



## FREQUENTLY-ASKED QUESTIONS (FAQS) FOR THE PROPERTY RECOMMENDATIONS & RATIFICATION VOTE AT 2015 ANNUAL MEETING

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1. [When is the Annual Meeting?](#)
2. [Who is eligible to vote at the Annual Meeting?](#)
3. [What is the Record Date for eligibility for voting?](#)
4. [When will Notice of the Annual Meeting be given?](#)
5. [How will Notice of the Annual Meeting be given?](#)
6. [What is the quorum required for the Annual Meeting?](#)
7. [Do I have to attend the Annual Meeting to vote?](#)
8. [If a member is unable to attend the Annual Meeting in person, will proxy voting be allowed?](#)
9. [Is there an absentee ballot? If so, how can I access it?](#)
10. [Is a vote of the membership required by our Bylaws for the Properties Recommendations?](#)
11. [What does "Ratification Vote" mean?](#)
12. [Does the Ratification Vote require a majority to pass?](#)
13. [Will non-members be allowed into the Annual Meeting?](#)
14. [Will non-members be allowed to speak at the Annual Meeting?](#)
15. [Under which specific section of the bylaws is this ratification vote being held?](#)
16. [Is the result of the ratification vote binding on the Board with regard to adoption or rejection of the purposed plan?](#)
17. [In what manner, if any, will the results of the ratification vote be published?](#)
18. [Will we be allowed to vote Yes or No on these recommendations or are we voting only Yes to ratify?](#)
19. [How can Members be assured that the vote is being handled legally?](#)
20. [How will the votes be tabulated and what guarantee is there that there is 100% accuracy with the result?](#)
21. [Will "other business" be discussed and voted upon during the Annual Meeting?](#)
22. [Why are Members being asked to vote on all of the property recommendations combined instead of on individual properties?](#)
23. [Where can I read about the Final Recommendations to the Board of Directors from the Properties Strategic Planning Task Force?](#)
24. [What is the GSGLA Property Vision Statement?](#)
25. [What are the GSGLA Property and Location Objectives?](#)
26. [Where can I find more information about the Voices to Vision Property Planning Process?](#)
27. [Do you have a map of the GSGLA Properties?](#)
28. [Where can I review GSGLA's Property Data?](#)

29. [What foundations and/or major donors are being considered in relation to the properties "Under Review" prior to the vote?](#)
  30. [What interested parties are being considered in relation to the properties "Under Review" prior to the vote?](#)
  31. [What Property Criteria was used to evaluate the GSGLA Properties?](#)
  32. [What do each of the "retain," "review," and "retire" categories mean?](#)
  33. [Where can I find the GSGLA bylaws?](#)
  34. [What will happen to the funds resulting from the sale of a property?](#)
  35. [What are the Rules of Order for the 2015 Annual Meeting?](#)
  36. [Who do I contact if I have more questions?](#)
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**1. When is the Annual Meeting?**

The Annual Meeting will be held on Saturday, April 18, 2015, at 10:00 a.m. at the Pacific Palms Hotel & Conference Center in City of Industry, CA. Check-in opens at 8:30 a.m.

**2. Who is eligible to vote at the Annual Meeting?**

Per Article IV, Section 1 of the Amended & Restated Bylaws of the Girl Scouts of Greater Los Angeles (hereafter "Bylaws") adopted April 13, 2013 states: "Any individual 14 years of age and over who is a member of the Girl Scout Movement and is a currently registered member of Girl Scouts of the United States of America and affiliated with the Council, including staff of the Council, is a voting member of the Council." "Affiliated" is defined as those Members registering their annual membership through the GSGLA Council or who are registered lifetime members.

**3. What is the Record Date for eligibility for voting?**

The Record Date is March 5, 2015. Per Article V, Section 8(b) of the GSGLA Bylaws, the Record Date for determining Members entitled to receive notice of a meeting or to vote at a meeting of the Members shall be the business day immediately preceding the day on which the notice is given or meeting is held.

**4. When will Notice of the Annual Meeting be given?**

The 2015 Annual Meeting date was announced at last year's Annual Meeting held in April 2014, and the meeting date has been published on the GSGLA website since April of 2014 (10 months). The official Notice Date of the Annual Meeting is March 6, 2015.

