

PROCEEDINGS

UNITED STATES ADULT SOCCER ASSOCIATION

MIDYEAR NATIONAL COUNCIL MEETING

Loews Hotel
Philadelphia, Pennsylvania
October 10, 2010
Millennium Hall
8:30 a.m. - 12:15 p.m.

Reported by Debra K. Resling, RMR, CRR
Resling Sportsript, Inc.
4 Cheyenne Blvd.
Colorado Springs, CO 80905

1 AGENDA (cont'd)

2 Page Line

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4 k) Bylaw 601 and 602, USASA Executive Committee -- --

5 l) Bylaw 702 - Metropolitan D.C. -- --

6 m) Bylaw 702 - Paul Scherer -- --

7 n) Bylaw 704 - Idaho -- --

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9 9. New Business 174 13

10 a) Approval of 2010-2011 Insurance Program 170 4

11 b) Approval of 2010-2011 Fee Schedule 169 25

12 c) Approval of 2010-2011 Budget 172 4

13 d) Approval of EXCO Actions Good of the Game 177 1

14 10. Adjournment 178 13

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1 AGENDA

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7 3. Credentials Report 22 4

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10 5. Communications -- --

11 6. Reports of Officers and Committees 169 19

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13 7. Unfinished Business 174 13

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16 a) USASA Bylaws (rewrite Governance Task Force) 17 10

17 b) Bylaw Proposals with Explanation and Rationale 21 4

18 c) USASA Bylaws (rewrite Anthony Falcone) 130 6

19 d) Bylaw 102 - Idaho -- --

20 e) Bylaw 105 - Tim Busch -- --

21 f) Bylaw 105 - Idaho -- --

22 g) Bylaw 215 - Metropolitan D.C. -- --

23 h) Bylaw 301, Section 7 - USASA Credentials Committee 143 21

24 i) Policy: Dual Registration Metropolitan DC/VA 146 8

25 j) Bylaw 301, Sections 1-4, add 9 USASA Credentials Committee 145 4

1 (Commencing at 8:30 a.m.)

2 PRESIDENT GROFF: Good morning. We

3 are going to call this meeting to order.

4 Our experience with the Credentials

5 Committee is working. They need about ten

6 minutes.

7 One announcement: When you speak

8 into the microphone, please state your name and

9 your state association, and you may be asked to

10 spell your name. So please try to remember that.

11 I'm very happy to be here today.

12 When I sent you the letter, I said for leadership

13 now, we are going to have some very important

14 decisions to make, and each one of them will make

15 this a much stronger and a much more diverse and

16 a growing organization. Remember that as you go

17 to the microphone.

18 We have lost some very great people

19 this past year that remain in our memories and

20 our hearts. Let's take a moment to think of them

21 and the gift that they gave to us.

22 (Moment of silence.)

23 Thank you.

24 We have two videos that we want to

25 show you. One is for promotion on Veteran's Cup

1 of Florida, and one is about people who attended
 2 Veteran's Cup last year.
 3 (Videos shown.)
 4 PRESIDENT GROFF: The video and
 5 soccer is your Game For Life.
 6 Credentials Chair, are you ready to
 7 do the roll call?
 8 One other minor announcement. I
 9 thought we might need a parliamentarian today, so
 10 Jim Hamilton, lawyer, Hall of Fame member, and a
 11 parliamentarian expert is here to help us.
 12 MR. CONSELYEA: Good morning. I will
 13 call the roll by region numerically and by state
 14 alphabetically.
 15 We will go through it one time and
 16 then go back through the officers and then go
 17 back through, call the missing states, and that's
 18 our vote, unless somebody arrives later. If they
 19 arrive later, have them contact somebody down
 20 here in front, and she should be able to sign
 21 them in.
 22 (The following represents the roll
 23 call being called by Mr. Conselyea; the answers
 24 by the respective parties.)
 25 Q To begin, Region 1.

1 Q Vermont, one vote?
 2 A (No response.)
 3 Q West Virginia, one vote?
 4 A Here.
 5 Q Western New York, four votes?
 6 A Here.
 7 Q Region 2.
 8 Illinois, four votes?
 9 A Here.
 10 Q Indiana, three votes?
 11 A Here.
 12 Q Iowa, three votes?
 13 A Here.
 14 Q Kansas, three votes?
 15 A Here.
 16 Q Kentucky, three?
 17 A Here.
 18 Q Michigan, three?
 19 A Present.
 20 Q Minnesota, four?
 21 A Here.
 22 Q Missouri, one?
 23 A (No response.)
 24 Q Nebraska, two?
 25 A Here.

1 Connecticut, four votes?
 2 A Here.
 3 Q Delaware, no votes.
 4 A (No response.)
 5 Q Eastern New York, five votes?
 6 A Here.
 7 Q Eastern Pennsylvania, four votes?
 8 A In the spirit of Philadelphia, "yo."
 9 Q Is that a yes?
 10 A Yes.
 11 MR. GROFF: Interpreter.
 12 Q Maryland, two votes?
 13 A Here.
 14 Q Massachusetts, five votes?
 15 A Present.
 16 Q D.C./Virginia, five votes?
 17 A Here.
 18 Q New Hampshire, two votes?
 19 A Here.
 20 Q New Jersey, four votes?
 21 A Here.
 22 Q P.A. West, three votes?
 23 A (No response.)
 24 Q Rhode Island, two votes?
 25 A Here.

1 Q Ohio North, three?
 2 A Here.
 3 Q South Dakota, one?
 4 A (No response.)
 5 Q Southern Ohio, three?
 6 A Here.
 7 Q Wisconsin, two?
 8 A Here.
 9 Q Region 3.
 10 Alabama, two?
 11 A (No response.)
 12 Q Arkansas, three?
 13 A Here.
 14 Q Florida, five?
 15 A Here.
 16 Q Georgia, four?
 17 A Here.
 18 Q Louisiana, four?
 19 A Here.
 20 Q Mississippi, zero?
 21 A (No response.)
 22 Q North Carolina, five?
 23 A Here.
 24 Q North Texas, five?
 25 A Here.

Page 9	<p>1 Q Oklahoma? 2 A Here. 3 Q South Carolina, three? 4 A Here. 5 Q Tennessee, four? 6 A (No response.) 7 Q Texas South, five? 8 A Here. 9 Q Region 4. 10 Alaska, three? 11 A Here. 12 Q Arizona, three? 13 A Here. 14 Q Cal North, two -- excuse me. Cal 15 North, five? 16 A Here. 17 Q That's better. 18 Cal South, four? 19 A Here. 20 Q Colorado, one? 21 A Here. 22 Q Hawaii, four? 23 A Here. 24 Q Idaho, three? 25 A Here.</p>	Page 11	<p>1 Q Region 1 Director Fritz Marth? 2 A Here. 3 Q Deputy Director, Tony Falcone? 4 A Here. 5 Q Secretary Matthew Krywonos? 6 A Here. 7 Q Treasurer John Kahnke? 8 A Here. 9 Q Region 2 Director Bruno Trapikas? 10 A Here. 11 Q Deputy Director Bill Davey. 12 A Here. 13 Q Secretary Peggy Polley? 14 A (No response.) 15 Q Treasurer Wayne Wilson? 16 A (No response.) 17 Q Region 3. 18 Director Rob LaVielle? 19 A Here. 20 Q Deputy Director Darius Ejlali. 21 A Here. 22 Q Secretary Karon Beyer? 23 A Here. 24 Q Treasurer Jeanne Smith. 25 Region 4.</p>
Page 10	<p>1 Q Montana, two? 2 A Here. 3 Q New Mexico, four? 4 A Here. 5 Q Nevada, two? 6 A (No response.) 7 Q Oregon, four? 8 A Here. 9 Q Utah, three? 10 A Here. 11 Q Washington, five? 12 A The ever great state is represented. 13 Q Wyoming, one? 14 A (No response.) 15 Q Now, we will go over the officers. 16 President Richard Groff? 17 A Here. 18 Q Vice-president Marge Madriago? 19 A (No response.) 20 Q Is she here? 21 A No. 22 Q Secretary Shonna Schroedl? 23 A Here. 24 Q Treasurer Toni Briggs? 25 A Here.</p>	Page 12	<p>1 Director Bill Bosgraaf? 2 A Here. 3 Q Deputy Director Mike Maloney? 4 A Here. 5 Q Secretary Barb Trainor? 6 A (No response.) 7 Q Treasurer Lori Stoneburner? 8 A (No response.) 9 Q The regional national leagues. 10 AYSO, four votes? 11 A (No response.) 12 Q USL three votes? 13 A (No response.) 14 Q WPSL, two votes? 15 A Here. 16 Q NPSL, two votes? 17 A Here. 18 Q MSSSL, one vote? 19 A Here. 20 Q Going back through again. 21 Delaware, no votes? 22 A (No response.) 23 Q New Hampshire, two votes? 24 A Here. 25 Q P.A. West, three votes?</p>

1 A (No response.)
 2 Q Vermont, one vote?
 3 A (No response.)
 4 Q Region 2.
 5 Missouri, one vote?
 6 A (No response.)
 7 Q South Dakota, one vote?
 8 A (No response.)
 9 Q Region 3.
 10 Alabama, two votes?
 11 A (No response.)
 12 Q Mississippi, zero votes?
 13 A (No response.)
 14 Q Tennessee, four votes?
 15 A (No response.)
 16 Q Region 4.
 17 Nevada, two votes?
 18 A (No response.)
 19 Q Wyoming, one vote?
 20 A (No response.)
 21 Q Is that a yes? No votes. No, not
 22 here.
 23 Marge Madriago is not here.
 24 Peggy Polley. Wayne Wilson. Barb
 25 Trainor. Lori Stoneburner. I understand they're

1 your hand. She needs to know that you're here.
 2 All right. I'm going to suggest that
 3 we -- because people need to leave early and we
 4 don't know the time that it is going to take,
 5 without objection, I'm going to move to Number 8:
 6 Amendments to the charter, bylaws, and policies.
 7 Would the chair of the Rules
 8 Committee please come forward?
 9 MR. TRAINOR: Okay. Before we
 10 actually get started into this, we'll need the
 11 Credentials Report so that we'll know the voting,
 12 but while that's going on, we will, as in the
 13 past, make a motion to bring items to the floor.
 14 They will be seconded, and then there will be
 15 discussion.
 16 Once we're at the point of the vote,
 17 we will try a voice vote first. If it feels like
 18 it passes, then we'll go on with that. If it
 19 looks like there's a question, we'll go to the
 20 cards to try to make that happen, and then
 21 they'll be counted out, and we will go forward in
 22 that direction. So we'll be on hold for just a
 23 few seconds until we get the actual credentials
 24 report going.
 25 MR. PINORI: Peter Pinori, Eastern

1 voting for their states.
 2 The leagues: AYSO, USL.
 3 And that's it.
 4 Okay. We will count them and report
 5 back to you.
 6 PRESIDENT GROFF: Great.
 7 The roll call is completed. Let's
 8 move on to the Confirmation of the Minutes. Are
 9 there any corrections you would have to the
 10 minutes as presented?
 11 If not, do I have a motion to approve
 12 the minutes?
 13 MR. FALCONE: So move.
 14 PRESIDENT GROFF: Is there a second?
 15 MR. CAPAN: Second.
 16 PRESIDENT GROFF: All those in favor,
 17 say aye? Opposed?
 18 The minutes are confirmed.
 19 (Motion passed.)
 20 MR. CONSELYEA: My apologies,
 21 Richard. The NSSL should be called on the roll.
 22 Are they here?
 23 (NSSL indicated their presence.)
 24 PRESIDENT GROFF: They're right here.
 25 The next time say yes, or -- don't just raise

1 New York.
 2 Just for the sake of everyone,
 3 Section 8, is there a page on the book?
 4 MR. TRAINOR: To what are you
 5 referring?
 6 UNIDENTIFIED SPEAKER: Where it is.
 7 MR. TRAINOR: Oh, excuse me. In the
 8 book, it will start on Page 64. In the printed
 9 book, those that got and brought with them the
 10 mailed out -- I don't have that with me, so I
 11 don't have the numbering on those pages, but the
 12 printed book that you received this weekend, it
 13 starts on Page 64.
 14 In the -- to speed things along,
 15 while the Credentials are doing their thing, so
 16 we can start actually into the discussion and
 17 start going forward, so the procedure on this, as
 18 I said in the letter that went out, we are going
 19 to bring to the floor the Governing Task Force
 20 Committee's proposal first. With that, then
 21 there will be discussion on that, and there's --
 22 for those of you that were at the meeting on
 23 Friday night, there was some good discussion
 24 going on trying to figure it out, making sure
 25 that what we presented today -- or what was

1 presented today best reflected your wishes and
2 got as close as possible so that we could
3 actually get out of here today. So what will be
4 up on the screen shortly will be the
5 modifications to that.

6 We have also -- in figuring to make
7 things work out, we have increased the type size,
8 so hopefully everybody will be able to see it and
9 read it, and then we'll go forward.

10 So to start along, I would like to
11 get a motion to bring to the floor the Task Force
12 Committee's proposal.

13 UNIDENTIFIED SPEAKER: So move.

14 MR. TRAINOR: Is there a second?

15 UNIDENTIFIED SPEAKER: Second.

16 MR. TRAINOR: Second, okay. So what
17 is coming to the floor -- well, Dave, do you want
18 to make some --

19 MR. BORTS: Dave Borts, from the
20 state of Rhode Island, a member of the Governance
21 Task Force.

22 On behalf on the Governance Task
23 Force, we are requesting the following: That
24 along with the amendments and changes that were
25 made as a result of the forum on Friday, then

1 just mentioned? Everything else is tabled?

