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(1949-2010)

March 25, 2013

Henry G. Neuman  
Betty, Neuman & McMahon, PLC  
111 E. Third St., Ste. 600  
Davenport, IA 52801

Re: Stork, et al. v. Girl Scouts of Eastern Iowa-Western Illinois, Inc.

Dear Mr. Neuman:

I had several meetings this morning and was not able to prepare this correspondence until now. I had an opportunity to meet with my clients to consider the new proposal and your email dated March 24<sup>th</sup>. It appears that the revised proposal is different than what we discussed on the phone late Saturday, and in fact does include sale of the camps as a result of the March 28<sup>th</sup> vote. It would seem that this is the only opportunity my clients have to assert their legal rights. In the event the proposal is approved, the ultimate outcome could be that the sale of the camp property could be authorized without the necessity of a further vote. Additionally, given the uncertainty of exactly what the proposal may look like that is actually presented to the Council on the 28<sup>th</sup>, we cannot agree to withdraw our Petition at this time. We will plan to go forward with the hearing on our temporary injunction Wednesday.

We enclose herewith a copy of the amended Petition that was filed in this morning.

Please feel free to contact me if you have any questions.

Very truly yours,  
HAMMER, SIMON & JENSEN, P.C.

By:   
Susan M. Hess

SMH/mmh

IN THE IOWA DISTRICT COURT IN AND FOR SCOTT COUNTY

FILED  
13 MAR 25 AM 9:41  
CLERK OF DISTRICT COURT  
SCOTT COUNTY, IOWA

DEBRA J. STORK, SHERRY O'KEEFE, )  
MICHELLE WEBER, KELLY )  
GILHOOLY, LISA TANK, )

Petitioners, )

vs. )

GIRL SCOUTS OF EASTERN IOWA- )

WESTERN ILLINOIS, INC. )

Respondent. )

Case No.: CVCV122451

**AMENDED  
PETITION FOR DECLARATORY  
JUDGMENT AND MOTION FOR  
TEMPORARY INJUNCTION**

COUNT I

COME NOW the Petitioners, and respectfully petition the court for a declaratory judgment pursuant to Iowa Rule of Civil Procedure 1.1101 et. seq., to determine the respective rights of Petitioners under Iowa Statute §504.1202, and specifically find that the eligible voting members of the Girl Scout Council of Eastern Iowa-Western Illinois (hereinafter "GSEIWI") are legally entitled to vote upon the proposed sale of real estate owned by the Respondent, consisting of four (4) Girl Scout camps owned by the Respondent, as more specifically described below; and for the entry of a temporary injunction, restraining and enjoining the Respondent and its Board of Directors from proceeding to vote upon or consummate said proposed sale of real estate until such time as the Respondent has established an adequate procedure by which the eligible voting members of the Girl Scout Council of Eastern Iowa-Western Illinois (hereinafter "GSEIWI") may vote upon said proposed sale.

1. Petitioner, Debra J. Stork, is a resident of Dubuque County, Iowa. She is a lifetime member of the Girl Scouts of America, and is a registered member of the Respondent, Girl Scouts of Eastern Iowa and Western Illinois. Plaintiff Stork has also been a camp

staff member at Camp Conestoga in Scott County, Iowa, for ten (10) years, and also the Camp Director of Camp Little Cloud in Dubuque County, Iowa, for 12 years, both Girl Scout camps owned and operated by the Respondent.

2. Petitioner Sherry O'Keefe is a resident of Muscatine County, Iowa. She is a lifetime member of the Girl Scouts of America, and is a registered member of the Respondent, Girl Scouts of Eastern Iowa and Western Illinois. Petitioner Sherry O'Keefe has also been a camp staff member at Camp Conestoga in Scott County, Iowa, and Camp Tahigwa in Allamakee County, Iowa, both Girl Scout camps owned and operated by the Respondent.
3. Petitioner Michelle Weber is a resident of Dubuque County, Iowa. She is a member of the Girl Scouts of America, and is a registered member of the Respondent, Girl Scouts of Eastern Iowa and Western Illinois. Petitioner Michelle Weber has also been a camp staff member at Camp Little Cloud in Dubuque County, Iowa, a Girl Scout camp owned and operated by the Respondent.
4. Petitioner Kelly Gilhooly is a resident of Scott County, Iowa. She is a lifetime member of the Girl Scouts of America, and is a registered member of Respondent, Girl Scouts of Eastern Iowa and Western Illinois. Petitioner Kelly Gilhooly has also been a camp staff member at Camp Conestoga in Scott Count, Iowa, a camp owned and operated by the Respondent.
5. Petitioner Lisa Tank is a resident of Scott County, Iowa. She is a lifetime member of the Girl Scouts of America, and is a registered member of Respondent, Girl Scouts of Eastern Iowa and Western Illinois. Petitioner Lisa Tank has also been a Girl Scout leader and

volunteer at Camp Conestoga in Scott County, Iowa, owned and operated by the Respondent.