**5. How will Notice of the Annual Meeting be given?**

In accordance with Article V, Section 3 of the GSGLA Bylaws, Notice of Members' Annual Meeting will be given by electronic transmission via email as well as via posting on our GSGLA website. Notices are scheduled to be emailed to Members on March 6, 2015.

**6. What is the quorum required for the Annual Meeting?**

The quorum for a meeting shall be met by the registered attendance of a minimum of 200 Members representing 25% or more of the Council's Service Units (see Article IV, Section 3).

**7. Do I have to attend the Annual Meeting to vote?**

Yes, all eligible members are encouraged to attend in person and participate in the presentations and discussions at the Annual Meeting on April 18, 2015.

**8. If a member is unable to attend the Annual Meeting in person, will proxy voting be allowed?**

No, it has been decided by the GSGLA Board of Directors that proxies will not be permitted for voting by the membership. As the date of the Annual Meeting has been published for nearly a year, GSGLA encourages all eligible members to attend in person and participate in the presentations and discussions at the Annual Meeting on April 18, 2015.

Moreover, *Robert's Rules of Order Newly Revised*, GSGLA parliamentary authority, which states on pages 428-429 "Ordinarily it should neither be allowed nor required, because proxy voting is incompatible with the essential characteristics of a deliberative assembly in which membership is individual, personal, and nontransferable." In addition, in order to ensure 100% accuracy of the vote, a 3<sup>rd</sup> party voting technology company will be securing the vote utilizing on site hand held devices and tabulating software.

**9. Is there an absentee ballot? If so, how can I access it?**

No, GSGLA Bylaws and *Robert's Rules of Order Newly Revised*, the parliamentary authority for GSGLA, prohibit absentee voting.

**10. Is a vote of the membership required by our Bylaws for the Properties Recommendations?**

No, a Member vote is not required by the GSGLA Bylaws. Article IV, Section 2. of the GSGLA Bylaws states that all Members of the Council shall have the right to vote, in addition to other matters, on the disposition of all or substantially all of the Council's assets. Retiring one Camp is not considered to meet the definition or intent of "all or substantially all of the Council's assets". However, GSGLA's Bylaws offer Members to provide input on key issues affecting the Council and the Girl Scout Movement (see Article IV, Section 2(c) and Article V, Section 2(c)). The Voices to Vision Property Strategic Planning Task Force and the GSGLA Board of Directors took this seriously and gave Members multiple opportunities to provide input (review website link [Voices to Vision Property Planning FAQ's](#) question: How Can I Give Input?)

Moreover, the GSGLA Bylaws give sole authority for making the decision on properties to the GSGLA Board of Directors. Article VII Directors, Section 3 Power, Authority, and Responsibility (a) states: "Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Council shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors." It is the GSGLA Board of Directors who has the fiduciary

responsibility to appropriately manage the business of the GSGLA, not the membership. Therefore, the final decision on properties must be made by the Board of Directors.

**11. What does “Ratification Vote” mean?**

Per Robert’s Rules of Order, Newly Revised, 11<sup>th</sup> Edition, “the motion to *ratify* (also called *approve* or *confirm*) is an incidental main motion that is used to confirm or make valid an action already taken that cannot become valid until approved by the assembly.” The GSGLA Board of Directors approved the Final Recommendations of the Voices to Vision Property Strategic Planning Task Force at the July 26, 2014, Board Meeting, and then amended those recommendations on January 7, 2015. The Recommendations are now being presented to the GSGLA Members for their ratification at the April 18, 2015, Annual Meeting. Please note that the final ratification/decisions will be weighed with financial considerations, and implementation of recommendations is contingent on adequate funding. GSGLA Board of Directors has the right and the responsibility to amend decisions of the membership based on financial constraints.

**12. Does the Ratification Vote require a majority to pass?**

Yes. Article IV, Section 6(d) of the GSGLA Bylaws states that if a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Council’s Articles of Incorporation.

**13. Will non-members be allowed into the Annual Meeting?**

Because we are a membership organization and want to ensure that we can facilitate all attending Members on this important day, non-members will be asked to wait in the lobby until the Annual Meeting is over. We understand that many will be attending the Volunteer Recognition Ceremony, and may arrive early. Please help us facilitate a punctual start of the meeting, by letting your non-member guests know that they will not be allowed in the Annual Meeting and can relax in the lobby until doors open for the Volunteer Recognition Ceremony.

