

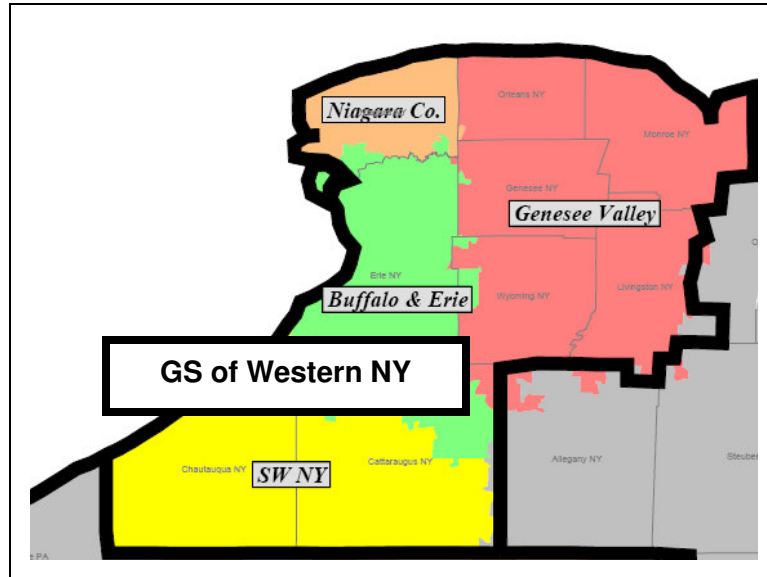
Girl Scouts of Genesee Valley Delegate Bulletin

www.gsgv.org

January 24, 2008

e-mail: board@rochester.rr.com

Vol. 2, Issue 1



Legal Merger Process Steps

Realignment transactions are structured as mergers and are governed by applicable state law merger requirements. Although the process may vary somewhat depending on individual circumstances or state law, the typical stages of the legal aspects of the realignment process are as follows. In addition to the steps described below, New York requires additional approval by another authority.

The Council Realignment Committee makes key decisions about the post-realignment council:

Board of Directors

Officers

New name

New Articles of Incorporation

New Bylaws

As a matter of legal diligence, the Council Realignment Committee is responsible for assuring proper legal review of all documents.

A "Plan and Agreement of Merger," or "Merger Agreement", will reflect the key decisions such as identifying the new board and new officers. The new articles of incorporation and bylaws of the post-realignment council will be attached as exhibits.

The board of directors of each council must approve the Merger Agreement before it can be sent to the council's delegates in the delegate meeting notice. Each council's board meeting is called and held in accordance with council bylaws and laws of the State of New York.

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Legal Merger Process Steps Continued

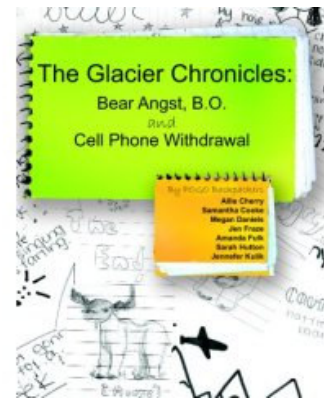
By approving the Merger Agreement, each board thereby approves the contents of the agreement, including the new board, new officers, new name, new articles and new bylaws. Separate votes are not taken on each aspect of the Merger Agreement; it is approved in its entirety.

After board approval, each council calls a meeting of the voting members. The Merger Agreement (including the new articles and bylaws as exhibits) is included in the meeting notice. This special council meeting is anticipated in spring of 2008.

The voting members of each council approve the Merger Agreement. The meeting is held, and the vote is taken, in accordance with council bylaws and laws of the State of New York. By approving the Merger Agreement, each group of council members thereby approves the contents of the agreement.

The document is approved in its entirety so it is important that Delegates voice all questions and concerns in advance. There will be no nominations from the floor. Email your questions to Board President at board@rochester.rr.com.

A certificate of merger (typically a short legal document) is filed with the state authorities. The realignment merger is effective at the time that the certificate of merger is filed, or at another time that is specified in the certificate of merger (e.g. on the first or last day of a month).



The Glacier Chronicles: Bear Angst, B.O. and Cell Phone Withdrawal

Teen girls and you as well, might enjoy reading a new book just published by teen Girl Scouts in northern Virginia.

“The Glacier Chronicles: Bear Angst, B.O. and Cell Phone Withdrawal,” by POGO Backpackers, is a humorous, sometimes-introspective look at seven girls’ backpack trip in Glacier National Park last summer. The book is based on entries from the girls’ journals. It includes illustrations from their journals as well as photographs taken on the trip. It is a by-girls, for-girls project. The 32-page full-color paperback sells for \$16.99. Proceeds will help fund the girls’ backpacking trip to Scotland this summer. The POGO Backpackers is an interest group of Teen Girl Scouts from Virginia’s Prince William and Fauquier counties.

CEO Search

The CEO search committee is made up of the four Board Chairs and one person per council. Girl Scouts of Genesee Valley is fortunate to have a well-known HR and search expert serving on the committee.

The CEO search committee has developed a job description and placed ads in all major newspapers. (The ad is available for view on CareerBuilder.com; search on Keyword: *CEO* & Location: *Rochester*) A national search firm has been hired to screen the applicants and conduct preliminary interviews. The firm will present approximately five candidates for the committee’s review. Each candidate will be interviewed by the CEO search committee and a finalist will be selected and presented to the Council Realignment Committee for the final approval. It is expected that the new CEO will begin work in late spring to enable a smooth transition. The target date for the new council is July 1, 2008.