6. The Respondent GSEIWI is an Iowa nonprofit corporation, organized under the laws of the state of Iowa, with its principal place of business located in Bettendorf, Scott County, Iowa.
7. Respondent operates a Girl Scout Council serving Girl Scouts in 38 counties spanning eastern Iowa and in western Illinois. Respondent is subject to the laws of the State of Iowa, the mottoes, and codes of the national Girl Scout movement, as well as the bylaws of the Girl Scouts of America.
8. The Respondent is a membership corporation, with a current membership consisting of approximately 19,000 minor Girl Scouts and approximately 4400 adult Girl Scouts, approximately 5600 of whom are defined by Respondent's bylaws as "eligible voting members" of the Corporation.
9. The Respondent owns four tracts of land which have been established by the Council as camps for the Respondent's members, upon which the Council or its predecessors have conducted residential camping and day camping for Girl Scouts during the summers, and also made available to Respondent's Girl Scout troops for troop camping during the off-season:
  - a. Camp Little Cloud, consisting of 154 acres, located in Dubuque County, Iowa;
  - b. Camp Conestoga, consisting of 340 acres, located in Scott County, Iowa;
  - c. Camp Tahigwa, consisting of 315 acres located in Allamakee County, Iowa;
  - d. Camp L Kee Ta, consisting of 150 acres located in Des Moines County, Iowa.

10. Both Camp Conestoga and Camp L Kee Ta were established and operated as Girl Scout camps for 68 years, since 1945; Camp Little Cloud for 63 years, since 1950; and Camp Tahigwa for 48 years, since 1965.
11. The programming conducted at the above-described Girl Scout camps has been dedicated to promoting the highest ideals of Girl Scouting, including but not limited to the development of courage, confidence, and character in girls, and has been directed at Girl Scouts from grade school age through high school through involvement in a wide range of camping experiences and activities.
12. On or about February 5, 2013, the Respondent announced to its members and to the public that it intended to sell all four of the above-described camps based upon the recommendation made by the Respondent's property committee at the February 4 meeting of the Respondent's Board of Directors. (See Minutes and Bylaws attached to Petition and incorporated by reference as Exhibits "A" and "B").
13. The Respondent has further announced that a vote will be taken to approve the recommendation of the property committee to sell all four camps at the next regular meeting of the Board of Directors, scheduled to be held on March 28, 2013.
14. Respondent has made it clear that the decision regarding the proposed sale of the four camps will be made by *only its Board of Directors*, and that said vote will not include its members.
15. The fair market value of the above-described four camps combined represents substantially all of the property owned by the Respondent.

16. Under Iowa Codes §514.1202, a nonprofit corporation may, outside of the usual course of corporation's activities, sell "all, or substantially all" of the property owned by the corporation only upon a vote of:
  - a. a majority of the Board of Directors; and
  - b. 2/3 of the members, or the majority of the voting power, whichever is less.
17. The Respondent's bylaws, a copy of which is attached as Exhibit B, do not exclude the members from voting on a proposed sale of property, nor do the bylaws provide for method or a percentage of vote required to sell property different from that prescribed in Iowa Code §504.1202.
18. Respondent is not engaged in the sale of real estate, specifically its camps, in the usual course of its activities.
19. Petitioners seek a judgment of this court declaring that under Iowa Code §504.1202, the eligible voting members of the Girl Scout Council of Eastern Iowa-Western Illinois, along with the Respondent's Board of Directors, are legally entitled to vote upon the proposal to sell the 4 camps owned by the Respondent.
20. Petitioners also request a temporary injunction, restraining and enjoining the Respondent, through its Board of Directors, from voting upon the recommendation of Respondent's property committee to sell all four of the above described camps, until such time as the Respondent has demonstrated to this court that it has established an adequate procedure to include its eligible voting members in such vote.
21. Petitioners allege that without the issuance of a temporary injunction, they, as well as thousands of members of the respondent corporation will suffer irreparable harm and injury, as once the camps have been sold there will be no remedy available to Petitioners.

(See Affidavits of Petitioners attached to Petition and incorporated by reference as Exhibits C through G.)