2 MR. TRAINOR: What will be moved off
3 to further consideration are those sections that
4 were not specifically mentioned.

5 So, Dave, would you reread what
6 you're proposing to be considered today?

7 MR. BORTS: Well, just to also answer
8 to Steve, we are also requesting the three
9 sections which I will mention, but also, as it
10 turns out upon review, also Section 311 is
11 directly related to those proposals, and without
12 adopting the amendments in 311, there would be a
13 total insufficiency to get the entire adoption.
14 So that is in line, however, with our discussions
15 of the other day.

16 MR. FLAMHAFT: Thank you very much.

17 MR. BORTS: And I'm sorry. I didn't
18 -- and Section 302.

19 MR. TRAINOR: That was Dave Borts.

20 PRESIDENT GROFF: Please state your
21 name each time you speak.

22 MR. BORTS: We're asking that these
23 matters be referred to committee, not tabled.

24 MR. TRAINOR: Okay.
25 Tony.

1 consideration of the document be specifically as
2 to Sections 311, Composition And General
3 Authority; the entire section on 400, which is
4 election and composition of our Board of
5 Directors or Executive Board, and which also
6 includes Sections 421 and 422, regarding an
7 Executive Director; and just making note clearly
8 that if, in fact, Sections 421 and 422 are
9 adopted by this body, it would require the
10 removal of Section 601 and 602 of the current
11 document regarding an administrator.

12 And we are asking for consideration
13 of those sections, and we are also asking that
14 any other changes or amendments be referred back
15 to committee.

16 MR. TRAINOR: Okay. Steve.

17 MR. FLAMHAFT: I just heard the
18 gentleman speak, and I accede to most of his
19 proposals. I would also suggest that because the
20 Task Force proposals are not presented in the
21 proper form according to the bylaws that the
22 proposal should be tabled except for the three
23 that we agreed upon at the forum.

24 Am I correct? That the ballots would
25 be tabled except for the three that the gentleman

1 MR. FALCONE: Anthony Falcone, Deputy
2 Director Region 1.

3 I would like to suggest that we just
4 have a motion for each section, that it be
5 proposed by the Governing Task Force Committee.
6 It doesn't make any sense that we're trying to
7 figure out Sections 3, 4, 5, and 7. So go by the
8 first section that they want to amend or want to
9 present and go from there.

10 MR. TRAINOR: Okay. In essence, it
11 will be very similar. There -- it's all on the
12 floor now, and then what we will be specifically
13 addressing is individual bylaws so that it would
14 be looked at individually, and not as a whole, so
15 that everybody will have a chance to vote on
16 those items as specific items, not as the whole.

17 In the back, Tim.

18 MR. BUSCH: Tim Busch, Washington.

19 Was the motion from David -- I want a
20 clarification -- only dealing at this point with
21 Task Force recommendation? There are additional
22 bylaw proposals that have been made that is -- is
23 it the intent to table those or refer them back
24 to committee?

25 MR. TRAINOR: No, it is not. Back to

1 what I was addressing right now, we're talking
 2 about the Task Force Committee's proposals. For
 3 those that have read forward, there's other ones
 4 from Tony Falcone and several others from other
 5 members who have submitted those and will be
 6 considered as well.
 7 Steve.
 8 MR. FLAMHAFT: I apologize, Richard.
 9 My name is Steve Flamhaft. I'm from Eastern New
 10 York.
 11 Would you explain to me, Mr.
 12 Chairman, the difference between "tabled" and
 13 "referred to committee," and if you are
 14 "referring to committee," what committee are you
 15 referring to?
 16 MR. TRAINOR: The "being referred
 17 back to committee" is when we referred back to,
 18 in this case, the Task Force Committee, so that's
 19 where it's being referred back to. So it will be
 20 reconsidered, again, in future, which more than
 21 likely will be the AGM.
 22 MR. FLAMHAFT: I would suggest that
 23 the revision or the review for members of that
 24 Task Force.
 25 MR. TRAINOR: Mr. Flamhaft, I

1 it's not in our books, and I want to make sure
 2 everybody understands.
 3 MR. TRAINOR: Good point to bring
 4 that up.
 5 At this point in time, there were
 6 some changes based on Friday night's meeting and
 7 suggestions from the floor as well as discussion
 8 afterwards with the Task Force and some other
 9 proponents that there would be some changes. So
 10 what you will see up on the screen is what the
 11 Task Force has amended their proposal to be. So
 12 what you are asking for, Bob, was addressed in
 13 that Task Force's -- this first one, what we're
 14 going to be bringing to the floor that we're
 15 going to be discussing.
 16 Somebody from the task force.
 17 MS. NELSON: Again, refresh my memory
 18 as to the format that we want to do this. Are
 19 you looking for an explanation of what our
 20 changes are at this point?
 21 MR. TRAINOR: What we need to do is
 22 talk about one item at a time, one bylaw, so that
 23 we are dealing with one area. So, with that,
 24 there were some changes to this from what was in
 25 the book.

1 acknowledge your suggestion.
 2 We'll have the credentials report
 3 now.
 4 MR. CONSELYEA: There are a total of
 5 170 votes. The majority will be 86; two-thirds,
 6 114; 75 percent, if necessary, 128; and 90
 7 percent is 153.
 8 MR. TRAINOR: Okay. So that's the
 9 credentials report.
 10 In the back.
 11 MR. ABBOTT: Bob Abbott, Louisiana
 12 Soccer.
 13 I'd like to propose a substitute
 14 motion to consider Section 302 of the Governance
 15 Committee Task Force with the following
 16 amendments: Change the number of at-large
 17 directors to two and delete the two independent
 18 directors.
 19 MR. TRAINOR: Okay. What I want to
 20 do before we go with that -- right. What is --
 21 can you bring this up? The reason that I'm
 22 hesitating a little bit is that that is basically
 23 what the Task Force has told me that they are
 24 bringing forward to the floor.
 25 MR. ABBOTT: If that's correct. But

1 MS. NELSON: And what we have on this
 2 particular --
 3 MR. TRAINOR: State your name,
 4 please.
 5 MR. TRAPIKAS: Point of
 6 clarification, Mr. Chairman. Bruno Trapikas,
 7 Region 2 Director.
 8 What I heard was that everything
 9 besides Section 311 and the 400s were removed.
 10 And at this point, I'm a little confused as to
 11 what has been tabled, which sections, and which
 12 sections we're discussing.
 13 PRESIDENT GROFF: It was more than
 14 that.
 15 MS. NELSON: Would you like to
 16 address that, Dan?
 17 MR. TRAINOR: At this point in time,
 18 nothing has been taken off the floor. Those were
 19 some suggestions that would not be considered.
 20 So, Dave, do you want to please go
 21 back over again what the Task Force wants to be
 22 considered in this meeting and in bringing
 23 forward your proposals, and make sure we
 24 specifically mention the bylaw by number, and
 25 let's not go by section, so that there is no

1 confusion with that.
 2 MR. BORTS: We're asking for
 3 consideration of section -- or strike that --
 4 Bylaw 302, Officers; Bylaw 311, Composition and
 5 General Authority; Part 4, Governance And
 6 Management, Bylaws 401, 402, 403, 404, 405 --
 7 although 405 is the same, I think there may be a
 8 new numbering change -- 411, 412, 413, 421 and
 9 422, which just for everybody's reference is
 10 specifically regarding the executive director
 11 which relates to these comments I made earlier
 12 about the first two sections in the 600 would
 13 have to be removed upon adoption of these two.
 14 MR. TRAINOR: And you are not
 15 considering 431.
 16 MR. BORTS: 431 is a second -- I
 17 believe is identical to what's currently in the
 18 current bylaws.
 19 MR. TRAINOR: Okay. Just clarifying.
 20 MR. BORTS: And the only change on
 21 that, which we discussed earlier, it says "board
 22 of directors" as opposed to "executive order."
 23 MR. TRAINOR: Okay. And what is
 24 being referred to there is at a point that we get
 25 into some of this, there will be a change from

1 replaced, it also makes it difficult for us to
 2 make decisions. So I would hope that you, as the
 3 chair, find a way to remedy that.
 4 MR. TRAINOR: At this point in time,
 5 it would be near impossible to remedy that
 6 because of the amount of work that would need to
 7 go into putting this document together.
 8 When it was submitted to the Rules
 9 Committee, the amount of time that it would have
 10 taken, we were beyond getting it to this meeting,
 11 so I have no problem individually addressing this
 12 specific bylaw, bringing it up to the floor one
 13 at a time, or at least discussing it, as I said,
 14 one at a time. I wanted to try to make it, this
 15 process, a little bit faster in its movement so
 16 that we didn't spend all day here. But if you --
 17 if the will is that we go through each, in
 18 essence, kind of line item per line item, we can
 19 do that.
 20 The other thing that we can do, as
 21 Tony suggested, the Task Force is on the floor at
 22 the moment. We can individually address the
 23 bylaws as we said, and then we will vote on that
 24 specific bylaw within the realm of what is on the
 25 floor with the Task Force.

1 the words "board of directors" -- or "executive
 2 committee" to "board of directors," which will be
 3 reflected throughout the document.
 4 There are other changes that will be
 5 automatically reflected throughout the document.
 6 Those would be housekeeping matters which will be
 7 taken up afterwards, are not substantial changes
 8 at this point in time.
 9 Tony.
 10 MR. FALCONE: Anthony Falcone, Deputy
 11 Director, Region 1.
 12 I have to voice my objection as to
 13 how we're doing this process here. We -- you
 14 have a document. We're trying to delete things.
 15 I don't know how many of us are understanding
 16 what is going on right here at the moment.
 17 Again, I would like to make my recommendation
 18 that if at the moment we want to concentrate on
 19 what's proposed in Bylaw 302, have the specific
 20 motion to amend Bylaw 302, that we would discuss
 21 that section and how it's worded.
 22 The other problem we have is because
 23 the standard format is not used which shows
 24 what's the current language and what is being
 25 deleted from the current language and being

1 Bob.
 2 MR. BLACK: Bob Black, North Texas
 3 Soccer.
 4 I've got to admit, I have been around
 5 a couple of years with this, and this by far has
 6 got to be, to my memory, the most confusing that
 7 we've ever tried to do. I'm not real sure how
 8 we're going to vote on something that there's not
 9 been a motion made or seconded to bring to the
 10 floor and to make a motion and second that we
 11 would like to bring to the floor the thoughts of
 12 a committee in whole, and, yes, there's going to
 13 be some things that in housekeeping, we're going
 14 to go back and straighten up for you. We really
 15 don't have time to explain that to you, and once
 16 you complete this process in order to change
 17 anything in here, it's going to take a two-thirds
 18 vote from this day forward.
 19 It is -- this one is a little
 20 reminiscent of 1998 when the Federation got us to
 21 buy into a whole new plan that we would all love
 22 that we're still trying to get rid of parts of.
 23 And I think there's been a great deal of
 24 wonderful work done in this. But I really have
 25 some concerns, Dan, that we're going to end up

1 with some holes that we can't patch. And if
2 there's certain parts that we feel like are --
3 right now are crucial to our organization to get
4 done between now and February, then we need to
5 add those.

6 But if we're -- if we're going to try
7 to collectively understand the thought process of
8 a committee who really hasn't -- and I'm not
9 knocking that committee -- but really hasn't been
10 able to, first of all, put these rule changes
11 into a standard format that we've all had to deal
12 with for how many years, it's a real concern to
13 me. And it's a real concern that we may be
14 passing something that -- again, I'll reference
15 1998 -- that we were all told we were passing one
16 thing and found out later, Oh, maybe it's
17 something else we passed.

18 So, if you want to pick out, or
19 somebody on the floor wants to pick out, certain
20 things that they say, I would like to move to the
21 floor that this be considered at this point in
22 time, and if there's a second, then I'm all for
23 it. But otherwise, just to kind of pick out and
24 say, This will govern this and, by the way, when
25 we do that, we will probably have to change this,

1 was made first to bring 411 -- so if we could
2 bring that one up -- 411 to the floor. I need a
3 motion to bring that to the floor for
4 consideration.

5 UNIDENTIFIED SPEAKER: So move.

6 MR. TRAINOR: Second?

7 MR. CAPAN: Second.

8 MR. TRAINOR: There's a second.

9 The reason for that -- and we'll get
10 to a discussion in a little bit -- but the reason
11 for that is it's a change of the description of
12 the Board -- or the -- yeah, the Board of
13 Directors. So with that, what you will see up on
14 the screen...

15 Can you scroll that down?

16 Did everybody have a chance to read?
17 Is there any discussion?

18 MR. FALCONE: Yes. Hopefully,
19 everybody knows who I am by now.

20 PRESIDENT GROFF: Say it for the
21 record.

22 MR. FALCONE: Anthony Falcone, Deputy
23 Director, Region 1.

24 And I know I'm becoming a real pain
25 in the you-know-where, but once again, someone

1 it's going to be real tough for me to cast a vote
2 for you.

3 MR. TRAINOR: Okay. Based on what
4 I'm hearing, we'll do just that. And what you
5 heard being presented by the Task Force were
6 those that they felt needed to be addressed
7 before the AGM, but we will individually bring
8 those back up again.

9 Hold on a second.

10 Chris.

11 MS. NELSON: Chris Nelson, Governance
12 Task Force.

13 And one of the things that we're
14 doing, in part, to address concerns of Mr. Black
15 and everyone else are we've changed what's up on
16 the screen from our differences listing of just
17 what's in the book to what we accepted back to
18 what you see on the screen now is the differences
19 between what the Governance Task Force has
20 accepted and the initial bylaws.

