

**COVER SHEET
CIRCUIT COURT - CIVIL CASE**

(Not For Domestic Relations Cases)

Case Number:

01-CV-201

Date of Filing:

10/23/2012



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CV-2012-903414.00
CIRCUIT COURT OF
JEFFERSON COUNTY, ALABAMA
ANNE-MARIE ADAMS, CLERK

GENERAL INFORMATION

**IN THE CIRCUIT OF JEFFERSON COUNTY, ALABAMA
SARAH EDWARDS v. GIRL SCOUTS OF NORTH-CENTRAL ALABAMA INC.**

First Plaintiff: ☐ Business ☒ Individual
☐ Government ☐ Other

First Defendant: ☒ Business ☐ Individual
☐ Government ☐ Other

NATURE OF SUIT:

TORTS: PERSONAL INJURY

- ☐ WDEA - Wrongful Death
☐ TONG - Negligence: General
☐ TOMV - Negligence: Motor Vehicle
☐ TOWA - Wantonnes
☐ TOPL - Product Liability/AEMLD
☐ TOMM - Malpractice-Medical
☐ TOLM - Malpractice-Legal
☐ TOOM - Malpractice-Other
☐ TBFM - Fraud/Bad Faith/Misrepresentation
☐ TOXX - Other: _____

TORTS: PERSONAL INJURY

- ☐ TOPE - Personal Property
☐ TORE - Real Property

OTHER CIVIL FILINGS

- ☐ ABAN - Abandoned Automobile
☐ ACCT - Account & Nonmortgage
☐ APAA - Administrative Agency Appeal
☐ ADPA - Administrative Procedure Act
☐ ANPS - Adults in Need of Protective Services

OTHER CIVIL FILINGS (cont'd)

- ☐ MSXX - Birth/Death Certificate Modification/Bond Forfeiture
Appeal/Enforcement of Agency Subpoena/Petition to Preserve
☐ CVRT - Civil Rights
☐ COND - Condemnation/Eminent Domain/Right-of-Way
☐ CTMP-Contempt of Court
☐ CONT-Contract/Ejectment/Writ of Seizure
☐ TOCN - Conversion
☐ EQND- Equity Non-Damages Actions/Declaratory
Judgment/Injunction Election Contest/Quiet Title/Sale For
Division
☐ CVUD-Eviction Appeal/Unlawful Detainer
☐ FORJ-Foreign Judgment
☐ FORF-Fruits of Crime Forfeiture
☐ MSHC-Habeas Corpus/Extraordinary Writ/Mandamus/Prohibition
☐ PFAB-Protection From Abuse
☐ FELA-Railroad/Seaman (FELA)
☐ RPRO-Real Property
☐ WTEG-Will/Trust/Estate/Guardianship/Conservatorship
☐ COMP-Workers' Compensation
☒ CVXX-Miscellaneous Circuit Civil Case

ORIGIN: F ☒ **INITIAL FILING**

A ☐ **APPEAL FROM
DISTRICT COURT**

O ☐ **OTHER**

R ☐ **REMANDED**

T ☐ **TRANSFERRED FROM
OTHER CIRCUIT COURT**

HAS JURY TRIAL BEEN DEMANDED? ☐ Yes ☒ No

RELIEF REQUESTED: ☐ **MONETARY AWARD REQUESTED** ☒ **NO MONETARY AWARD REQUESTED**

ATTORNEY CODE: BRA079

10/23/2012 1:17:43 PM

/s/ William K Bradford

MEDIATION REQUESTED: ☐ Yes ☒ No ☐ Undecided



IN THE CIRCUIT COURT OF
JEFFERSON COUNTY, ALABAMA

SARAH EDWARDS,

PETITIONER,

V.

GIRL SCOUTS OF NORTH-
CENTRAL ALABAMA, INC., an
Alabama non-profit corporation,

RESPONDENT.