WHEREFORE, Petitioners pray for a judgment declaring that under Iowa Code §504.1202, the eligible voting members of the Girl Scout Council of Eastern Iowa-Western Illinois, along with the Respondent's Board of Directors, are legally entitled to vote upon the proposal to sell the 4 camps owned by the Respondent; and immediately set the matter for a hearing on the temporary injunction, following which a temporary injunction is entered, restraining and enjoining the Respondent, through its Board of Directors, from voting upon the recommendation of Respondent's property committee to sell all four of the above described camps, until such time as the Respondent has demonstrated to this court that it has established an adequate procedure to include its eligible voting members in such vote.

## COUNT II

COME NOW the Petitioners, and request a declaratory judgment pursuant to Iowa Rule of Civil Procedure 1.1101, et. seq., to determine their respective rights under Iowa Statute §504, and, specifically, find that the eligible voting members of the Girl Scout Council of Eastern Iowa-Western Illinois (hereinafter "GSEIWI") are legally entitled to vote upon the proposed sale of real estate owned by the Respondent, consisting of four (4) Girl Scout camps owned by the Respondent, as more specifically described below; and for the entry of a temporary injunction, restraining and enjoining the Respondent and its Board of Directors from proceeding to vote upon or consummate said proposed sale of real estate until such time as the Respondent has complied with Iowa Code Section 504, specifically to allow sufficient time for Petitioner to call a special meeting; to require Respondent to give notice of the regular meeting; to allow for members to attend the meeting and established an adequate procedure by which the eligible

voting members of the Girl Scout Council of Eastern Iowa-Western Illinois (hereinafter "GSEIWI") may vote upon said proposed sale.

22. Petitioners re-allege paragraphs 1-2 as if set forth verbatim herein.
23. Petitioners herein pay membership dues and are registered members of the corporation.
24. Respondent adopted Bylaws which confer certain rights and duties upon which Respondent is obligated to honor.
25. Respondents seek to prohibit members from voting on the proposal agenda that is scheduled to come before the Council for a vote on March 28, 2013.
26. Following the announcement by Respondent of its proposed plan to sell the camps and information prohibiting members from voting, Petitioner Stork, along with other members of the Council, initiated an effort to call a special meeting of its members under Article 1(5) of the Bylaws, for the purpose of amending the Bylaws as authorized under article XI. Although the current Bylaws do not presently prohibit the members from voting, the proposed amendment of the Bylaws would specifically allow the members to be included in any decision to vote with respect to the sale of Council property. (See Request for Special Meeting, attached hereto and incorporated by reference as Exhibit H).
27. Article I(5) of the Bylaws requires the Council's Board Chair, upon receiving written request of 10% of the eligible voting members of the Council, to call a special meeting of the members within 30 days of the Board Chair's receipt of the written request for the special meeting. This provision requires requests signed by approximately 560 eligible voting members.



28. On or about February 12, 2013, five days after Respondent's public announcement of its proposal to sell the camps, Petitioner Stork personally served upon Respondent a written records request asking the Respondent to provide her with the names, contact information, and email addresses (if available) for all eligible voting members registered with the Council for the purpose of contacting said members in an effort to comply with the requirement to call a special meeting.
29. Pursuant to Iowa Code §504.1602, Respondent was required to comply with Petitioner Stork's records request within 10 business days of service upon it.
30. Petitioner was notified that the Council would not release the membership roster to her until after 2:00 p.m. on Thursday, February 27, 2013, which was the deadline to comply with the request under Iowa Code Iowa Code §504.1601.
31. Further, Respondent was unwilling to provide email addresses for the roster of adult members. This forced Petitioner to circulate the request by hand, and send them to members by U.S. Mail, which was costly and time consuming.
32. This delay resulted in a limited time to circulate the request to the membership and obtain the necessary signatures prior to the vote on March 28, 2013.
33. Respondent's Bylaws state, in part, that "Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet not less than four (4) times each year. Notice of time, place and purpose of the meeting shall be given personally, emailed, faxed or mailed to each member of the Council not less than seven (7) days before the meeting." (Article V., Section 5)
34. As of the date of this filing, Respondent has failed to give notice to the Petitioners and members of the Council of the time and place of the regular meeting of its Board of

Directors to be held on March 28, 2013, either personally, or by means of email, fax transmission, or regular mail.

35. Failure to provide notice constitutes a violation of the Bylaws which would render any business conducted at the meeting null and void for failure to give proper notice to the Council's members.

36. Respondent's Bylaws do not prohibit members from attending the regular meetings of the Board of Directors.

37. Respondent has communicated that members will not be allowed to attend the March 28, 2013 board meeting at which the vote will be taken on the proposal to sell or dispose of the camps.