**14. Will non-members be allowed to speak at the Annual Meeting?**

Because we are a membership organization, we honor the rights of the Members to be the only speakers at the Annual Meeting and non-members will be asked to wait in lobby until we open the doors for the Volunteer Recognition Ceremony.

**15. Under which specific section of the bylaws is this ratification vote being held?**

A Member vote for the ratification of the property recommendations is not required by the GSGLA Bylaws, nor is it legally binding on the GSGLA Board of Directors. Article IV, Section 2. of the GSGLA Bylaws states that all Members of the Council shall have the right to vote, in addition to other matters, on the disposition of all or substantially all of the Council’s assets. Retiring one Camp is not considered to meet the definition or intent of “all or substantially all of the Council’s assets”. However, GSGLA’s Bylaws do provide for all Members to have the right to provide input on key issues affecting the Council and the Girl Scout Movement (see Article IV, Section 2(c) and Article V, Section 2(c)).

**16. Is the result of the ratification vote binding on the Board with regard to adoption or rejection of the purposed plan?**

Per Robert's Rules of Order, Newly Revised, 11<sup>th</sup> Edition, "the motion to *ratify* (also called *approve* or *confirm*) is an incidental main motion that is used to confirm or make valid an action already taken that cannot become valid until approved by the assembly. But, since this vote is not legally binding on the GSGLA Board of Directors, it is truly a recommendation from the members to the board. The GSGLA Board of Directors approved the Final Recommendations of the Voices to Vision Property Strategic Planning Task Force at the July 26, 2014, Board Meeting, and then amended those recommendations on January 7, 2015. The Recommendations are now being presented to the GSGLA Members for their ratification at the April 18, 2015, Annual Meeting. Please note that the final ratification/decisions will be weighted with financial considerations, and implementation of recommendations is contingent on adequate funding. GSGLA reserves the right to amend final decisions based on financial constraints. This is because, as stated earlier, it is the GSGLA Board of Directors who has the fiduciary responsibility to appropriately manage the business of the GSGLA, not the membership. Therefore, the final decision on properties must be made by the Board of Directors.

**17. In what manner, if any, will the results of the ratification vote be published?**

As with all membership votes held at the Annual Meetings, the results of the ratification vote will be published in the minutes of the Annual Meeting, placed on the GSGLA website and communicated out to all current members via email communication.

**18. Will we be allowed to vote Yes or No on these recommendations or are we voting only Yes to ratify?**

As is customary at the Annual Meeting, members will vote "in favor", "opposed" or "abstain".

**19. How can Members be assured that the vote is being handled legally?**

GSGLA has secured the services of a professional Parliamentarian, Nancy Sylvester, to ensure we are in alignment with the proper procedures and will be attending the Annual Meeting. Her credentials include Certified Professional Parliamentarian (CPP), Professional Registered Parliamentarian (PRP), Certified Professional Teacher of Parliamentary Procedure (CPP-T), she was selected as the Parliamentarian for the National Association of Parliamentarians, and has authored many books and publications on Robert's Rules and Parliamentary Procedure. She has also served as Parliamentarian for Girl Scouts of the USA's National Conventions.

**20. How will the votes be tabulated and what guarantee is there that there is 100% accuracy with the result?**

GSGLA is utilizing the services of an independent third-party vote tabulation company. Secure, onsite, hand-held devices will be used to take the vote and the software will tabulate the votes.

**21. Will "other business" be discussed and voted upon during the Annual Meeting?**

Yes. As with each Annual Meeting, the Members will be voting on the election of Officers and Directors based on the approved slate to be published on March 6, 2015. There will be a State of the Council presentation by the CEO and remarks by the Board Chair.

**22. Why are Members being asked to vote on all of the property recommendations combined instead of on individual properties?**

The Voices to Vision Property Strategic Planning Task Force met initially in March 2013 with its mission to align properties, program and membership in a fiscally responsible manner in order to fulfill the Girl Scouts mission to inspire and empower girls and young women. The goal was to undertake a data-driven process so that the ultimate recommendations would be clear and evidenced by extensive information and data in which all stakeholders can have confidence. Therefore, property recommendations were combined for the good of the entire membership. Isolating any single property contravenes this intent and purpose. The Taskforce's charge was completed upon the Board's approval of the recommendations. For further information on the Voices to Vision Property Planning Task Force comprehensive process please go to the properties page on GSGLA website, or click here: [Planning Process Recap](#) and [FAQ's](#).