21 So hopefully that will address some
22 of what -- the concerns we've heard. And then I
23 will go back to you to finish with the direction
24 of how you would like to bring this to the floor.

25 MR. TRAINOR: Okay. The suggestion

1 either in the Governance Task Force, perhaps you
2 as the chair, needs to show us what is being
3 changed from our current bylaws in the proper
4 format, because we're trying to make a decision
5 as to what we have currently and what is being
6 proposed. And for us to make a proper decision
7 on whether or not we want to accept this
8 amendment, we should be knowledgeable of what was
9 the affected change.

10 MR. TRAINOR: Steve.

11 MR. FLAMHAFT: I don't disagree with
12 Bob Black, nor do I disagree with Tony Falcone.

13 I would like to, perhaps, be more
14 practical and address the issue that is current
15 for the delegates today and move forward to
16 discussion of this. I don't think it's that
17 complicated, Tony. I think we can move forward,
18 if we have certain questions answered,
19 specifically on the Section 1.

20 Can someone tell me from the
21 Governance Task Force what the "supervisory"
22 means? "Board of Directors shall have
23 governance, supervisory, and administrative
24 authority." I understand what governance
25 authority is. I understand what administrative

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1 authority is. I do not understand what a
 2 supervisory authority is.
 3 MR. TRAINOR: The general -- as
 4 sitting on the Task Force and now moving into
 5 that position, what was being discussed at that
 6 point in time was to have the board more of a
 7 supervisory board instead of an implementation
 8 board.
 9 So that is why the word was put into
 10 place there. It was to -- at the point that we
 11 get to the executive director and voting on that
 12 particular portion, the executive director would
 13 have the responsibility of running the office and
 14 doing day-to-day work, where the Board of
 15 Directors would be a supervisory role instead of
 16 an application role or instead of doing the work.
 17 MR. FLAMHAFT: Mr. Chairman, do I
 18 have the right to ask that it be stricken, that
 19 word, "supervisory" as vague?
 20 MR. TRAINOR: Do you want to make an
 21 amendment to strike the word "supervisory"?
 22 MR. FLAMHAFT: Is it appropriate for
 23 me to do that?
 24 MR. TRAINOR: Sure. Yes, it is.
 25 MR. FLAMHAFT: I would do that.

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1 MR. TRAINOR: Okay. Is there a
 2 second?
 3 MR. BLACK: Second.
 4 MR. TRAINOR: Okay. Any discussion
 5 on striking the word "supervisory"? In the back?
 6 MS. LANGENWALTER: Erin Langenwalter,
 7 State of New Mexico, budget chair.
 8 I think the word "supervisory"
 9 indicates some level of oversight for any
 10 process, whether by the employees of the office
 11 or by the volunteers, and I think that it needs
 12 to remain. Otherwise, you simply have the
 13 administration, and that's duplicative of what
 14 your employees in the office are doing. We're
 15 trying to set up -- I say "we," all of us, USASA,
 16 are trying to set up a process and a governance
 17 structure that is going to make clear the roles
 18 of employees, volunteers, the board, et cetera.
 19 And I would suggest that supervisory or oversight
 20 or something to that effect needs to remain in
 21 order to make that clear.
 22 MR. FLAMHAFT: May I ask the young
 23 lady, what is the difference between governance,
 24 supervisory, and administrative? How do you
 25 distinguish between the three? Is not

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1 "supervisory" included in the word "governance"?
 2 Is not "supervisory" included in the word
 3 "administration"?
 4 MS. LANGENWALTER: I didn't bring my
 5 Black's legal dictionary with me today, but I
 6 believe that it would have a different
 7 connotation. Supervisory, to me, suggests
 8 oversight. Governance suggests guiding and
 9 moving forward an organization. That's my
 10 personal opinion.
 11 MR. TRAINOR: Tony.
 12 MR. FALCONE: I'm looking at our
 13 current bylaws that we have. Bylaw 411, Subpart
 14 B deals with the National Council. Bylaw 411 is
 15 the Composition and General Authority, and it
 16 has: "USASA has a National Council that is
 17 composed of representatives of Organization
 18 Members, the Board of Directors, Regional
 19 Secretaries, Regional Treasurers, Affiliates and
 20 Associates."
 21 What's being proposed here does not
 22 deal with the National Council. As a matter of
 23 fact, it seems like it removes the National
 24 Council and just deals with the Board of
 25 Directors.

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1 Once again, the problem that happens
 2 to being presented to us is that we're not seeing
 3 the full picture of what is being proposed and
 4 what changes are made to our bylaws. And is
 5 there any reason why the National Council has
 6 been excluded from this section of the bylaws?
 7 MR. TRAINOR: Okay. First, we're
 8 discussing the word -- striking "supervisory," so
 9 I'm going to call for that at this point in time.
 10 All those in favor of striking the
 11 word "supervisory" from the proposal, say aye?
 12 Opposed?
 13 (Motion passed.)
 14 MR. TRAINOR: Okay. The ayes have
 15 it. So "supervisory" at this point in time is
 16 stricken.
 17 Any other discussion on...
 18 Hold on one moment.
 19 MR. FLAMHAFT: On 411? We're still
 20 on 411.
 21 MR. TRAINOR: We're still on 411, so
 22 we're still discussing 411 now, amended to
 23 striking the word "supervisory."
 24 MR. FLAMHAFT: May I address a
 25 Section 3, Mr. Chairman?

1 MR. TRAINOR: Certainly.
 2 MR. FLAMHAFT: May I ask for an
 3 explanation from the Governance Task Force what a
 4 "binding obligation" means in that section?
 5 MR. TRAINOR: In the back?
 6 MS. LANGENWALTER: I don't intend to
 7 speak on behalf of the Task Force, but I'm
 8 assuming you are referring to the authority to
 9 enter into contracts for goods and
 10 services which --
 11 MS. FLAMHAFT: Yes, ma'am.
 12 MS. LANGENWALTER: -- that which
 13 authority must be invested in someone or somebody
 14 in order to obligate this organization.
 15 MR. TRAINOR: Which is what was being
 16 discussed at that time. So that's why the words
 17 are in there from the Task Force.
 18 MR. FLAMHAFT: Someone receives a
 19 jacket from Nike, as a member of -- as a member
 20 of the Board of Directors or as a committee
 21 chair, what is the binding obligation with regard
 22 to that jacket?
 23 MS. LANGENWALTER: I think you might
 24 be misunderstanding what --
 25 MR. FLAMHAFT: Perhaps.

1 MR. TRAINOR: Yeah, I don't believe
 2 there is.
 3 MR. FLAMHAFT: There is a what?
 4 MR. TRAINOR: A binding obligation at
 5 that point in time. But basically what it's --
 6 what they're trying to get at is --
 7 MR. FLAMHAFT: It says services or
 8 goods provided through a binding obligation.
 9 What does that mean? A service or a good? A
 10 good would be a jacket, would it not?
 11 MR. TRAINOR: Could be.
 12 MR. FLAMHAFT: The words "binding
 13 obligation" with regard to that jacket.
 14 MS. LANGENWALTER: Erin Langenwalter.
 15 The full sentence says that: No
 16 member of the Board of Directors, committee
 17 chair, voting member shall receive compensation
 18 for services or goods provided to USASA through a
 19 binding obligation.
 20 So if there's no binding obligation,
 21 receiving a jacket from Nike is fine. They're
 22 not binding the organization to do anything in
 23 order to receive that jacket.
 24 MR. FLAMHAFT: Then I would suggest
 25 that there be a verbiage change to clarify

1 exactly what is meant by receiving goods through
 2 a binding obligation because, as of now, I did
 3 not understand it.
 4 MR. TRAINOR: Are you making a
 5 motion?
 6 MR. FLAMHAFT: I make a motion to
 7 strike.
 8 MR. TRAINOR: Strike what?
 9 MR. FLAMHAFT: Strike a binding
 10 obligation.
 11 MR. TRAINOR: In both references?
 12 MR. FLAMHAFT: Is the binding
 13 obligation the services or the goods that are
 14 accepted?
 15 MR. TRAINOR: It's a conflict of
 16 interest is basically what's being addressed
 17 there.
 18 If I have a contract for -- through
 19 monetary or goods exchanged -- we'll use Nike --
 20 and I'm now voting on something that reflects
 21 Nike, that's what they are saying is not being
 22 required, so it's in there as a conflict of
 23 interest.
 24 MR. FLAMHAFT: Well, then, I would
 25 suggest again, that the verbiage be cleared up.

1 Perhaps you want to refer this back to the Task
 2 Force.
 3 MR. TRAINOR: Is that a motion?
 4 MR. FLAMHAFT: That would be my
 5 motion, yes, sir.
 6 MR. TRAINOR: There is a motion. Is
 7 there a second?
 8 MR. CAPAN: Second.
 9 MS. LANGENWALTER: May I speak to the
 10 motion?
 11 MR. TRAINOR: Yes.
 12 MS. LANGENWALTER: I don't mean to,
 13 not implement parliamentary procedure.
 14 Generally speaking, we created these
 15 Task Forces to look at these issues in more
 16 detail, and this Task Force has been looking at
 17 the issue for months. And we can all sit here
 18 and second-guess and we may have suggestions, but
 19 to pick apart all of these things word by word is
 20 going to take forever, and it's frankly
 21 undermining the trust and the work that was put
 22 into this by the Governance Committee. I'm not
 23 suggesting we take everything, either, whole-hog,
 24 but there has to be some level of trust put in
 25 what they have done.

1 Tony Falcone's suggestion that we
2 don't know what is being proposed here today -- I
3 received this a month ago. We discussed it at
4 our September president's meeting. We've all had
5 an opportunity to review all of this and to also
6 review the bylaws as they stand.

7 That being said, if I'm looking up
8 here at Section 3 -- and it appears to me that
9 what's been changed has been very minor. So to
10 pick apart this conflict of interest -- I mean
11 this is a standard; you don't want your board
12 voting on contracts that they may be involved in
13 or have received compensation for. You also
14 don't want any one member of the board to receive
15 compensation for any obligation that they're
16 going to obligate your organization for.

17 So respectfully, I suggest that we
18 could be here all day if we're going to pick
19 apart words like that, and we have enough lawyers
20 in here to be able to do that successfully for
21 days.

22 So...

23 MR. FALCONE: Yeah, in response to
24 what Erin said -- and I brought up this point
25 earlier -- it's not that we have not had the

1 I might be echoing what Tony said but
2 probably what a lot of people in this room are
3 feeling: This is very confusing. I'm on the
4 Executive Committee, and I'm confused. We don't
5 have a bylaw proposal put in the standard form
6 that we're used to. We have attorneys arguing
7 over the words "binding obligation." Our bylaws
8 shouldn't be such that I need an attorney every
9 time I read them. And really, I'm confused as to
10 what I'm voting for, and I'm wondering what is
11 the urgency today of passing something that
12 nobody is really sure of what we're voting for
13 that we need lawyers to deal with.

14 Nobody is questioning the work that
15 the Governance Task Force put into this. I'm
16 sure they put in a lot of work. But perhaps --
17 perhaps just another couple of hours of giving us
18 a proposal that's in a standard format that we
19 can all understand it, that we don't need lawyers
20 to interpret, might go a long way in -- you know,
21 in clarifying and putting something in front of
22 this body that everybody understands and can vote
23 on.

24 MR. TRAINOR: In the back.

25 MR. ZANELLI: Jerry Zanelli, WPSL.

1 opportunity to see this document. The problem is
2 the way it's been presented to us. What were we
3 doing amending our current bylaws? Okay.

4 So what I see, and from what our
5 current bylaws, is this section is dealing with
6 the National Council. What's being proposed is
7 dealing with the Board of Directors, and it's a
8 complete about-face in the sense of what the
9 current bylaws are about. And because they've
10 been presented as this is the bylaws with respect
11 to approval, we really are not making or have the
12 ability, unless somebody has a copy of the
13 bylaws, to see what is being changed from our
14 current bylaws.

15 And that's why I have an objection on
16 how this process is. I have asked the chair to
17 try to remedy this. I was told it's impossible
18 to do. So how are we to make an informed
19 decision today is -- it's going to be very
20 difficult.

21 MR. TRAINOR: As far as the
22 impossibility, it's just an impossibility as of
23 this morning.

24 MR. MARTH: Fritz Marth, Director,
25 Region 1.

1 The way that Section 3 is written
2 right now, if any of member of the Board of
3 Directors has any kind of agreement with USASA
4 and they voted on it, we would have to give all
5 our jackets back, because you cannot accept any
6 goods from Nike if you have an agreement with the
7 way it's worded now.

8 MR. TRAINOR: Okay. We need to
9 address -- first, we have got a motion and a
10 second to strike -- or to refer back 411 to
11 committee, so I want to hear first on that vote,
12 but is there anything different that you want to
13 --

14 MR. GARRISON: Glenn Garrison,
15 Georgia, Vice-President.

16 We have a motion -- we voted on
17 Steve's motion for the words for striking, but I
18 don't remember voting to bring 411 to the floor.
19 We motioned and seconded it, but there was no
20 vote to bring 411 to the floor.

21 MR. TRAINOR: No, procedurally it was
22 brought to the floor as 411. Then we started --

23 MR. GARRISON: With a vote or just a
24 motion to second? Because I think you have to
25 vote after a motion to second.

