

DEBRA J. STORK, SHERRY O'KEEFE,
MICHELLE WEBER, L. ISAIAH (tki)
and KELLY GILHOOLY,

Oj of y c _ 911 N 1 i . IOWA

Petitioners,

Case No e 1) CV 02-46

vs.

GIRL SCOUTS OF EASTERN IOWA-

WESTERN ILLINOIS, INC.
Respondent.

ORDER SETTING HEARING

THE COURT, having been advised that a Petition for Declaratory Judgment and Request for Temporary Injunction, with notice, has been filed, FINDS that this matter should be set for hearing.

The issue of the temporary injunction is set for one hour on the 7 day of 2013

at Maion : m ;

Dated: 3-

[Signature]

CERTIFICATE OF SERVICE
The undersigned certifies that the foregoing instrument was served upon all parties to the above cause at each of the addresses disclosed on the pleadings on 3/22/20 2013.
By: Overnight Courier FAX E mailed
 Certified Mail U.S. Mail Other
 Certified Signature

[Signature]

Susantless - PL's ATTY

Henry Neuman

Henry Neuman

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DEBRA J. STORK, SHERRY O'KEEFE,)
 MICHELLE WEBER, KELLY)
 GILHOOLY, LISA TANK,)
)
 Petitioners,)
)
 vs.)
)
 GIRL SCOUTS OF EASTERN IOWA-)
)
 WESTERN ILLINOIS, INC.)
 Respondent.)

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Case No.: 1 2 2 4 I S I

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

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 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 Girl Scout volunteer at Council camps, owned and operated by the Respondent.
5. Petitioner Lisa Tank is a resident of ClullttACounty, 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 hereto 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 hereto 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.

PETITIONERS

By: *Susan M. Hess*

usan M. Hess AT0008785

By: *Philip F. Jensen (smh)*

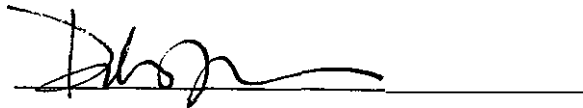
Philip F.

Jensen 110003888 of
HAMMER, SIMON & JENSEN, P.C.
775 Sinsinawa Ave.
East Dubuque, IL 61025
Telephone: 815-747-6999
FAX: 815-747-2952
[Email: Susan@hsjlegal.com](mailto:Susan@hsjlegal.com)

ATTORNEY FOR PETITIONERS

STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

1, D.ebrAll -f-of K, being first duly sworn on oath, depose and state that I am a Petitioner making the foregoing Petition; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.



Subscribed and sworn to before me this 11 day of April, 2013.

vans

Notary Public in and for the State of Iowa



STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

r, KCVO IC E. Weber, being first duly sworn on oath, depose and state that I am a Petitioner making the foregoing Petition; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.

/4096Q UuSert,

Subscribed and sworn to before me this 21 day of Nardi, 2013.

SUSAN M. HESS
COMMISSION NO. 189943
MY COM;v;iCLION E;;P'F:SS

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Public in and for the State of Iowa



STATE OF IOWA

) ss:

COUNTY OF DUBUQUE)

I, 176 G Lge^e Ly, being first duly sworn on oath, depose and state that I am a Petitioner in the foregoing Petition; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.

Kelley Schenk
Michael Schenk

exp 4 PC / 4

Subscribed and sworn to before me this 17th day of March, 2013.

[Signature]
Notary Public in and for state of Iowa



PHILIP F. JENSEN
Commission Number 71 122
My Comm. Exp.

STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

Li Ea, TanK, being first duly sworn on oath, depose and state that I am a Petitioner making the foregoing Petition; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.



SUSAN M. HESS
COMMISSION NO. 169943
MY COMMISSION EXPIRES


Li Ea, TanK

Subscribed and sworn to before me this day of Al, 2013.