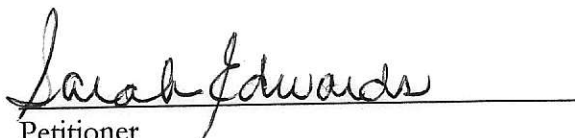
CASE NO.: _____

PETITION FOR PRE-SUIT DISCOVERY PURSUANT TO RULE 27
OF THE ALABAMA RULES OF CIVIL PROCEDURE

COMES NOW the Petitioner, Sarah Edwards, and moves this Honorable Court for an Order allowing the Petitioner to obtain pre-suit discovery from the Respondent, Girl Scouts of North-Central Alabama, Inc. pursuant to Rule 27(a)(1) of the Alabama Rules of Civil Procedure., and as cause therefore, Petitioner would show unto the Court the following:

1. The Petitioner is over the age of nineteen (19) years and is a resident of Jefferson County, Alabama. Further, Petitioner is a Member of the General Membership as defined in Article III of the Bylaws of Girl Scouts of North-Central Alabama Inc.
2. The Respondent, Girl Scouts of North-Central Alabama, Inc., is an Alabama nonprofit Corporation. The Respondent is the result of a merger of the Girl Scouts of Cahaba Council, Tombigbee Girl Scout Council, Girl Scouts of North Alabama and Cottaquilla Girl Scout Council on November 1, 2007. The Respondent serves a 36 County area in North Central Alabama. As of the beginning of 2012 the Respondent owned six (6) Camps (Anderel, Coleman, Tombigbee, Trico, Cottaquilla and KPC), five (5) Service Centers, and a Headquarters.
3. Based upon information and documents from the Respondent's Board of Directors and Staff, the Respondents have approved and are implementing a Three Phase Plan ("the Plan") under which at least four (4) and potentially six (6) Camps will be sold, one Service Center will be closed, and the Headquarters building will be sold. Should the plan go forward to completion, a substantial amount of the Respondent's property will be sold.

4. Prior to implementing the Plan, upon information and belief, the Respondent did not comply with Code of Alabama, § 10A-3-120, which requires that the "sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of a nonprofit corporation" be decided by a two-thirds vote of the voting membership. Further, the Bylaws of the Respondent do not vest authority to sell the real property of the Respondent in the Board of Directors or the Officers or Staff of the Respondent.
5. That there are potential claims, including breaches of fiduciary duties by the Board of Directors and/or Officers of the Respondent for which the Bylaws of the Respondent and the Alabama Code provide remedies, and breach of the laws of the State of Alabama, more particularly, Code of Alabama, § 10A-3-6.01, regarding the sale of all or substantially all of the assets of a nonprofit corporation.
6. That the Petitioner's ability to protect her rights may be substantially damaged if she is not allowed to obtain the information requested in the attached interrogatories and requests for production. Further, the Petitioner has attempted in the past to obtain the information sought in the attached interrogatories and requests for production of documents. In response to Petitioners numerous requests, the Respondent's have provided extremely and unreasonably limited access to some but not all of the information and/or materials sought in the attached interrogatories and requests for production of documents.
7. Petitioner believes that a cause of action or causes of action may exist against the Respondents and potentially others persons or entities based upon their actions or omissions and potential damages sustained by the Petitioner, or other potential harm to the organization and its membership.
8. The allowance of pre-suit discovery against the Respondent would benefit all parties by allowing the production of relevant and material information, records, and documents, and may disclose the identity of other proper parties to this lawsuit, and would further serve to prevent a frivolous lawsuit in the event no such claim or claims exist.
9. For the foregoing reasons, Petitioner moves this Court for an Order allowing the Petitioner to propound the attached interrogatories and requests for production to the Respondent.
10. The Petitioner requests that this Petition, the attached Order, and the attached Discovery be served upon the Defendant by process server.



Petitioner
Sarah Edwards
2115 Overlook Place
Trussville, AL 35173

Sworn to and subscribed before me on this the 21st day of OCTOBER, 2012.

Amber L. Ladner

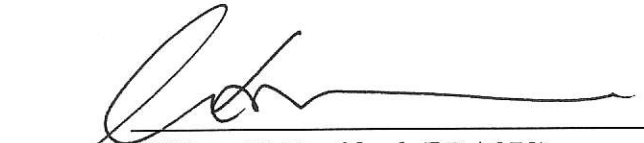
Notary Public

My Commission Expires:

8-26-15



Respectfully Submitted,


William K. Bradford (BRA079)
Attorney for the Petitioners

OF COUNSEL:

BRADFORD LADNER, LLP.
Montclair Building
3928 Montclair Road, Suite 208
Mountain Brook, AL 35213
205-802-8823
205-802-8825 Fax
wkb@bradfordladner.com

THE DEFENDANT MAY BE SERVED AS FOLLOWS:

Girl Scouts of North-Central Alabama, Inc.
C/O Patricia K. Coghlan
105 Heatherbrooke Park Dr.
Birmingham, AL 35242

**THE PETITIONER WILL SERVE THE PETITION BY PERSONAL SERVICE VIA
PRIVATE PROCESS SERVER**



IN THE CIRCUIT COURT OF
JEFFERSON COUNTY, ALABAMA

SARAH EDWARDS,

PETITIONER,

V.