1 MR. TRAINOR: To bring it to the
 2 floor for discussion, it has to be, first,
 3 motioned and seconded.
 4 MR. GARRISON: We're voting
 5 internally within it without even voting to bring
 6 it to the floor. We just motioned and seconded
 7 bringing it to the floor.
 8 MR. TRAINOR: I'm not sure what
 9 you're --
 10 MR. GARRISON: We have no vote to
 11 bring it to the floor. We have a motion and a
 12 second to bring it to the floor, but no vote
 13 after the second.
 14 MR. TRAINOR: What we are currently
 15 discussing is making amendments to what was
 16 brought to the floor, which is 411, and that's
 17 what's being discussed at this point in time.
 18 There was a motion that was seconded and passed
 19 that -- strike the word "supervisory." That was
 20 the first time. Then we started getting into
 21 Section 3, and then there was a motion and a
 22 second to refer 411 back to committee.
 23 That's what we were discussing just
 24 right now. So what I want to hear from, and the
 25 vote is to move 411 back to committee.

1 All those in favor, say aye --
 2 MR. MC GEE: Dan, Point of
 3 clarification. I think he wouldn't demand all of
 4 paragraph 411; he just wanted Subsection 3.
 5 MR. TRAINOR: Steve.
 6 MR. FLAMHAFT: I specifically
 7 addressed Section 1 and 3. I think Mr. McGee is
 8 correct.
 9 MR. TRAINOR: Okay. What was --
 10 what -- what Steve was saying, Sections 1 and 3.
 11 MR. MC GEE: You want both Sections 1
 12 and 3? I thought the question -- you already
 13 made an amendment on 1, so isn't it just 3 you're
 14 asking to refer back to committee?
 15 MR. FLAMHAFT: Section 1 was
 16 apparently already referred back.
 17 PRESIDENT GROFF: No, Section 1
 18 was --
 19 MR. MC GEE: Section 1 was already
 20 approved. Your amendment was approved. So point
 21 of order, then, I think he's only referring
 22 Section 3 back to committee.
 23 MR. TRAINOR: My misinterpretation.
 24 MR. TRAPIKAS: I have a point of
 25 clarification. Bruno Trapikas, Region 2

1 Director.
 2 Concerning the last gentleman who
 3 spoke -- and I'm not sure that I heard a clear
 4 response to what that gentleman asked about
 5 whether a vote was needed to bring 411 to the
 6 floor or not for discussion. I believe that's
 7 what he was asking.
 8 UNIDENTIFIED SPEAKER: I think that's
 9 what he asked.
 10 MR. TRAINOR: In my opinion, the
 11 answer is yes. We originally brought the entire
 12 document to the floor for discussion. In order
 13 to clarify what people were discussing, we then
 14 individually talked about specific bylaws so that
 15 everybody could address a specific bylaw. So
 16 then we were discussing and -- which was motioned
 17 and seconded to discuss 411. Once discussion
 18 started on 411, then you can start making
 19 amendments to that, which is what Steve did in
 20 Section 1, striking the word "supervisory," and
 21 now made a motion to move Section 3 back to
 22 committee.
 23 MR. TRAPIKAS: Mr. Chairman, I heard
 24 you say that bringing 411 to the floor was
 25 motioned and seconded. Is that correct?

1 MR. TRAINOR: Correct.
 2 MR. TRAPIKAS: I believe the
 3 gentleman was asking whether a vote was needed
 4 following that motion and second to bring it to
 5 the floor for discussion.
 6 MR. BLACK: The answer is no.
 7 The answer very simply is no. If you
 8 are moving -- you are moving the amendment and
 9 seconding that moving, and then you are allowing
 10 discussion as to whether or not what your
 11 feelings are for moving that amendment. So you
 12 are not making a motion to bring it to the floor
 13 and discuss it. So is that good? That wasn't --
 14 am I next?
 15 MR. TRAINOR: You are.
 16 MR. BLACK: Perfect. Bob Black.
 17 I would just like to interject a
 18 couple of things here in between attorneys. I'm
 19 not one. Sorry, you can be next.
 20 The motion we have, that I understand
 21 we're voting on right now --
 22 MR. TRAINOR: Yes.
 23 MR. BLACK: -- is, is it very clear
 24 we're just moving to send Section 3 back to
 25 committee?

1 MR. TRAINOR: Correct. It was my
 2 misstatement first.
 3 MR. BLACK: That's fine. So are we
 4 going to vote on that?
 5 MR. TRAINOR: Correct.
 6 MR. BLACK: Right now? Because we
 7 did end discussion. We brought it to the floor
 8 for a vote. Correct? Unless there's somebody
 9 who wants -- has got a motion for other than
 10 that, they don't -- they like it or don't like
 11 it. We're getting ready to vote, correct?
 12 MR. TRAINOR: That's correct. One
 13 more comment, and then we'll --
 14 MR. BLACK: I thought, unless it's
 15 procedural --
 16 MR. TRAINOR: I have got to find out.
 17 MR. BLACK: Perfect.
 18 MR. TRAINOR: Jim.
 19 MR. SADOWSKI: Jim Sadowski, National
 20 D.C./Virginia Soccer Association.
 21 I also participated in these
 22 documents, so I'm passionate. And I suggest that
 23 to everyone in the room today here, this is why
 24 we are going nowhere fast, right? We need to go
 25 forward.

1 This gentleman at the microphone
 2 spent at least two weeks of his time on
 3 conference calls, on revisions, as did another 8,
 4 12 people. We, as a group, spent two hours
 5 yesterday going over these things. And that man
 6 at the microphone did what you asked him to do.
 7 He cut back to the number of very important
 8 things that we need to do. We need an executive
 9 director. We need in some instances more
 10 national leadership. We need a board of
 11 directors. We need to clarify what those people
 12 need to do, and we need to do that today in a
 13 reasonable fashion, which he is doing.
 14 The presentation of this is
 15 beautiful. It's big. It's color. It's got
 16 notations on the right. It tells you what's
 17 being changed, yet, we get all the folks who are
 18 holding us back. Holding us back. Ah, this
 19 paragraph in this document here, and this is a
 20 word, I can't understand it. It's so confusing
 21 to me.
 22 Great. When are we going to go
 23 forward? When, if not now? So let's cut all
 24 this baloney about referring to committee, get on
 25 with the discussion of whether we need an

1 executive director, a board of directors, and the
 2 very important things we need to move the
 3 organization forward. And let's go.
 4 Please, please, please let
 5 Mr. Trainor lead us in the direction where we
 6 need to go based upon all the work that he did.
 7 Now, I understand we're a little
 8 worried it's not the same format as before.
 9 It's not the end of the world. Dan
 10 is not putting himself in charge of a
 11 dictatorship that's going to take all of your
 12 money away, one. He thinks that every
 13 corporation does, as we heard from the executive
 14 board, so let's please, please, please get on
 15 with it.
 16 MR. TRAINOR: Bob.
 17 MR. BLACK: Bob Black, North Texas
 18 Soccer.
 19 You know, I don't think anybody in
 20 this room is here because they haven't spent
 21 equally as much time. Now, I have had this
 22 document since it was first sent out, since it
 23 went to the Executive Committee, and I've tried
 24 to go through it and just piece together what was
 25 being done. And there was a great deal of hope

1 that somewhere in here there would be a little
 2 bit of clarification, a little bit of
 3 documentation. And I'm sorry that a lot of
 4 people in here feel like there's some of us old
 5 people that are holding back the forward motion
 6 of this organization because we may or may not
 7 agree at this moment with what it is we're voting
 8 on. I love the fact that somebody can tell me
 9 why you need to understand this, why you need to
 10 have more information, everything is right up
 11 here that happened since last night. And it's
 12 right there in the right. Can you read it? Dan,
 13 can you read it from where you are? You are
 14 closer than me.
 15 MR. TRAINOR: Yeah, I can actually.
 16 MR. BLACK: Fantastic. I will tell
 17 you what. Give it another ten years, and you
 18 will be telling me you won't be able to read it.
 19 MR. TRAINOR: I'm certain. We just
 20 felt --
 21 MR. BLACK: So if this was so
 22 important, Mr. Sadowsky, and we were going to
 23 have this up here, is it unreasonable that it
 24 wasn't going to be printed out and handed to us
 25 when we walked in this morning and when we

1 checked in?

2 You know, I started this out trying
3 to be as objective as possible, and yes, now this
4 has turned into you people versus those of us who
5 are blessed in understanding everything, and you
6 are holding us up, and we're trying to zoom us
7 forward.

8 And as we leave the runway, we're
9 going to have the tail section built pretty soon,
10 and if everything goes well, we'll have the
11 landing gear built before we have to land this
12 baby. I would like to build the whole thing
13 before I take off.

14 And so if we're going to vote on
15 Section 3, that's fine. If you are open to
16 another amendment, I'll be happy to give you one.
17 You tell me how you'd like to do it.

18 MR. TRAINOR: First thing we need to
19 do is get this Section 3, and then we'll deal
20 with that, and then we'll go forward.

21 MR. BLACK: Perfect.

22 MR. TRAINOR: Tim.

23 MR. BUSCH: Tim Busch, Washington.
24 I have a question since Mr. Falcone
25 brought up the issue about the language on the

1 Haas, who is an outside agent, consultant, who
2 brought a lot of the technical expertise about
3 other corporations our size to the Task Force and
4 said, This is what other businesses and entities
5 do in your situation.

6 Knowing that that's what the Task
7 Force proposed, also knowing the way that it
8 takes to get things passed at the meeting, it was
9 my concern sitting on that committee and also as
10 Rules chair, that we would have a difficult time
11 bringing that forward because there were a fair
12 amount of changes.

13 We are trying to make this as easy as
14 possible -- "we" being the Rules Committee and
15 the Task Force -- to make it as easy as possible
16 for you to understand it. It does take some
17 reading and understanding of the bylaws the way
18 they are.

19 But we're calling the question at
20 this point in time to move Section 3 out of Bylaw
21 411 back to committee. All those in favor, say
22 aye; opposed?

23 (Motion passed.)

24 MR. TRAINOR: It's moved back to
25 committee.

1 National Council, which is the current Section B:
2 Was it the intent of the Governance Committee to
3 delete that particular language?

4 MR. GROFF: I think Tony will speak
5 to that.

6 411 is the proper -- under our
7 printed bylaws, 411 has to deal with the
8 Executive Committee.

9 MR. BUSCH: Okay. I would also
10 observe that I think I'm in Paris in 1968 when
11 we're arguing about the shape of the table and
12 the peace talks.

13 MR. TRAINOR: And we knew that this
14 would be a contentious type of meeting and it
15 would be more beneficial if we only brought one
16 or two things to the floor.

17 When the Task Force was impaneled to
18 look at the bylaws, they were tasked to look at
19 the bylaws with what would take it to the next
20 level and as a governing document. It was not
21 tasked to look at the current people in the
22 positions, but as the governance of a corporation
23 the size of USASA and the makeup of the USASA.

24 With that being said, everything was
25 looked at, all the bylaws, and it was with Mark

1 Yes.

2 MS. ROONEY: Cara Rooney, Metro D.C./
3 Virginia.

4 When we do voice votes, there are
5 those of us who have multiple votes. There's no
6 way -- if some person is here from the state
7 association that represents five votes, how do we
8 know in voice votes that those are being counted
9 properly?

10 MR. TRAINOR: Good point. And there
11 isn't. I just go by what I hear as a majority.
12 And you're right, a voice can carry five votes
13 versus one vote. So get the cards out.

14 Yes?

15 MR. GARRISON: I just -- I'm sorry.
16 I don't want to beat this down, but I just don't
17 want something to happen -- it's Glenn Garrison
18 from Georgia. I don't want something to happen
19 where a letter is written or something comes back
20 in-between now and the next meeting that all of
21 this was wrong on 411 because we did not vote to
22 bring 411 to the floor. And in all respect to
23 Bob -- he did admit he's not a lawyer, and I
24 don't know his layman's knowledge of Robert's
25 Rules of evidence and mine, it may be. But when

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1 Bruno asked if my question was correct, Bob
 2 answered it. And I don't know if he's the
 3 resounding authority on that. I would like the
 4 parliamentarian to answer, was 411 voted on to
 5 even be voted internally on it now? It's not
 6 even on the floor.
 7 MR. TRAINOR: I asked for, before we
 8 even started discussing the question, would
 9 somebody make a motion to bring 411 to the floor.
 10 MR. GARRISON: The motion was made.
 11 MR. TRAINOR: And it was seconded.
 12 MR. GARRISON: Where is the vote? My
 13 knowledge of Robert's Rules is a motion, second,
 14 discussion, vote.
 15 MR. TRAINOR: No. The vote would be
 16 to amend.
 17 MR. GARRISON: Vote on something
 18 internally that's not on the floor?
 19 MR. TRAINOR: Hold a moment.
 20 Okay. Checking with the
 21 parliamentarian, the motion to bring it to the
 22 floor for discussion was valid, and we are going
 23 forward with that.
 24 MR. GARRISON: Okay.
 25 MR. GROFF: But there has to be a

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1 vote to approve it.
 2 MR. TRAINOR: Right. After all of
 3 the amendments are made to it and all the
 4 discussion is made, then it's a motion to approve
 5 whatever was amended, talked about, discussed.
 6 So right now, what we are discussing
 7 is to move Section 3 to committee, because we are
 8 still -- we have not done the full 411, so
 9 Section 3, moving that to committee, all those in
 10 favor, put up your "yes" and keep them up for a
 11 while.
 12 Okay. You can take them down.
 13 Those against, no.
 14 And while that's being counted --
 15 this will be a 50 percent, so once we get the
 16 numbers...
 17 Okay. You can put them down. We'll
 18 have that in a second.
 19 MR. SADOWSKI: The chair was correct.
 20 The yeses have it.
 21 (Motion passed.)
 22 MR. TRAINOR: So Section 3 was
 23 referred back to committee.
 24 Now we're going to vote for Bylaw
 25 411, Section 1 amended by dropping the word

