the Governance Committee, Jackie Bennett; and to Board Chair, Peggy Jerrell, in tribute and recognition of her leadership and strength in our first year. The Board Chair and Chief Executive Officer are automatic delegates as per the Bylaws.

In order to frame their decisions in selecting the delegates, the committee discussed some of the goals and issues that it felt were important in representing the constituencies that make up the Girl Scouts of Connecticut, as well as areas that will represent future growth and health of Girl Scouts of Connecticut. Among the areas in which the committee found unanimous agreement were the desire to: reflect full ethnic diversity in our delegation; assure full geographic distribution so all counties that submitted applications to be a delegate, are represented by at least two delegates (one county did not submit an application); and to give careful note of "Mother-Daughter" applications. Each application was carefully read and evaluated.

The proposed delegates and alternates, listed below, range in age from 14-17 to over 60; represent Fairfield, Hartford, Litchfield, Middlesex, New Haven, New London and Tolland Counties; are composed of African Americans, Native Americans, Hispanics, and Whites; and there are five "Mother-Daughter" delegates on the list.

Respectively submitted by,
WILSON H. FAUDE, CHAIR
BOARD NOMINATING AND DEVELOPMENT COMMITTEE
GIRL SCOUTS OF CONNECTICUT

Certification of Resolution #5

5. To elect the proposed slate of National Delegates and Alternate National Delegates for Girl Scouts of Connecticut for a three-year term.

Submitted by: Nominating and Development Committee

Rationale: Girl Scouts of Connecticut's Bylaws state that it is the responsibility of the voting members of the corporation to elect the Delegates. Under the responsibilities of the Nominating Committee, the Girl Scouts of Connecticut Bylaws read: "in a meeting of the corporation, held prior to the regular meeting of the National Council of Girl Scouts of the United States of America; the committee shall, in addition, present a single slate of nominees for Delegates to the National Council and a single slate of nominees to fill vacancies among elected Delegates, should vacancies occur." The Constitution of Girl Scouts of America states that Delegates elected to the National Council shall serve for a three-year term.

Reference: Article IX of the Girl Scouts of Connecticut Bylaws, Article II Section 5 in the Agreement and Plan of Merger, and Article IV Section 7 of the Constitution of Girl Scouts of the United States of America.

Recommendation: The voting members of the Corporation Elect the slate of nominations for National Delegates.

*Proposed Slate of National Delegates
and National Alternate Delegates*

DELEGATES

Doon Allen Foster	Rita Lomasney
Lisa Amatruda	Heather Martinez
Darleen Andrews	Leann Misencik
Jackie Bennett	Rose Ann Misencik
Alicia Currier	Ashleigh Monroe
Bree Currier	Jessie Morotto
Leander Dolphin	Kristine Morotto
Ariel Ekblaw	Aubrie Nelson
Megan Fitzgerald	Jazzmine Pertillar
Deborah Fox	Allison Santi
Judy Frey	Karen Santi
Marcelle Gosteli	Ann Smith
Denise Grzesik	Rebecca Tanner
Peggy Jerrell	Amanda Valaitis
Amber Kountz	Sheri Valaitis
Kate Larkin	Teresa Younger
Laura Linder	Linda Zimmer
DeLois Lindsey	

ALTERNATE DELEGATES

Jeanne Ambrosio	Karen Hoffman
Sally Berry	Prescille Yamamoto
Anne Hayes	

IN WITNESS THEREOF: the undersigned has affixed her signature and the seal of the Corporation this 30th day of April, 2008.

Signature of Secretary

Date



Girl Scout Promise

*On my honor,
I will try:
To serve God
and my country,
To help people
at all times,
And to live by
the Girl Scout Law.*

La Promesa de las Girl Scouts

*Por mi honor,
yo trataré:
de servir a Dios
y a mi patria,
ayudar a las personas
en todo momento,
y vivir conforme a
la Ley de Girl Scouts.*

Girl Scout Law

*I will do my best to be
honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong,
and responsible for
what I say and do,
and to
respect myself and others,
respect authority,
use resources wisely,
make the world a better place,
and be a sister
to every Girl Scout.*

La Ley de las Girl Scouts

*Yo me esforzaré por:
Ser honrada y justa
cordial y servicial,
considerada y compasiva,
valiente y fuerte,
y responsable de
lo que digo y hago,
y por
respetarme a mí misma y a los demás
respetar la autoridad
usar los recursos de manera prudente,
hacer del mundo un lugar mejor,
y ser hermana
de cada una de las Girl Scouts.*



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