**23. Where can I read about the Final Recommendations to the Board of Directors from the Properties Strategic Planning Task Force?**

The Board-Approved GSGLA Property Recommendations can be found on the GSGLA website here: <http://www.girlscoutsla.org/pages/camp/PropertyPlan.html>

**24. What is the GSGLA Property Vision Statement?**

For Girl Scouts to have places to participate in the Girl Scout experience.

**25. What are the GSGLA Property and Location Objectives:**

- Property will be safe.
- Property will be compliant by meeting health and municipal codes and legal requirements.
- Property will be suitable and functional for the appropriate needs and interests of the Girl Scout population which may include meetings, trainings, dynamic programming, and outdoor experiences.
- Property will be accessible in proximity, based on girl population needs.
- Property will provide familiarity, able to exhibit or exemplify Girl Scout history and/or traditions.
- Property will be affordable. Programming and property offerings should be affordable and priced competitively for Girl Scout population and property should be affordable and fiscally sustainable for the organization.

**26. Where can I find more information about the Voices to Vision Property Planning Process?**

An earlier FAQs document, which includes Process and Property Questions, can be found on the GSGLA website here: [Planning Process Recap](#) and <http://www.girlscoutsla.org/documents/PropertyPlanFAQs.pdf>

**27. Do you have a map of the GSGLA Properties?**

Yes, please click here to view a Map of our Girl Population, and the locations of our Service Centers, Program Centers and Camps: [http://www.girlscoutsla.org/documents/MembershipPropertiesMap\\_012814.pdf](http://www.girlscoutsla.org/documents/MembershipPropertiesMap_012814.pdf)

**28. Where can I review GSGLA's Property Data?**

By clicking on this link, you'll find information on GSGLA's 4 mountain camps and 10 program centers, including brief descriptions, usage, cost, and rental income information:

<http://www.girlscoutsla.org/pages/camp/V2Vpropdata.html>

**29. What foundations and/or major donors are being considered in relation to the properties "Under Review" prior to the vote?**

The Taskforce's charge was completed upon the Board's approval of the recommendations. It was beyond the Taskforce's stated scope to consider or review fundraising options from foundations or major donors. It was also beyond the Taskforce's scope to provide specific funding or cost estimates for the recommendations. Once the vote is held, it will allow us to go forward to have in-depth exploratory discussions with foundations/major donors/interested parties.

**30. What interested parties are being considered in relation to the properties "Under Review" prior to the vote?**

Over the last 6 years, GSGLA has been approached by several interested parties regarding multiple GSGLA properties, but there have only been exploratory discussions up to this point as the Membership ratification vote has not yet been held.

**31. What Property Criteria was used to evaluate the GSGLA Properties?**

Please refer to Page 5 of the Property Recommendations document to see the Criteria for the Program Centers and Camps that was based on the criteria survey conducted with the membership in 2014.

**32. What do each of the "retain," "review," and "retire" categories mean?**

Based on the process, research, and all related considerations, the recommendations categorize each property under one of the following three classifications:

- Retain, in which the intention for the property is continued use, maintenance, and ownership/lease responsibility of the council;
- Retire, in which the intention for the property is to make plans to end all use, maintenance, and ownership/lease of the property, and remove it from active service and responsibility of the council; and
- Review, in which the intention for the property is additional review and further examination to reevaluate the property and its usage, and determine if there are any feasible opportunities for funding or transferring ownership in order to better determine the proceedings for the retention or retirement of the property.

**33. Where can I find the GSGLA bylaws?**

The GSGLA bylaws are posted on the council website, here:

[http://www.girlscoutsla.org/documents/GSGLA PROPOSED Amended and Restated Bylaws - 2013.pdf](http://www.girlscoutsla.org/documents/GSGLA_PROPOSED_Amended_and_Restated_Bylaws_-_2013.pdf)

**34. [What will happen to the funds resulting from the sale of a property?](#)**

The intent is that the proceeds from the sale of GSGLA properties be invested in existing properties and used to secure new properties either purchased or leased.

**35. [What are the Rules of Order for the 2015 Annual Meeting?](#)**

[Please click here for the Rules of Order for the 2015 Annual Meeting.](#)

**36. [Who do I contact if I have more questions?](#)**

If you have additional questions, please send them to [PropertyPlanning@girlscoutsla.org](mailto:PropertyPlanning@girlscoutsla.org).