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1 "supervisory" and keeping Section 2. So it's
 2 Section 1 and Section 2. Section 1 amended to
 3 drop the word "supervisory." All those in favor,
 4 say aye? No? No, say "no." Those that are
 5 against, say "no."
 6 Okay. Go to cards.
 7 Raise it if you are voting for Bylaw
 8 411 as amended, yes, raise your "yes" cards. And
 9 this will be a two-thirds vote.
 10 Okay. Go ahead and drop them. Those
 11 opposed, "no" cards. Okay. We won't even need
 12 that. That passes. Okay.
 13 (Motion passes.)
 14 (Applause.)
 15 MR. TRAINOR: Thank you.
 16 Bring Bylaw 411 to the floor for
 17 discussion; we need a motion. Or excuse me, 412.
 18 Is there a motion?
 19 MS. BRIGGS: So move.
 20 MR. TRAINOR: Is there a second?
 21 Discussion on 412?
 22 MR. MARTH: Second.
 23 MR. TRAINOR: Okay. Discussion on
 24 412?
 25 I have been told that I need a motion

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1 to bring it to the floor, and "approved" is the
 2 correct verbiage.
 3 MR. MC GEE: Before the discussion or
 4 after the discussion?
 5 MR. TRAINOR: No, before the
 6 discussion to bring it to the floor to discuss,
 7 and "approve" is -- that's what I'm being told.
 8 Okay. So now we are talking about
 9 Bylaw 412. What you see up there, this is
 10 amended a little bit, based on the -- what the
 11 Task Force heard the other night. So what you
 12 see up on the screen is what was agreed to by the
 13 Task Force to bring to the floor for discussion.
 14 And, in essence, it was keeping the secretary and
 15 treasurer as individual positions; changing the
 16 at-large members to two; dropping the two
 17 independent directors.
 18 Is there any discussion?
 19 UNIDENTIFIED SPEAKER: Call for the
 20 question.
 21 MR. TRAINOR: Call for the question.
 22 Hold it.
 23 MR. MARION: Andy Marion, South
 24 Carolina.
 25 I just have a question about this to

1 be sure I understand it. It's along the lines of
 2 Tony's. I would like to know before and after.
 3 With the new composition of the Board of
 4 Directors, does this change the position or the
 5 role of the regional deputy directors? Because
 6 my understanding was on the Executive Committee
 7 currently that they -- the deputy directors are
 8 on the Executive Committee, but they are
 9 non-voting, maybe, unless the regional director
 10 is not there. Does this completely remove the
 11 deputy directors altogether? What is the change
 12 before and after?

13 MR. TRAINOR: There really isn't a
 14 change. The deputy directors still do not vote.
 15 The deputy directors are still invited to the
 16 meetings to participate. The pay, which they
 17 weren't getting anyway, to get them there, would
 18 be covered by their regions or themselves if they
 19 so chose to show up.

20 MR. FALCONE: As a point of
 21 reference, turn to Section 412, in meetings and
 22 voting. So, in effect, what is happening here is
 23 we're printing a new Section 412, and I believe
 24 that needs to be followed in, if you propose
 25 this, 413; is that correct?

1 numbering schema, 412 would then have to be
 2 followed up with 413, the new 413 from the Task
 3 Force, so that the two will come in conjunction
 4 together.

5 So, in the back?
 6 MR. ZANELLI: Yes, Jerry Zanelli.
 7 Does the changes in Section 1, are
 8 they reflected in Section 2 now? Is Section 2
 9 deleted?

10 MR. TRAINOR: I believe that it was
 11 fully pulled out. I'd have to resee it back up
 12 there, but I believe that was also pulled out.

13 Dave, do you have that?
 14 Come to the microphone.

15 MR. MC GEE: As a point of
 16 clarification, in case people are looking at
 17 their book, which is about the only thing they
 18 can do until this screen gets up, the Task Force
 19 totally deleted Section 2, so there's no longer
 20 any independent directors being proposed. And so
 21 they have been renumbered, Section 3 becomes
 22 Section 2, and so on and so forth.

23 MR. TRAPIKAS: Mr. Chairman, Bruno
 24 Trapikas.

25 Mr. Chairman, I would like

1 MR. GROFF: Correct.

2 MR. FALCONE: And once again, if this
 3 was done in proper format, the questions that are
 4 being raised by Andrew do not need to be raised.
 5 Okay. Mr. Chair, I plead to you. I have been
 6 asking you. You can't just try to run this
 7 through us, make us approve it. You've got to
 8 give us the whole picture. So either we find a
 9 way to switch the screens, documents, so people
 10 can see what's currently in the bylaws and we
 11 know what we're voting for. As you amended these
 12 amendments, if there's something we forget -- I
 13 think Bob Black brought up earlier -- we're
 14 putting holes in our bylaws.

15 MR. TRAINOR: Okay. Stephanie, can
 16 you do a split screen?

17 MR. BLACK: Can you read the section
 18 again?

19 PRESIDENT GROFF: Can she pull it up
 20 a little more?

21 You should point out, what Tony's
 22 point is, we need to do 412 and then do 413.
 23 That if you only do 412, it doesn't work.

24 MR. TRAINOR: What's being discussed
 25 is because there was a change in the current

1 clarification to your last response of the last
 2 questioner. I believe the last questioner asked
 3 whether bylaw -- the one that we're discussing,
 4 would cause any change to the deputy directors.
 5 Currently, the deputy directors are members of
 6 what is called the Executive Committee, without
 7 voting authority. From what I'm reading in 412,
 8 they are not listed as being members of the Board
 9 of Directors. I heard you respond that there
 10 would be no change in their stature and, yet, I'm
 11 reading a change, so could you clarify that? Can
 12 someone from the Task Force clarify that?

13 MR. TRAINOR: Bob, do you want to
 14 handle that?

15 MR. MC GEE: Unfortunately, I
 16 disagree with the chair of the Task Force
 17 proposal. As it's written, the deputy directors
 18 would not be members of the, quote, "Board of
 19 Directors." So if you want to make an amendment
 20 and put them back in so that it's consistent with
 21 what the old rule used to be, then it would have
 22 to be done by an amendment to this motion .

23 MS. ROONEY: Cara Rooney, Metro D.C.
 24 I believe Section 2 addresses the
 25 deputy directors, establishes a regional board of

1 directors. It's my understanding of serving on
2 other boards that you don't have to call out
3 anyone who may show up to the meeting. Section 1
4 is merely addressing who can vote at that Board
5 of Director meeting.

6 MR. TRAINOR: Back to the original,
7 there -- to my statement originally saying that
8 there was no change, as Bob pointed out, there
9 definitely is a change with the deputy directors.
10 They are not considered part of the Board of
11 Directors at that point in time. They still can
12 show up. They can still participate. They are
13 not considered part of the Board of Directors at
14 that point in time. And they do not vote, either
15 currently or in the future with the suggested
16 change, unless they are there on the behalf of
17 their regional director.

18 In the back?

19 MR. ZANELLI: Jerry Zanelli.

20 You can accept an amendment, I
21 believe, to say that the deputy directors are
22 ex-officio members with no voting rights, but
23 able to participate as far as discussions, et
24 cetera, et cetera, as opposed to them coming out
25 of the audience into the Board of Directors.

1 They would have some continued rights that they
2 have already.

3 MR. TRAINOR: Is that a motion?

4 MR. ZANELLI: Yes, I so move.

5 MR. TRAINOR: Please state that out
6 how you want that worded.

7 MR. ZANELLI: That the deputy
8 directors are ex-officio members, which means
9 they don't get to vote --

10 UNIDENTIFIED SPEAKER: Ex-officio
11 means --

12 MR. ZANELLI: They would be on the
13 board. Okay. Well, that would clarify that
14 they're not voting, that they would be -- but not
15 voting rights.

16 MR. TRAINOR: Okay. State it the way
17 you want to word it, please.

18 MR. ZANELLI: Tony, do you have the
19 words?

20 MR. FALCONE: If Jerry would allow me
21 to --

22 MR. ZANELLI: Yes.

23 MR. FALCONE: -- address his
24 amendment.

25 PRESIDENT GROFF: State your name,

1 please.

2 MR. FALCONE: My name is Tony
3 Falcone, Deputy Director of Region 1.

4 So if I ask everyone to turn to Page
5 116 in your books. Under my proposals, I had
6 addressed this. Looking at the numbering,
7 because I was restructuring how the sections were
8 put in, it's listed as Bylaw 221, but it would be
9 what we're currently referring to as 412, if I
10 remember correctly.

11 If you look at Section 1, the last
12 sentence, I think what Jerry would like to do,
13 the four regional deputy directors participate on
14 the board with limited authority set forth below.
15 And then when we go to the next section
16 concerning meetings and voting, that would be
17 addressed. And I'm going to suggest that my
18 language be inserted when we get to there.

19 So, Jerry?

20 MR. ZANELLI: That would be
21 nonvoting, nonvoting but participating, correct?

22 MR. FALCONE: It would be nonvoting,
23 but then under the next section, which is the
24 current -- how it's done currently, the deputy
25 directors will only vote in the absence of or in

1 place of the director.

2 MR. ZANELLI: Yes.

3 MR. FALCONE: So let me speak my
4 amendment.

5 I move that we insert -- I have to
6 see what we have here.

7 What is 411 -- I guess, 412 as being
8 proposed by the Task Force. Do you see that?

9 UNIDENTIFIED SPEAKER: The top is the
10 old one.

11 MR. FALCONE: Yes.

12 Do you have it under numbers?

13 So what we have is 1, 2 -- if we can
14 scroll down to the last number. It starts
15 "president, vice-president."

16 Okay. So then, what I asked as an
17 amendment, insert as Number 7, the last sentence
18 that I have under Page 116, Section 1: "The four
19 regional deputy directors participate on the
20 board with the limited authority set forth
21 below." Insert that sentence into Number 7.

22 MR. ZANELLI: With the removal of the
23 independent directors?

24 MR. FALCONE: The directors are --

25 PRESIDENT GROFF: Make sure you put

1 your -- but you have to put in your "at below,"
 2 as well.
 3 MR. TRAINOR: Yeah, you'd have to
 4 bring in Section 2 on that as well at that time,
 5 because --
 6 MR. FALCONE: Yeah, I will -- when we
 7 get to meetings and voting, I'm going to have a
 8 proposed amendment.
 9 MR. TRAINOR: So there's a motion on
 10 the floor. No, hold on.
 11 MR. TRAPIKAS: Is there a motion on
 12 the floor?
 13 MR. FALCONE: Yes, I made that
 14 motion.
 15 MR. TRAINOR: The motion on the floor
 16 is to add on Page 116 -- well, actually, it's
 17 adding in Number 7 of the Task Force proposal
 18 that you see up on the screen, the wording on
 19 Page 116, the last sentence that starts, "The
 20 four," will be inserted in Number 7.
 21 That's what the motion on the floor
 22 is. Is there a second?
 23 MR. ZANELLI: Second.
 24 MR. TRAINOR: Okay. The wording of
 25 that is: "The four regional directors

1 going on Tony's amendment right now?
 2 MR. TRAINOR: Adding Tony's verbiage
 3 to Point Number 7 of the Task Force.
 4 MR. MCGEE: Tony, I'd ask you if you
 5 would object to also making one other amendment
 6 in the first sentence; where it reads, "Board of
 7 Directors consists of the following directors
 8 with each Director having one vote except as
 9 otherwise provided," can we put the language
 10 "with each director, except for the four regional
 11 deputy directors, having one vote."
 12 MR. FALCONE: Bob, in all honesty, I
 13 think that if we were to adopt my proposed
 14 language, it would be much easier than what we're
 15 trying to do here. In all honesty.
 16 I did not draft what's on there.
 17 Okay. Keep that in mind. And I'm only amending
 18 adding Number 7. So, in effect, what you are
 19 doing is adding another amendment, in my opinion.
 20 MR. MC GEE: Well, it's just
 21 clarifying that they don't have a vote right at
 22 the beginning. That's all.
 23 If you will accept that friendly
 24 amendment, the Task Force will accept your
 25 amendment. Tony? What I was suggesting is if

1 participate on the board with the limited
 2 authority set forth below." That is the --
 3 MR. ZANELLI: Deputy.
 4 MR. TRAINOR: Excuse me. Deputy.
 5 MR. TRAPIKAS: Mr. Chairman, if we're
 6 going to consider this for consistency and
 7 language, I would like to offer the amendment
 8 that instead of the longer language that has just
 9 been inserted, that Number 7 simply state "four
 10 nonvoting deputy directors."
 11 MR. ZANELLI: That's good.
 12 MR. FALCONE: The problem with that,
 13 Bruno, is we create a conflict because, Dan, in
 14 the next section where the limited times when the
 15 deputy directors vote in place of a director, we
 16 have conflict of language, if you are saying
 17 nonvoting. And then the question is, does a
 18 deputy director have authority to vote in the
 19 absence of the director?
 20 MR. TRAINOR: Okay. So the amendment
 21 to the amendment was not accepted.
 22 MR. TRAPIKAS: I will withdraw it.
 23 MR. TRAINOR: Was withdrawn.
 24 Bob?
 25 MR. MC GEE: Which amendment? Are we