Curencltoo
Notary Public in and for the State
of Iowa

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 STATE OF MAWA) 0-
 1se-t?.,c7) ss: COUNTY
 OF **tidW**yM(tgg)

I, being first duly sworn on oath, depose and state that I am a Petitioner at the foregoing Petition; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.



Subscribed and sworn to before me this 31st day of March, 2013.



Notary Public in and for the State of Iowa

SUSAN M GELATT
 NOTARY PUBLIC, State of New York
 No. 4731789

Qualified in Is Commission Expires /
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IN THE IOWA DISTRICT COURT IN AND FOR SCOTT COUNTY

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

Petitioners,

vs.

GIRL SCOUTS OF EASTERN IOWA-

WESTERN ILLINOIS, INC.

Respondent.

**AFFIDAVIT IN SUPPORT OF
PETITION FOR DECLARATORY
JUDGMENT AND MOTION FOR
TEMPORARY INJUNCTION**

STATE OF IOWA

) ss:

COUNTY OF DUBUQUE)

I, Sherry O'Keefe, being first duly sworn on oath, depose and state as follows: I am a Petitioner in the above entitled action.

The Respondent is governed by the Iowa Code Section 504 concerning non-profit corporation. In order to comport with Iowa Code Section 504.120, the 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.

The Respondent's bylaws, a copy of which is attached hereto, 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.

Respondent is not engaged in the sale of real estate, specifically its camps, in the usual course of its activities.

I am entitled to vote upon the proposal, and the actions taken by the Girl Scout Council are to exclude eligible voting members from taking part in this vote. An injunction is necessary to restrain and enjoin Respondent, through its Board of Directors, from voting upon the recommendation of Respondent's property committee to sell all four of the above described

EXHIBIT

I r _____

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.

Without the issuance of a temporary injunction, Petitioners, *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.

A petition for the same relief, or part thereof, has not been previously presented to or refused by any court or justice.

Affiant knows of no damages which may be adjudged against Petitioners for any probable liability to be incurred by Respondent and therefore Petitioners request that the court waive any requirement for bond.

t^se v310 r-1G
 STATE OF 1GRA)
 ea_{r1/4c.>}) ss:
 COUNTY OF DIP:11⁴P)

I, ama_xlkikalerr_., being first duly sworn on oath, depose and state that I am a Petitioner g the f egoing Affidavit; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.

[Handwritten Signature] _____

Subscribed and sworn to before me this) ^{tt.})^s da V14 A rc-2 2013.

[Handwritten Signature] _____

Notary Public in and for the State of Iti=v-
 SUSAN M. MATT tat,
 NOTARY PUBLIC, State of New York
 No. 4731789
 Qualified in otsego CQu_

Commission Expires / 771/S-

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

Petitioners,

vs.

GIRL SCOUTS OF EASTERN IOWA-

WESTERN ILLINOIS, INC.

Respondent.

**AFFIDAVIT IN SUPPORT OF
PETITION FOR DECLARATORY
JUDGMENT AND MOTION FOR
TEMPORARY INJUNCTION**

STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

I, Kelly Gilhooly, being first duly sworn on oath, depose and state as follows: I am a Petitioner in the above entitled action.

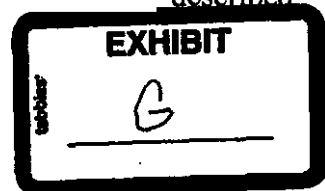
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STATE OF IOWA)

SS:

COUNTY OF DUBUQUE)


I , V a t _____, being first duly sworn on oath, depose and state that I am a Petitioner making the foregoing Affidavit; that I have read the same and know the contents thereof; and that the statements and allegations therein made are true and correct as I verily believe and made to the best of my knowledge.

Wally Schurley
Michael Schurley PDA

Subscribed and sworn to before me 's7/9 day of Isl. _____, 2013.

[Signature]

Notary Public in and for the State of

 PHILIP F. JENSEN
Commission Number 71 122
M Comm. Exp.