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FILED in the Trial Courts
State of Alaska Fourth District
SEP 26 2017
By _____ Deputy

Attorneys for Plaintiffs

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA
FOURTH JUDICIAL DISTRICT AT FAIRBANKS

FARTHEST NORTH GIRL SCOUT COUNCIL,)
an Alaska nonprofit corporation,)
RUSS SHARPTON, and SUELLEN NELLES,)
Plaintiffs,)

v.)

Case No. 4FA-17-01413

GIRL SCOUTS OF THE UNITED STATES)
OF AMERICA, a District of Columbia nonprofit)
corporation,)
Defendant.)

**Affidavit of Russ Sharpton In Support of Plaintiffs' Opposition to
GSUSA's Rule 12(b)(6) Motion to Dismiss**

STATE OF ALASKA)
) ss
FOURTH JUDICIAL DISTRICT)

I, Russ Sharpton, having been duly sworn, state as follows:

1. I am over the age of eighteen and have personal knowledge of the statements contained in this affidavit.
2. I am one of the plaintiffs in this cause.
3. I am the Chair of Farthest North Girl Scout Council ("Farthest North").

4. I was Chair of Farthest North in 2012.

5. Sometime after January 20, 2012, I learned that the board of directors of Girl Scouts of the United States of America ("GSUSA") had taken action to increase membership dues by \$3.00 per year, starting in 2013.

6. On March 26, 2012, I sent a letter on behalf of Farthest North to the National President of GSUSA, Connie L. Lindsey. I sent a copy of the letter to every member of GSUSA's board of directors. I also sent a copy to GSUSA's CEO, Anna Maria Chavez.

7. A true and correct copy of my letter of March 26, 2012 is attached hereto as Exhibit 1.

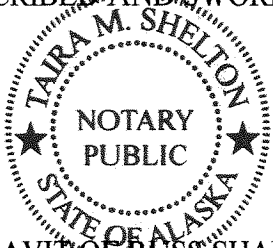
8. Sometime shortly after April 6, 2016, I received a letter of that date from GSUSA's National President, Connie Lindsey, acknowledging receipt of my letter of March, 26, 2012. Ms. Lindsey's letter indicated it was copied to the GSUSA President, Ms. Chavez, and all of the members of the GSUSA board of directors. In her letter, Ms. Lindsey stated: "The Constitution of Girl Scouts of the USA grants both the National Council and the National Board of Directors authority to raise the amount of annual membership dues."

DATED this 26 day of September 2017, at Fairbanks, Alaska.



Russ Sharpton

SUBSCRIBED AND SWORN to before me this 26th day of September 2017.



Notary Public in and for Alaska

My Commission Expires: 4-24-18

AFFIDAVIT OF RUSS SHARPTON

Farthest North Girl Scout Council, et al. v. Girl Scouts of the USA

Certificate of Service

I hereby certify that on the ____ day of September 2017,
a true and correct copy of the foregoing document was
provided to the following attorneys/parties of record:

Mail Hand Delivery Courier Telefax

James E. Torgerson
Sarah R. Langberg
STOEL RIVES
510 L Street, Suite 500
Anchorage, AK 99501

Karin D. Jones STOEL RIVES
600 University Street, Suite 3600
Seattle, WA 98101

By: Tara Shelton
Kramer and Associates



March 26, 2012

Ms. Lindsey,

Farthest North Girl Scout Council
431 Old Steese Highway, Suite 100
Fairbanks, AK 99701
T 907 456 4782 F 907 452 2320
www.fairbanksgirlscouts.org

Farthest North Girl Scout Council is responding to your National President's Report dated January 2012.

First, we are seriously disappointed to see action of the national board to increase the membership dues starting in 2013. We are not opposed to an increase per say, but the arrogance of this national board exerting what it interprets as its constitutional right to make that decision. As we read the Blue Book of Basic Documents, dues increases are the business of the National Council Session and always have been. In fact, there was just a national convention two months prior to this board decision; therefore this matter could have been easily brought before the NCS for a vote. Instead, the national board felt it necessary to mock this group's decision-making power and claim it was a necessary mid-triennium action that could not wait. We would like our strong objection to this abuse of power noted in the permanent record.

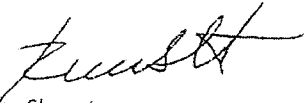
Second, it appears evident that the national board plans to do nothing to change the membership situation for the organization as you watch membership numbers decline in double-digit percentages over almost a decade. It is not coincidental that your precious Core Business Strategy that you refuse to abandon, to the organizations peril, came about in the same year that membership started its steep decline, 2003. As we have been reporting since that time, your realignment of councils, your liberal, politically-charged revamp of program for girls, and your emphasis on emerging pathways for girls that only constitute a small percentage of our membership without protecting our core market, have all contributed to the membership debacle nationwide. Unless the national board takes decisive action to reverse this trend and move away from the premise of the Core Business Strategy, the membership will not recover. We need to stop celebrating mediocrity. To *celebrate* a flat membership last year was an insult to councils, and will be again this year as you pretend like the trend is now moving upward.

Finally, this council has lost complete faith in the decision-making abilities of the GSUSA board and management mostly in regards to the national council retirement plan. We have sent numerous letters over the past several years expressing that very opinion. In review, the plan is still being mismanaged; information is being withheld or manipulated when shared with councils, and GSUSA is covering behind excuses such as the "decline in the market" and "all other national pension plans are in the same position". We all know the truth as to why this pension plan tanked and why it is not recovering; catastrophic miscalculations by GSUSA management and governance bodies. Farthest North Girl Scout Council is once again insisting that our council CEO, Suellen Nelles, be appointed to the national advisory committee for the pension plan to represent the continued risk of the councils that have withdrawn from the plan.

As a final thought, GSUSA should review its messaging for the 100th anniversary celebration. You have selected too many catch phrases, which will serve to confuse the public. First you selected Forever Green to show our environmental commitment. Then 2012 became known as the Year of the Girl. Now you want the public to follow To Get Her There. How many more of these will councils need to endure this year?

Our council expects this letter to be shared with all GSUSA board members and management. We hope that some decisive and intentional leadership that has been lacking at GSUSA will make changes that help this organization turn the corner.

Signed,

A handwritten signature in black ink, appearing to read "Russ Sharpton". The signature is fluid and cursive, with a prominent loop at the end.

Russ Sharpton
Board Chair

CC: Ms. Chavez
GSUSA Board Members