38. Based on the foregoing, a fiduciary relationship exists between Petitioners and Respondent.

39. The conduct of Respondent outlined above constitutes a breach of the fiduciary duty.

40. The breach caused damages to Petitioners which exceeds the jurisdictional limitations.

WHEREFORE, Petitioners pray for a judgment declaring that Respondent be required to comply with Iowa Code §504, and specifically allow for eligible voting members of the Girl Scout Council of Eastern Iowa-Western Illinois, along with the Respondent's Board of Directors, be legally entitled to vote upon the proposal to sell the 4 camps owned by the Respondent; that Respondent be required to give proper notice of the March 28, 2013 regular meeting, or any future scheduled Board Meeting; and that members be allowed to attend the March 28, 2013, or any future scheduled Board Meeting; and that the matter immediately set the matter for a hearing on the temporary injunction, following which a temporary injunction is entered, restraining and enjoining the Respondent, through its Board of Directors, from proceeding with the regular

meeting scheduled for March 28, 2013 until such time as Respondents comply with Iowa Code Section 504. Petitioners pray for such other and further relief as the Court deems equitable.

PETITIONERS

By: Susan Hess  
Susan M. Hess AT0008785

By: Philip F. Jensen (smh)  
Philip F. Jensen AT0003888  
of  
HAMMER, SIMON & JENSEN, P.C.  
775 Sinsinawa Ave.  
East Dubuque, IL 61025  
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FAX: 815-747-2952  
Email: [Susan@hsjlegal.com](mailto:Susan@hsjlegal.com)

ATTORNEY FOR PETITIONERS

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing instrument was served in accordance with the above cause to each of the attorneys of record at their respective addresses disclosed on the pleadings on March 25, 2013.

By:  Personal  FAX  
 Registered Mail  Overnight Courier  
 Other  Other  
Signature: Susan Hess

**WRITTEN REQUEST FOR SPECIAL MEETING OF THE COUNCIL  
PURSUANT TO ARTICLE I-(5)**

The undersigned, being an eligible voting member of the Council of the Girl Scouts of Eastern Iowa and Western Illinois, hereby requests the Chair of the Board of Directors to hold a special meeting of the Council within thirty (30) days, upon receipt of the written request of ten percent (10%) of the eligible voting members of the Council, pursuant to Article I-(5) of the Bylaws of the Girl Scouts of Eastern Iowa and Western Illinois.

The purpose of the special meeting shall be to vote on a proposed amendment to the bylaws which would impose specific conditions upon the authority of the Council and its Board of Director to sell real estate belonging to the Council, and specifically including its camps.

A copy of the proposed amendment to the bylaws is attached hereto and shall be attached to the written Notice of the Special Meeting to be sent by the Chair to each member of the Council.

I certify that I am at least 14 years of age or older; that I am a member of the Girl Scout movement; and that I am currently registered with the Girl Scouts of Eastern Iowa and Western Illinois

Name (*Signature*): \_\_\_\_\_

Typewritten/Printed Name: \_\_\_\_\_

Address: \_\_\_\_\_

Tel. #: \_\_\_\_\_

Date: \_\_\_\_\_

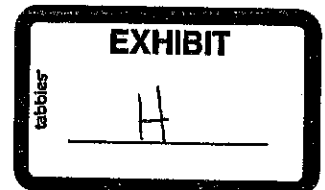
**PLEASE CHECK THE BOX, SIGN AND MAIL, OR EMAIL THE FORM ASAP TO:**

**GSEIWI**

**Attn: Diane Nelson  
940 Golden Valley Drive  
Bettendorf, IA 52722**

OR

[dianen@girlscoutstoday.org](mailto:dianen@girlscoutstoday.org)



**NOTICE OF  
PROPOSED AMENDMENT TO THE BYLAWS**

**OF THE GIRL SCOUTS OF EASTERN IOWA AND WESTERN ILLINOIS:**

That Article V-(1) be revised to add the following language at the end of the first sentence:

*"The Board of Directors may sell any real estate belonging to the Council only after the following conditions have been met:*

- 1. Written notice of intent to sell any real estate owned by the Council must be given by the Chair to all eligible voting members of the Council no less than sixty (60) days prior to the meeting at which a vote will be taken with respect to the proposed sale;*
- 2. The Council may sell real estate only when approved by vote of three-fourths (3/4) of all members of the Board of Directors, and by two-thirds of the votes cast by the eligible voting members of the Council, or by a majority of the voting power, whichever is less, said vote to be taken at the meeting upon which notice has been duly given as described in Paragraph #1 above;*
- 3. A separate vote must be taken with respect to each parcel of real estate owned by the Council."*