1 you could add that language and you didn't object
 2 to it, then...
 3 MR. FALCONE: To be honest with you,
 4 Bob, I do not understand what you are trying to
 5 do. Okay. Right now, I put an amendment just
 6 dealing Number 7. Okay. The way this is
 7 written, it's written poorly. Honest to God,
 8 it's written poorly, and it's creating problems.
 9 And the biggest problem I am having with what's
 10 being proposed here this morning, that this thing
 11 was written poorly, and it's making everyone
 12 confused, and now we are carving out sections
 13 when we could have kept it simple.
 14 And so why don't you repeat what you
 15 want to -- exactly what you want to do, because
 16 what you are doing is now making an amendment to
 17 the first part, which is not germane to what I
 18 have added as my amendment or what Jerry's
 19 intention was originally.
 20 MR. MC GEE: And I just asked if you
 21 would accept a friendly, and you apparently do
 22 not.
 23 MR. FALCONE: Then do me a favor;
 24 repeat it.
 25 MR. MC GEE: Simply, after the word

1 in the first sentence, where it reads "... each
 2 director having one vote," put, "each director
 3 except for the four regional directors."
 4 PRESIDENT GROFF: Deputy directors.
 5 MR. MC GEE: Deputy directors. I'm
 6 so sorry.
 7 MR. FALCONE: Let me change my
 8 amendment. Add Number 7, as I had quoted
 9 previously, strike out that last sentence,
 10 "having one vote except as otherwise provided,"
 11 because, first of all, that should be addressed
 12 in the next section. And in all honesty, where
 13 is an individual going to have more than one
 14 vote? That sentence is really unnecessary.
 15 So, Mr. Chair, in addition to
 16 Number 7, I -- as part of my motion, I would
 17 strike that -- that last section that's
 18 underlined.
 19 MR. TRAINOR: Is there a second to
 20 that?
 21 MR. BLACK: Second.
 22 MR. TRAINOR: Okay. Any discussion
 23 on that? On the amendment? This is the amending
 24 only. And the amending is to strike the words
 25 "having one vote except as otherwise provided,"

1 UNIDENTIFIED SPEAKER: Yeah, you want
 2 to strike out "directors"?
 3 MS. ROONEY: With "each director" --
 4 yeah, I would like it to end at "consists of the
 5 following directors."
 6 UNIDENTIFIED SPEAKER: And then list
 7 the following.
 8 MS. ROONEY: Yes, stop at the
 9 following.
 10 MR. FALCONE: Stop at "the
 11 following." That's good.
 12 MS. ROONEY: Yes. Is that okay?
 13 MR. FALCONE: Yes, that's good.
 14 MR. TRAINOR: Okay. The amendment
 15 again, will say, "The Board of the Directors
 16 consists of the following directors" --
 17 PRESIDENT GROFF: No, just the
 18 following.
 19 MR. TRAINOR: Excuse me. The
 20 following. Strike the rest.
 21 Then under Number 7, pick up the
 22 words that are on Page 116: G67.
 23 "The four regional deputy directors
 24 participate on the Board with limited authority
 25 as set forth below."

1 and adding in Number 7, the words, "the four
 2 regional deputy directors participate on the
 3 board with limited authority as set forth below."
 4 MS. ROONEY: Cara Rooney, Metro D.C.
 5 I've been thinking, if we're going to
 6 fix this, it should be the Board of Directors
 7 consists of the following directors.
 8 MR. TRAINOR: Can you talk a little
 9 more into the --
 10 MS. ROONEY: It should say "the Board
 11 of Directors consists of the following
 12 directors," because you are not now designating
 13 each director having to vote. So if Tony, if you
 14 will allow that "each director" go away also.
 15 I'm trying to help you out. You are
 16 trying to designate --
 17 MR. FALCONE: Slow down. The problem
 18 is --
 19 MS. ROONEY: I understand.
 20 MR. FALCONE: What -- we're brought
 21 to see what's exactly being done.
 22 MS. ROONEY: So what it would read is
 23 "the Board of Directors consists of the
 24 following" --
 25 MR. FALCONE: Go -- back up. Stop.

1 Any discussion on those amendments?
 2 Call for the vote. All those in
 3 favor, say aye? Opposed?
 4 (Motion passed.)
 5 MR. TRAINOR: It passes.
 6 Any discussion on the amended bylaw
 7 proposal? Call for the vote. All those in favor
 8 of Bylaw 412 as amended, say aye? Opposed?
 9 (Motion passes.)
 10 MR. TRAINOR: That passes.
 11 Moving into -- okay, I need a motion
 12 to bring to the floor for amendment -- or for
 13 dis- --
 14 MR. FALCONE: Mr. Chairman, I'm going
 15 to bring up that amendment.
 16 MR. TRAINOR: Okay.
 17 MR. FALCONE: I'm going to bring up
 18 Bylaw Number 413, that the language that has been
 19 presented on Page 64 -- that the language that
 20 was proposed on Page 84 be stricken and be
 21 substituted with the language that is on Page
 22 116, referred to as Bylaw 222. It will be Bylaw
 23 413. That lists the Board of Directors and how
 24 the votes are accounted for. And so look at Page
 25 116 of my proposal and use that as substitute

1 language for 413.
 2 MR. TRAINOR: Are you also saying
 3 Section 1? Or are you just saying Section 2?
 4 MR. FALCONE: The entire Section 1
 5 and Section 2. In other words, my proposal's for
 6 meeting and voting which includes Section 1 and
 7 Section 2.
 8 UNIDENTIFIED SPEAKER: Has there been
 9 a motion to approve?
 10 MR. TRAINOR: No, we're trying to
 11 bring it to the floor for discussion. Let's do
 12 this first, so that we can get a proper sequence.
 13 Let's bring 413 as proposed by the Task Force
 14 Committee to the floor for approval, and then we
 15 can --
 16 MR. FALCONE: Mr. Chairman, I made a
 17 motion. I made a motion on the floor.
 18 MR. TRAINOR: Yes, you did.
 19 MR. FALCONE: My motion is 413, the
 20 language stricken, substituting my language.
 21 That's the position I have.
 22 PRESIDENT GROFF: You are amending
 23 before we got there.
 24 MR. FALCONE: If you want to have a
 25 second, that is fine, but you do not have

1 version," does not. So, I think that's a
 2 substantive change. And it appears to be the
 3 only substantive change aside from how the
 4 wording is formatted, and I just wanted to make
 5 sure everyone is aware of that.
 6 MR. FALCONE: Thank you, Erin.
 7 Just so everyone understands, we have
 8 been going back and forth when I was drafting
 9 this, and in the other section which shows the
 10 bylaws as I proposed them complete, I do
 11 include the directors at-large council. That was
 12 an omission on my part. It was not by any
 13 intention to exclude the directors at-large. So,
 14 now, I have to find that page.
 15 MR. HAMILTON: 137.
 16 MR. TRAINOR: 137.
 17 MR. FALCONE: Did you say 137?
 18 MR. TRAINOR: 137.
 19 MR. FALCONE: That's the language I'm
 20 correcting; is that correct?
 21 MR. TRAINOR: So if people will look
 22 at Page 137 in the printed book, Bylaw 222,
 23 meetings and voting, you do see that it is
 24 referenced in there. It was in error on the
 25 first submittal by Tony, but this is his wording

1 authority to supersede a motion that's come
 2 before.
 3 MR. HAMILTON: Tony, there's no
 4 motion on the floor for you to amend until we get
 5 it on the floor.
 6 PRESIDENT GROFF: You can't amend
 7 anything until we get it on the floor.
 8 MR. FALCONE: Let me rephrase it. I
 9 propose as a motion, starting on Page 116, what I
 10 propose is Bylaw 222, with the amendment, that
 11 Bylaw 222 be Bylaw 413.
 12 MR. TRAINOR: Okay. That's to the
 13 floor and second for approval. Now discussion.
 14 In the back?
 15 MR. MC GEE: Bob McGee with the Task
 16 Force.
 17 The way I read it, I believe, the
 18 Task Force will accept that as a proper bylaw
 19 proposal, and we'll support it.
 20 MR. TRAINOR: As a substitute.
 21 MS. LANGENWALTER: As I read the two
 22 and compare them, unless I'm missing something,
 23 the Task Force is proposing that the at-large
 24 directors have one vote at Board of Directors
 25 meetings, while -- we'll just call it the "Tony

1 that he actually intended.
 2 MR. FALCONE: And I would like to
 3 thank Erin for pointing that out.
 4 MR. ZANELLI: Since, following
 5 Robert's Rules, point of inquiry, does Tony's
 6 change -- I don't see that it's reflected here --
 7 include Subpart C, Executive Director? Is that
 8 still in his proposal?
 9 PRESIDENT GROFF: Jerry, make sure
 10 you say who you are each time.
 11 MR. TRAINOR: Where are you
 12 referencing, Jerry?
 13 MR. ZANELLI: I'm confused, because
 14 it says next, Subpart C of Executive Director.
 15 And I thought that was part of Bylaw 413.
 16 MR. GROFF: No, it's not.
 17 MR. ZANELLI: It's not? Okay.
 18 Sorry.
 19 MR. TRAINOR: Okay. What -- is there
 20 any -- what we have as a motion on the floor is
 21 to -- if you look at Page 137, Bylaw 222, Meeting
 22 and Voting, that is what is on the floor for
 23 discussion. If there's no further discussion, I
 24 will call for the vote.
 25 All those in favor of accepting Bylaw

1 222 as on Page 137, say aye? Opposed?
 2 (Motion passes.)
 3 MR. TRAINOR: Okay. That passes.
 4 MR. MC GEE: With the understanding,
 5 Dan, that it now will be numbered 413, correct?
 6 MR. TRAINOR: Right. Thank you.
 7 Now, we get into Bylaw 421 on Page
 8 85, the motion to bring that to the floor for
 9 approval.
 10 UNIDENTIFIED SPEAKER: Motion to
 11 approve.
 12 MR. TRAINOR: Is there a second?
 13 UNIDENTIFIED SPEAKER: Second.
 14 MR. TRAINOR: Any discussion? Seeing
 15 no discussion. All those in favor, say aye?
 16 UNIDENTIFIED SPEAKER: Which one?
 17 MR. TRAINOR: Hold on. There's Bylaw
 18 421, Page 85. Discussion?
 19 MR. PRIOR: Peter Pinori from Eastern
 20 New York.
 21 Could I ask someone that's proposed
 22 this at least to explain to us why we're bringing
 23 this up to the floor, for one reason? I mean, I
 24 can read it on the book. I mean, I have a couple
 25 of issues with this. Okay. Now, it seems like

1 suggested in Bylaw 421 is the Executive Director
 2 of the USASA, a position that is currently not in
 3 the bylaws. And again back to what the Task
 4 Force looked at was an organization the size of
 5 USASA suggests that there should be an executive
 6 director to oversee the office, do all of the
 7 contract negotiations, signing, those types of
 8 things, do the stuff of what you need to have
 9 done at an office the size of ours, of USASA.
 10 That was the purpose of Bylaw 421.
 11 Steve?
 12 MR. FLAMHAFT: May I make a friendly
 13 amendment to 421?
 14 MR. TRAINOR: You may.
 15 MR. FLAMHAFT: May I suggest that the
 16 word USASA "will" have an executive director who
 17 "shall" be an employee.
 18 MR. TRAINOR: Is there a second to
 19 that?
 20 UNIDENTIFIED SPEAKER: Second.
 21 MR. TRAINOR: Okay. There is a
 22 second. Okay. Discussion on changing the words
 23 "USASA will have an executive director that
 24 shall" be --
 25 MR. FLAMHAFT: "Who shall be."

1 we're moving along, and that's great, but it's
 2 very frustrating.
 3 First of all, Jim, with all due
 4 respect to you, my friend, you guys did a lot of
 5 work, and God bless you, you did; but we can't
 6 run stuff through here just for the sake because
 7 we did a lot of work. Okay. One or the other,
 8 just somebody please explain, in simple terms,
 9 why we need it, why we need it, why is it
 10 necessary, and then maybe somebody else has a
 11 different opinion, and then we'll vote on it.
 12 It seems like -- just seems to me
 13 it's very frustrating what we're doing here
 14 today, and it's wrong. It's wrong for all of us,
 15 even for the people that have done all the work.
 16 And believe me, I know what it means to put a lot
 17 of time into stuff that you want to do.
 18 Will somebody explain it, when it
 19 comes to the floor, why it is necessary? Then
 20 maybe somebody else will have a different point
 21 of view, and then we'll have a reason to vote yes
 22 and to vote no. Just want to make it simple.
 23 Okay?
 24 MR. TRAINOR: Sure. Thank you.
 25 In light of that, what was being

1 MR. TRAINOR: "Who shall be."
 2 UNIDENTIFIED SPEAKER: What was the
 3 rationale on the change?
 4 MR. TRAINOR: Do you want to explain
 5 why you are proposing that, Steve?
 6 MR. FLAMHAFT: Yeah. I think it just
 7 simplifies that.
 8 MR. TRAINOR: Okay.
 9 MR. FLAMHAFT: And may I just --
 10 another question with regard to 421. With regard
 11 to the -- may I ask the Task Force to answer the
 12 question: How is the compensation going to be
 13 decided? And it also says "at the discretion of
 14 the Board of Directors." Would that include a
 15 contract?
 16 MR. TRAINOR: Bob, do you want to
 17 address that?
 18 MR. MC GEE: I don't think it's
 19 necessary to put that in there because the -- it
 20 says "will be selected by the president and shall
 21 serve as the chief executive officer." That's
 22 going to be for the Board of Directors to
 23 determine. I don't think we need to put it in
 24 the bylaws.
 25 MR. FLAMHAFT: I'm not suggesting

1 that it be in the bylaws. I'm only asking how is
2 the Task Force going to deal with the questions
3 of compensation.