GIRL SCOUTS OF NORTH-
CENTRAL ALABAMA, INC., an
Alabama non-profit corporation,

RESPONDENT.

CASE NO.: _____

PETITIONER'S INTERROGATORIES RESPONDENT
PURSUANT TO RULE 27

COMES NOW the Petitioner, Sarah Edwards, and serves the following Interrogatories upon the Respondent pursuant to Alabama Rules of Civil Procedure, Rules 27 and 33, and requests that the Respondent answer under oath the following interrogatories:

I. DEFINITIONS

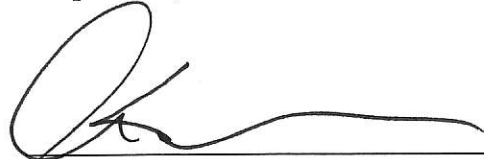
- a) The term Board, shall refer to the Board of Directors of the Girl Scouts of North-Central Alabama, Inc.
- b) The term Council, shall refer to the Girl Scouts of North-Central Alabama Inc., unless otherwise designated in these requests.
- c) The term Executive Committee, shall refer to the Executive Committee of the Board of Directors of the Girl Scouts of North-Central Alabama Inc.
- d) The term Merger, shall refer to the November 1, 2007 merger of the Girl Scouts of Cahaba Council, Tombigbee Girl Scout Council, Girl Scouts of North Alabama, and Cottaquilla Girl Scout Council.
- e) The term Three Phase Property plan, shall refer to the Council's Property Resting/Divesting Plan, as set out in the May 2012 "Property Updates" circular, or as otherwise set out in Board or Council documents.

- f) The term Identify, used in connection to a person or entity shall mean to state their name, last known address, and last known telephone number.
- g) The term Identify, used in reference to a document or other tangible item or thing shall mean to list its title or name, its present custodian, the custodian's name and address, and the topic or general content of the document or item.

II. INTERROGATORIES

1. Please identify each and every person or entity who participated in any "site visits" or "site surveys" as noted in the August 22, 2012 Responses to Property Plan Questions circular.
2. As to each Board Member of the Council, please identify by name whether they were present or absent at the time of the final vote on the Three Phase Property Plan, and for those present, please indicate whether their vote was yea, nea or abstained.
3. Please identify each and every consultant, expert, or other person or entity that assisted the Council in performing evaluations, gathering data, making inspections or appraisals in order to formulate the Three Phase Property Plan.
4. Please identify each and every person on the "property assessment committee" made reference to in the August 22, 2012 Responses to Property Plan Questions circular.
5. Please identify the "partnerships" made reference to on page 5 of the August 22, 2012 Responses to Property Plan Questions circular.
6. Please identify the persons or entities who have "made inquires" as to Camps Anderel, Coleman and Trico as noted on page 7 of the August 22, 2012 Responses to Property Plan Questions circular.
7. Please identify any property that has been considered or inquired about by the Council in reference to moving the Council headquarters or in reference to acquiring land for a new camp as made reference to on page 10 of the August 22, 2012 Responses to Property Plan Questions circular.
8. Was the decision to adopt the Three Phase Property Plan put to a vote of the Council Delegates? If not, why was the proposal not voted on by the Delegates?

Respectfully Submitted,

A handwritten signature in black ink, appearing to be 'W. Bradford', written over a horizontal line.

William K. Bradford (BRA079)
Attorney for the Petitioner

OF COUNSEL:

BRADFORD LADNER, LLP.
Montclair Building
3928 Montclair Road, Suite 208
Mountain Brook, AL 35213
205-802-8823
205-802-8825 Fax
wkb@bradfordladner.com

**PLEASE SERVE ALONG WITH THE SUMMONS AND COMPLAINT ON THE
FOLLOWING:**

**Girl Scouts of North-Central Alabama, Inc.
C/O Patricia K. Coghlan
105 Heatherbrooke Park Dr.
Birmingham, AL 35242**



IN THE CIRCUIT COURT OF
JEFFERSON COUNTY, ALABAMA

SARAH EDWARDS,

PETITIONER,

V.