4 MR. MC GEE: They don't. That's up
5 to the Board of Directors, I believe.

6 MR. TRAINOR: It's already in the
7 budget, Steve, is what I'm being told. It's
8 always being planned for.

9 MR. FLAMHAFT: And that would be the
10 answer? It's already allowed in the budget. And
11 it would be by contract?

12 PRESIDENT GROFF: Yes.

13 MR. TRAINOR: The answer is yes.

14 MR. FLAMHAFT: Thank you.

15 MR. MC GEE: I just have one
16 amendment to Bylaw 421. We also simultaneously
17 need to delete former Bylaw 601 and 602 that
18 eliminates the administrator.

19 So I would just ask to amend this
20 motion and also include the deletion of former
21 Bylaw Rule 601 and 602; otherwise, we're going to
22 have both an administrator and an executive
23 director. So we need to decide -- make that
24 decision in the same motion.

25 MR. TRAINOR: So what you are not

1 seeing printed is what Bob just addressed, which
2 was if you look at -- anybody that has current
3 copies of the bylaw, it's Bylaw 601 and 602,
4 which makes reference to the current
5 administrator and their duties.

6 So, when and if Bylaw 421 passes, 601
7 and 602 would need to be stricken as well. So
8 that's being -- what they're ...

9 MR. BLACK: Bob Black, North Texas
10 Soccer.

11 I've got a question, I guess, for the
12 Governance Committee, why Bylaw 421 is entitled
13 "Appointment"?

14 MR. TRAINOR: I don't even remember.

15 MR. BLACK: Is this the only thing
16 that the Board of Directors for the organization
17 has the authority to appoint?

18 MR. TRAINOR: Do you have a
19 suggestion to change the title?

20 MR. BLACK: Yeah, make it "Executive
21 Director."

22 MR. MC GEE: But, Bob, the only thing
23 is that there is in subpart -- Subpart C on the
24 previous page is the section entitled "Subpart C,
25 Executive Director." So I think it already --

1 it's part of the, I guess, the -- part of the
2 rule.

3 MR. BLACK: So you say Bylaw 421 is
4 the first item under Subpart C?

5 MR. MC GEE: That is correct, Bob.
6 And I'm sorry. Unfortunately, they stuck Subpart
7 C on the previous page, so you didn't see it.

8 MR. BLACK: So is there anything
9 between Bylaw 413 and Subpart C?

10 MR. MC GEE: No, nothing.

11 MR. BLACK: I guess, how did we end
12 up with this being Bylaw 421? We didn't need to
13 make it 414, or is there a reason for that?

14 MR. MC GEE: Well, there is no
15 further bylaw proposal in that series. We are
16 trying to use similar bylaws that would be in the
17 400 section, the 14 section, the 420 section, and
18 so Subpart C would cover anything that we would
19 have in the 420 series, but there are no more.

20 MR. BLACK: So should Subpart C be
21 titled "Executive Director/Chief Executive
22 Officer"?

23 MR. FALCONE: Bob Black, I can
24 address your questions. I believe the reason why
25 it's listed as "Appointment" is because under our

1 current Bylaw 601, which deals with
2 administrator, that's how it's listed, as
3 appointment.

4 I think what you're suggesting would
5 be to amend the title "Appointment" to "Executive
6 Director," if I'm understanding you correctly.

7 MR. BLACK: No. I wasn't making the
8 motion. I was just asking the question how it
9 got named that. And they told me it got named
10 that because it comes under what's on the page
11 before, which we didn't see, which was Subpart C,
12 Executive Director.

13 So my question was, when you decided
14 to answer it, was why, then, are we not calling
15 Subpart C Executive Director/Chief Executive
16 Officer?

17 MR. FALCONE: Well, in all honesty,
18 let's remember we're working with two documents
19 here. And right now we're amending our current
20 bylaws. So I don't know if our current bylaws,
21 if we have a proper amendment with the Subpart C,
22 as being mentioned by Bob. The document that's
23 being presented to us, if we took it in toto, I
24 believe is what Bob is referring to. But we're
25 not doing that at this meeting. We are going

1 through sections amending our current bylaws.
 2 And my suggestion -- or our
 3 suggestion that we just change the title from
 4 "Appointed" to "Executive Director," because
 5 historically it's listed as "Appointment" under
 6 the old bylaws -- under the current bylaws.

7 MR. HAMILTON: Can I just make a
 8 suggestion? Having sat on the Washington state
 9 Office of the Code Revisers Committee for 18
 10 years, they do not try and deal with the
 11 numbering and titling of the sections in a
 12 legislative manner. Deal with the substance of
 13 the bylaws and then let the Rules Committee come
 14 back with what they suggest is the numbering and
 15 titling of the section.

16 If we get into titling of subchapters
 17 and numbering of sections, we will never get this
 18 done. But if we deal with the substance of the
 19 bylaws, the Rules Committee can number it how
 20 they think it appropriate, and you can approve it
 21 then.

22 MR. TRAINOR: In the back.

23 MS. LANGENWALTER: I'm going to
 24 second that from Mr. Hamilton. Typically, the
 25 titling carries no weight in most every

1 legislative statutory authority, bylaws, what
 2 have you. It's substance.

3 I would like to speak to the question
 4 of why we're having an executive director. Is it
 5 appropriate to do so at this time, or are we
 6 somewhere else in this process?

7 MR. TRAINOR: I think we're past
 8 that. But if it's quick, go ahead.

9 MS. LANGENWALTER: I just wanted to
 10 follow up on what Dan said and elaborate; that an
 11 executive director, different from an
 12 administrator. We have struggled in the past
 13 with having an administrator that doesn't have
 14 the full authority that we need an executive
 15 director to have on behalf of your organization
 16 of this size and to do the things that we need to
 17 do.

18 We want somebody who not only has
 19 more responsibility, but more authority and more
 20 responsibility, more accountability to this
 21 organization. And we can only do so by having a
 22 CEO-type position and executive director as
 23 opposed to an administrator.

24 So I recall being at the summit
 25 meetings and discussing that this was one way we

1 could move our organization forward to become a
 2 greater voice. So that's what I recall this
 3 arising out of.

4 MR. TRAINOR: Okay. So we have an
 5 amendment on the floor, the amendment to that.
 6 So the amendment that we're going to be voting on
 7 is to change the wording first to: "USA will
 8 have an executive director who shall be an
 9 employee." That's what we're voting on, to
 10 change that wording.

11 Any discussion? All those in favor
 12 of making the change, say aye? Opposed?
 13 (Motion passed.)

14 MR. TRAINOR: Okay. Now we will vote
 15 as amended with the new wording. All those in
 16 favor, say aye? Opposed?
 17 (Motion passed.)

18 MR. TRAINOR: Okay. Thank you.
 19 Now, we get into Bylaw 422 and the
 20 responsibilities of that executive director.

21 Also, when -- just as everybody
 22 noticed, we just changed from administrator to
 23 executive director, so every mention of
 24 "administrator" will be changed out to "executive
 25 director." That's normal. That will come up

1 under the housekeeping issues as we were just
 2 discussing.

3 MR. ZANELLI: And with that, can I
 4 make a motion that all the changes that we
 5 adopted today in the rules, have the Rules
 6 Committee do the proper numbering, as well as
 7 take out the appropriate language that needs to
 8 be changed, which I think is natural to do, to
 9 put in the form of a motion.

10 MR. TRAINOR: It will. So done.

11 The motion to bring Bylaw 422 to the
 12 floor for approval?

13 UNIDENTIFIED SPEAKER: So move.

14 MR. TRAINOR: And a second?

15 UNIDENTIFIED SPEAKER: Second.

16 MR. TRAINOR: Okay. Discussion?

17 MR. MC GEE: Before we get going, the
 18 Task Force along with the Rules Committee made
 19 some minor changes, I think, from what it is in
 20 the book. So I would ask you to go ahead and
 21 take a look at them.

22 One of the things that has been taken
 23 out was what I considered a controversial -- in
 24 the book on Page 85, Section 2, begins with the
 25 words, "be accountable to the Board of

1 Directors..." and so on and so forth. That has
2 been taken out, based upon our belief that at the
3 informal meeting the other day, that people felt
4 there was some concern that that wasn't well
5 described or was not easily definable. So the
6 Task Force has taken that out.

7 And I think the rest of it is the
8 same.

9 MR. TRAINOR: Well, then, change the
10 top words that say the "responsibilities of the
11 executive director shall include but not be
12 limited to the following."

13 MR. MC GEE: That is correct.

14 That was also one of the suggestions
15 at the meeting the other day. So we have tried
16 to comply with your basic needs to make this more
17 compatible with what your desires were.

18 MR. TRAINOR: Okay. So what we will
19 be looking at is different from the book. Strike
20 Number 2 completely. On the header where it will
21 say the executive -- as soon as it scrolls back
22 up -- I just want to make sure we get the right
23 word. And as a reminder from the last vote, we
24 did strike 601 and 602 as well. Can we just pull
25 up the bottom of it?

1 simply could be other duties assigned by the
2 Board of Directors. And I'm not sure that it
3 needs to be in our constitution, and it could
4 conceivably cause a difficulty, yes. Common
5 sense prevails. However, if the Board is talking
6 about hiring the director and the director isn't
7 allowed to participate as is required, that could
8 be reason for problems.

9 MR. TRAINOR: I understand what are
10 you saying. But are you saying remove it all?

11 MR. TRAPIKAS: Yes, I am saying
12 remove.

13 MR. TRAINOR: Okay. There is an
14 amendment to remove Section 3 that says "attend
15 all meetings of the National Council." Is there
16 a second to remove that?

17 MR. CAPAN: Second.

18 MR. TRAINOR: The discussion on
19 removing the words "attend all meetings of the
20 National Council or the Board of Directors."

21 MS. LANGENWALTER: Erin Langenwalter.

22 It's common practice in any board
23 setting that in the event that you move into
24 personnel matters and things of that sort, the
25 board goes into executive session. And, Bruno,

1 Okay. Right there. Changing the
2 words to "the responsibilities of the executive
3 director shall include but not be limited to the
4 following."

5 MR. TRAPIKAS: Behind you. Bruno
6 Trapikas.

7 I would like either some addition or,
8 if not, then I would move that 3 be deleted. To
9 require the executive director within the bylaws
10 to attend every meeting of the Board of Directors
11 could cause difficulty if, in fact, the Board of
12 Directors needs to meet to discuss the executive
13 director's functioning.

14 MR. TRAINOR: But that goes into
15 executive session at that time which would make
16 him remove himself.

17 MR. TRAPIKAS: It's --
18 constitutionally, it says that the executive
19 director shall be required to attend every
20 meeting of the Board of Directors. That could
21 cause a difficulty.

22 MR. TRAINOR: Okay. There's a motion
23 to remove -- are you removing or amending?

24 MR. TRAPIKAS: Well, you know,
25 requiring that person to attend, you know,

1 you know that.

2 PRESIDENT GROFF: How about if we
3 just remove the word "all."

4 MR. TRAPIKAS: I understand it's
5 common sense. I don't want us to get into a
6 situation where we're not allowed to dismiss
7 somebody.

8 MS. LANGENWALTER: I understand. And
9 I would take Mr. Groff's suggestion that we
10 simply remove the word "all."

11 MR. TRAINOR: Okay. So rephrase the
12 amendment. Do you accept the change?

13 MR. TRAPIKAS: Yes.

14 MR. CAPAN: Yes.

15 MR. TRAINOR: Okay. So the amended
16 wording will say, "attend meetings of the
17 National Council and Board of Directors."

18 Any discussion on that?

19 MR. MC GEE: The Task Force will
20 accept on that.

21 MR. TRAINOR: So we don't need to
22 vote on that because it's accepted.

23 Any other further discussion?

24 MR. HALL: Larry Hall, North Texas
25 Soccer.

1 MR. TRAINOR: Can you talk louder?
 2 MR. HALL: Yes, Larry Hall, North
 3 Texas Soccer.
 4 We're putting job descriptions inside
 5 a set of bylaws. Would it not be better served
 6 if we make this a policy that's adopted by the
 7 board and then adopted by the membership? That
 8 way, it could be a fluid document that we can
 9 come back in. If we do this, I see us having to
 10 amend over and over in our bylaws what our job
 11 description for our executive director is going
 12 to be. And it can come to a point of contention
 13 that we may or may not be able to remove or hire
 14 an executive director.
 15 I think it would be better served if
 16 we make it a policy from the Board of Directors
 17 that's approved by our membership. So I urge you
 18 to vote this down and not put it in the bylaw.
 19 MR. TRAINOR: Okay. And I will
 20 address that part of it first. And what is
 21 presented by the Task Force in Bylaw 422 is very
 22 similar to what's in the bylaws of U.S. Soccer
 23 for the current -- for Dan Flynn, basically, for
 24 the current person holding that position.
 25 So they have in their bylaws, which

1 that has been added would not preclude us
 2 expanding on that, elaborating on it, and making
 3 it clear in any individual situation.
 4 MR. FLAMHAFT: Mr. Chairman, the
 5 responsibilities appear to me to be quite
 6 extensive and comprehensive. Is there any
 7 provision for staff, and how is that addressed?
 8 How will the executive director complete the
 9 duties as listed? Will there be -- will that
 10 person have a staff? And what will the staff be
 11 composed of, and will it be budgeted?
 12 MR. TRAINOR: That comes from the
 13 executive -- from the now Board of Directors to
 14 determine staffing by -- based on budget. So the
 15 answer is the responsibility of the executive
 16 director is to deal with staff, and he will deal
 17 with staff based on the budget provided to him by
 18 us, with the direction of the Board of Directors.
 19 UNIDENTIFIED SPEAKER: It will be he
 20 or she, right?
 21 MR. TRAINOR: If I'm saying "he," I'm
 22 using it plural. Both he and she.
 23 MR. FLAMHAFT: Would it then not be
 24 appropriate to add a Number 9 to allow for the
 25 existence of a staff?