GIRL SCOUTS OF NORTH-
CENTRAL ALABAMA, INC., an
Alabama non-profit corporation,

RESPONDENT.

CASE NO.: _____

PETITIONER'S REQUESTS FOR PRODUCTION OF DOCUMENTS TO
RESPONDENT PURSUANT TO RULE 27

COMES NOW the Petitioner, Sarah Edwards, and serves the following Requests for Production of Documents upon the Respondent pursuant to Alabama Rules of Civil Procedure, Rules 27 and 34, and requests that the Respondent produce and permit the Petitioner, or someone acting on the Petitioner's behalf, to inspect and/or copy the designated documents or electronically stored information (including writings, drawings, graphs, charts, photographs, sound recordings, images, and other data or data compilations stored in any medium from which information can be obtained by the Respondent through detection devices into reasonably usable form) that constitute or contain matters within the scope of the Alabama Rules of Civil Procedure, that are in the possession, custody, or control of the Respondent.

I. DEFINITIONS

- a) The term Board, shall refer to the Board of Directors of the Girl Scouts of North-Central Alabama, Inc.
- b) The term Council, shall refer to the Girl Scouts of North-Central Alabama Inc., unless otherwise designated in these requests.
- c) The term Executive Committee, shall refer to the Executive Committee of the Board of Directors of the Girl Scouts of North-Central Alabama Inc.
- d) The term Merger, shall refer to the November 1, 2007 merger of the Girl Scouts of Cahaba Council, Tombigbee Girl Scout Council, Girl Scouts of North Alabama, and Cottaquilla Girl Scout Council.

- e) The term Three Phase Property plan, shall refer to the Council's Property Resting/Divesting Plan, as set out in the May 2012 "Property Updates" circular, or as otherwise set out in Board or Council documents.

II. REQUESTS FOR PRODUCTION OF DOCUMENTS

Please produce for review and copying the following:

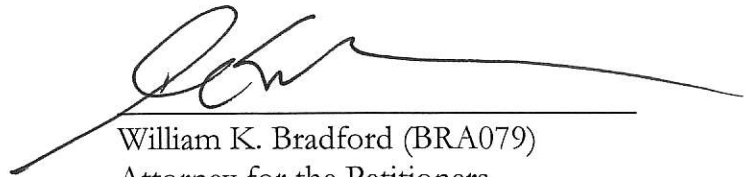
1. A true and correct copy of the Board meeting agendas from the time of Merger until the present.
2. A true and correct copy of the Board meeting minutes from the time of the Merger until the present, including any and all reports, memoranda, financial statements, committee reports, studies, attachments, exhibits, or other collateral materials, documents or information referenced in the minutes or attached to the minutes.
3. A copy of any recording of any Board meetings from the time of the Merger and the present, whether the recording be a document, tape recording, audio file, videotape or on other media.
4. A true and correct copy of any financial statements produced by the Council from the time the Merger and the present.
5. A true and correct copy of any and all documents, of whatever kind or type, and regardless of their "title" or designation, that reflect the financial condition, income, expenses, assets or liabilities of the Council from the time of the Merger to the present.
6. A true and correct copy of each Annual Report of the Council from the time of Merger to the present.
7. A true and correct copy of any financial audits conducted in relation to the Council from the time Merger and present.
8. A true and correct copy of any form 990 for the Council from the time of Merger and the present.
9. A true and correct copy of the Executive Committee meeting agendas from the time of Merger and present
10. A true and correct copy of the Executive Committee meeting minutes from the time of the Merger and present, including any and all reports, memoranda, financial statements, committee reports, studies, attachments, exhibits, or other collateral materials, documents or information referenced in the minutes or attached to the minutes.

11. A copy of any document which evidences the payment or nonpayment of membership dues to the Girl Scouts of America (GSUSA) by any Board member in the years 2010, 2011 2012, including the date of payment.
12. A true and correct copy of any and all correspondence, emails, memorandum, electronic memorandum, or interoffice memoranda between or among Board members, Council staff, or the membership of the Council regarding the three phase property plan.
13. A true and correct copy of any and all correspondence, emails, memorandum, reports, or other communication between any consultant and the Council which references the three phase property plan.
14. A true and correct copy of any and all contracts, agreements, or other documents evidencing an arrangement, agreement or contract between the Council and any outside consultant, whether paid or unpaid, who participated in conducting any studies, assessments, appraisals, reviews, inspections, or the production of any reports or conclusions in connection with the Three Phase Property Plan.
15. A true and correct copy of any and all contracts, contracts for sale, or letters of intent, concerning the sale and purchase of any real property owned by the Council as of May 2012 to the present.
16. A true and correct copy of any documents, contracts, agreements or other material evidencing the Merger.
17. A true and correct copy of any reports, annual reports, or other filings made by the Council with the Girl Scouts of America (GSUSA) from the time of the Merger to the present.
18. A true and correct copy of any correspondence, emails, memorandum, or other reports to, from or between the Council and the Girl Scouts of America regarding the Three Phase Property Plan.
19. A true and correct copy of any documents, reports, or memoranda, from any of the following committees designated "assessment committees" in the May 2012 Property Updates circular, including but not limited to the following committees: program data committee, property data committee, market research committee, membership/market data committee.
20. A true and correct copy of any and all documents, reports, commentary, memorandum, or other documents to or from the GSUSA property consultant referenced in the May 2012 Property Updates circular, including any report or findings of the consultant.
21. A true and correct copy of the 155 camper surveys and parent surveys which are referenced as completed in the May 2012 Property Updates circular.

22. A true and correct copy of the results of the 792 completed surveys, completed as part of market research, direct email, and phone calls as referenced in the May 2012 Property Updates circular.
23. Any and all records regarding the attendance, agenda, meeting, comments, commentary, discussions, or recordings concerning the five town hall meetings referenced in the May 2012 Property Updates circular.
24. A true and correct copy of the Council charter.
25. A true and correct appraisal or assessment for any real property owned by the Council from the date of the Merger until the present.
26. A true and correct copy of any documents or materials related to or concerning the "site visits, surveys, and the valuation of other camping facilities available to the Council and its members as referenced in the August 22, 2012 Responses to Property Plan Questions.
27. A true and correct copy of any notice to the general membership or voting delegates of the Council concerning a meeting at which the general membership or voting delegates of the Council were, or are to vote on the Three Phase Property Plan or to divest the Council of any real property.
28. True and correct copy of any and all information, data compilations, documents, surveys, statistics, or other raw data used to evaluate the criteria noted in the August 22, 2012 Response to Property Plan Questions, including but not limited to the following criteria listed in the circular: amount of operating loss, number of girl members served, amount of truth service unit usage, amount of capital repairs needed to continue use, opportunities to develop into camp to serve more girls, capacity on holding resident during feasibility study, and amount of equipment needed to be replaced.
29. A true and correct copy of any and all documents, correspondence, email, or other memoranda connected with or concerning the utilization of UAB staff, faculty or students in conducting surveys related to the Three Phase Property Plan.
30. A true and correct copy of any materials used in conducting the UAB property assessment surveys including copies of the survey questions and answers.
31. A true and correct copy of any statistics, data compilations, records, or other documents which evidence or show the attendance at each Council camp for summer camps, program events and other programs or activities, in as much detail as possible for any Council camp from the time of the Merger and the present.
32. True and correct copy of each Board of Directors conflict of interest statement for any Board member from the time of the merger to the present.
33. A true and correct copy of any land survey, appraisal, or title search for any property owned by the Council from the time of the Merger until the present.

34. A true and correct copy of any documents regarding or referencing restrictions from the Tennessee Valley Authority in relation to Camps Anderel and Trico.
35. A true and correct copy of any documents, memoranda, records, deeds, Board minutes, Executive Committee minutes, meeting minutes, votes, notices, or other material concerning or connected with the sale of Camp Hillcrest.
36. A true and correct copy of any correspondence or document evidencing a request by any member to review the documents of the Council made within the past 24 months, including a copy of any and all responses from the Council regarding reviewing Council documents.

Respectfully Submitted,



William K. Bradford (BRA079)
Attorney for the Petitioners

OF COUNCIL:

BRADFORD LADNER, LLP.
Montclair Building
3928 Montclair Road, Suite 208
Mountain Brook, AL 35213
205-802-8823
205-802-8825 Fax
wkb@bradfordladner.com

PLEASE SERVE THE FOREGOING UPON THE DEFENDANT ALONG WITH THE SUMMONS AND COMPLAINT AS FOLLOWS:

**Girl Scouts of North-Central Alabama, Inc.
C/O Patricia K. Coghlan
105 Heatherbrooke Park Dr.
Birmingham, AL 35242**