1 is where this was taken from, this was modified
 2 to reflect what is specific to USASA.
 3 In the back?
 4 MS. LANGENWALTER: Just to follow up
 5 on North Texas' questions or comments, I think
 6 this sets forth a minimum standard that we're
 7 going to expect from this position, and it does
 8 not, in any way, preclude what you are talking
 9 about, which is that the Board of Directors would
 10 enter into a contract which, either within the
 11 contract or referring separately to a job
 12 description that could be amended, based on the
 13 specific needs of the Board of Directors on
 14 behalf of the organization.
 15 So, I think the point is well taken,
 16 but I do believe that we need to set forth some
 17 minimum standards. And there was some question
 18 on Friday as to which of these, I guess now six
 19 items, we would not want from an executive
 20 director. And I don't recall hearing anything
 21 that anybody was afraid of, other than this
 22 accountability issue, which was unclear.
 23 So I think if we can agree that this
 24 is a minimum standard we would want for our
 25 executive director, and obviously, the language

1 MR. TRAINOR: Well, if you look at
 2 Section 1, "daily operations" can be construed as
 3 staff.
 4 MR. FLAMHAFT: Is that what the
 5 Governance Task Force --
 6 MR. TRAINOR: That's what it was
 7 decided as, yes.
 8 MR. FLAMHAFT: So it was included in
 9 your discussion, then.
 10 MR. TRAINOR: Correct.
 11 MR. FLAMHAFT: Thank you.
 12 MR. ZANELLI: The other thing that I
 13 would like to add and that includes the one that
 14 was brought up, the language "including but not
 15 limited to," and that's due to a lot of the
 16 things that I have seen in the California
 17 legislature that I work with that, when they
 18 define duties specifically in any kind of a law,
 19 we don't want to limit it to just what those
 20 activities are. So that's why I think it's very
 21 important to add that, "including but not limited
 22 to," and that expands what kind of an office he
 23 can have, what kind of staffing he can have, et
 24 cetera, et cetera, that can all be determined by
 25 the Board of Directors.

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1 MR. TRAINOR: Okay. Thank you.
 2 Any other discussion?
 3 Okay. We are voting on Bylaw 422 as
 4 amended that basically went from the book, Number
 5 2 is dropped; the Number 3, the word "all" is
 6 dropped; and then they are renumbered
 7 appropriately.
 8 All those in favor, say aye?
 9 Opposed?
 10 Go to cards. Hold up yeses.
 11 UNIDENTIFIED SPEAKER: Point of
 12 order, Mr. Chairman.
 13 THE REPORTER: Your name, please.
 14 MR. TRAINOR: State your name.
 15 MR. MARION: Andy Marion, South
 16 Carolina.
 17 Just to be sure that we are doing
 18 these legally, since these are amendments from
 19 the floor to the bylaws, do they require a 90
 20 percent vote?
 21 MR. TRAINOR: No. No, they are --
 22 the proposal was out 60 days in advance. We are
 23 now making amendments to that proposal. That is
 24 a 50 percent, if there needed to be an amendment
 25 to it. Now, we are voting. What would be

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1 requiring to pass this is two-thirds.
 2 So hold up your "yes" cards, please.
 3 Okay. You can put them down.
 4 The nos?
 5 I will write it down, but it doesn't
 6 look even close. Keep counting on the nos.
 7 Okay. That passed. So, it passes as
 8 amended, 422.
 9 Okay. That concludes the Task
 10 Force's -- no, wait. What's being addressed?
 11 MR. MC GEE: I'm sorry, but 431 needs
 12 to be brought up only because you have a change
 13 from Board of Directors to Executive Committee,
 14 the chair rules, that will automatically take
 15 place.
 16 MR. TRAINOR: That automatically
 17 takes place because of what we did. That's a
 18 housekeeping issue.
 19 MR. FALCONE: Mr. Chairman?
 20 MR. TRAINOR: Go ahead.
 21 MR. FALCONE: Since we have created
 22 additional members on the Board of Directors,
 23 these two at-large directors, I have a proposal
 24 in mind. These are proposals that would provide
 25 for elections of the directors at-large.

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1 MR. TRAINOR: What page?
 2 MR. FALCONE: I have on Page 117
 3 referred to it as Bylaw 223. Add section under
 4 Directors At-Large. I would change that from
 5 Bylaw 223, to the revision that we currently have
 6 structured, to Bylaw 414.
 7 MR. TRAINOR: It's Page 118.
 8 MR. FALCONE: Or whatever is the
 9 final version, correct? It's a completely new
 10 section.
 11 MR. TRAINOR: Okay. And you are
 12 proposing it to come into and be voted on as
 13 bylaw what?
 14 MR. FALCONE: Bylaw 414. Under the
 15 section the "Term of Board of Directors."
 16 MR. TRAINOR: Okay.
 17 MR. FALCONE: I can go ahead and read
 18 it.
 19 MR. TRAINOR: No, everybody will have
 20 it on their printed book, unless you are making
 21 changes to it.
 22 MR. FALCONE: No, I'm not making any
 23 changes to it. There's three sections involved.
 24 MR. TRAINOR: Okay.
 25 MR. FALCONE: One has the elections

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1 of the directors at-large and how they're
 2 elected. The short section on responsibilities.
 3 And Section 3 is removal, which is language
 4 that's consistent with the officers of our board.
 5 MR. TRAINOR: Okay. So there's a
 6 motion to bring to the floor on Page 118, for --
 7 a motion to bring to the floor for approval on
 8 Page 118, currently numbered 223 which will be
 9 renumbered to Number 414.
 10 Is there a second to bring that --
 11 MR. LA VIELE: Second.
 12 MR. TRAINOR: Any discussion on that
 13 before I call for the vote?
 14 MR. TRAPIKAS: Mr. Chairman, I think
 15 the language in here is -- I don't know if it
 16 needs some minor tweaking or not. But the real
 17 question I would like to raise, according to our
 18 bylaws -- and someone correct me if I'm
 19 incorrect -- they take effect immediately
 20 following the council meeting.
 21 What we have done -- is that correct,
 22 Jim?
 23 MR. HAMILTON: No.
 24 MR. TRAINOR: They would unless
 25 there's an election, yes, but bylaw changes, it's

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1 usually spelled out when they will be put into
 2 effect.
 3 MR. HAMILTON: They take effect
 4 immediately upon passing.
 5 MR. TRAINOR: I'm being told they
 6 take effect immediately upon passage.
 7 MR. FALCONE: Okay. Any response to
 8 that, Bruno?
 9 MR. TRAPIKAS: Yes.
 10 MR. FALCONE: What I would say is if
 11 this is passed -- well, it's passed, we do have
 12 this Board of Directors with two at-large
 13 positions. Our next scheduled meeting is where
 14 we would be electing these two individuals, so
 15 for the time being, from now until the next AGM,
 16 the -- the two positions will be vacant unless we
 17 have provisions that allow the president or the
 18 Board to temporarily appoint.
 19 PRESIDENT GROFF: Well, your
 20 interpretation of your own bylaw, quote, does
 21 that mean at the end of this meeting they are
 22 vacant and therefore the Board of Directors can
 23 fill those two vacancies until the AGM?
 24 MR. FALCONE: We have to look at our
 25 bylaws. I believe there is a provision in there,

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1 but I can't attest to that as it is.
 2 And I also -- Richard raised a
 3 question. If you see, I have --
 4 MR. TRAINOR: Yeah, basically, what's
 5 being -- if this passes, the two positions would
 6 be vacant and -- of your Section 1.
 7 MR. FALCONE: Actually, the two
 8 positions are vacant right now because we did
 9 pass that.
 10 MR. TRAINOR: Correct. Section F
 11 takes care of that as to how they could be
 12 appointed in your proposal.
 13 MR. FALCONE: Well, my proposal is as
 14 to how they're elected.
 15 MR. TRAINOR: Right, but if a vacancy
 16 occurs, which there may be --
 17 MR. FALCONE: Actually, yes. That's
 18 right. Because it's consistent with the language
 19 that we had previously.
 20 MR. TRAINOR: Right. So there is a
 21 provision to take care of that if the current
 22 Board of Directors decides to do that.
 23 MR. FALCONE: Correct. Yes, you are
 24 correct.
 25 And also to address the cycles, one

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1 is selected odd years, one is selected even
 2 years. So when we come to the AGM in February,
 3 we will actually be electing two at-large
 4 members. And because it's an odd year, one
 5 person will be elected for a two-year cycle, the
 6 other person will only be elected for one year,
 7 and then we go back and forth.
 8 MR. TRAINOR: Two alternating.
 9 Correct.
 10 In the back?
 11 MR. MC GEE: Well, I have a question,
 12 Mr. Chairman.
 13 Did we ever address the Task Force
 14 proposed rule change 401 and 402? We went
 15 straight to 411, but I don't believe we've taken
 16 care of 401 and 402.
 17 MR. BLACK: The answer is no.
 18 MR. MC GEE: I would ask at this
 19 time -- on behalf of the Task Force, I would move
 20 to approve our amended Rule 401, please.
 21 PRESIDENT GROFF: I think --
 22 MR. TRAINOR: We can't at the moment.
 23 Bring that up after we deal with what is on the
 24 floor, which is on Page 118, renumbered Bylaw 223
 25 to 414, the wording as currently shown here. Any

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1 discussion on this?
 2 MR. BORTS: Dave Borts from Rhode
 3 Island.
 4 Some discussion on the provisions of
 5 the directors at-large that's found in Bylaw 223.
 6 While the three at-large directors
 7 are something that at least our Task Force has
 8 argued for strenuously and I believe that many
 9 people in this room are in support of, what this
 10 does is create a special category of members of
 11 our Board of Directors, which is a director
 12 at-large is removable at any time with a
 13 two-thirds vote of the National Council, which is
 14 not so for other members, which I found -- I'm
 15 not sure what the rationale is behind that. And
 16 I do feel very strongly that the provisions --
 17 again, they're not before us right now -- but
 18 there are provisions for the beginning of these,
 19 take place, and there should be some provisions
 20 that they take place at the AGM, that we have not
 21 created immediate vacancy. But I'm somewhat
 22 concerned about the removal of these persons in a
 23 two-thirds vote at any National Council meeting.
 24 MR. TRAINOR: Bob.
 25 MR. BLACK: I would just like to

1 offer a friendly amendment.
 2 MR. TRAINOR: Okay.
 3 MR. BLACK: And that friendly
 4 amendment being on Section 1 (e), "One director
 5 at-large shall be elected even number of years;
 6 the other shall be elected odd number of years,"
 7 that we add to it, "In the first year at the
 8 Annual General Meeting in 2011, there should be
 9 the election of the two at-large positions of
 10 which the highest vote-getter shall serve the
 11 two-year term and the next shall serve the
 12 one-year term."
 13 Thus, am I to assume that this would
 14 address when this happens, and that no, the
 15 Executive Committee is not going to appoint two
 16 at-large between now and February for us, because
 17 as we all know, it's a little hard to run against
 18 an incumbent on a board like this. And I don't
 19 think the issue was ever -- and we have the
 20 greatest respect in the world for every one of
 21 you -- but I don't think the issue is ever that
 22 we're giving you two more spots that you can fill
 23 between now and then and we don't like what they
 24 do in the next few weeks. So I think I would ask
 25 the parliamentarian if it would not be proper to

1 MR. TRAINOR: Do you have the wording
 2 as to how you want it?
 3 MR. HAMILTON: That's a change in
 4 substance, Bob.
 5 MR. TRAINOR: But it's an amendment.
 6 MR. BLACK: I can -- not to be --
 7 adding any substantive changes. I can say that
 8 the first position will be elected the odd year
 9 and the second position will be elected the even
 10 year, 2012. So until 2012, we will have one
 11 member at-large, and in 2012, we will get the
 12 second member at-large, if that makes it easier.
 13 It would -- all I'm going to do is
 14 say that the odd member at-large, the member
 15 at-large elected in the odd year shall be elected
 16 in 2011 for the first time. The member at-large
 17 in the even year shall be elected in 2012 for the
 18 first time. And that addresses when they take
 19 office.
 20 MR. HAMILTON: That one isn't so much
 21 of a problem. But the previous one that you had
 22 was changing the method of election from then on.
 23 You know, when you are saying the highest
 24 vote-getter and then the second.
 25 MR. BLACK: No, all I said was for

1 put in our first term on this.
 2 MR. TRAINOR: You can address the --
 3 and make an amendment to this as to when it
 4 should be implemented, so...
 5 MR. BLACK: Which is what that would
 6 be doing. The election would be held in 2011.
 7 Until such time, those offices would remain
 8 vacant.
 9 MR. TRAINOR: Correct. And that's
 10 what that would be.
 11 MR. HAMILTON: You need to make a
 12 motion with specific language, Bob.
 13 MR. TRAINOR: He just did.
 14 MR. BLACK: How come I'm the only one
 15 that has to do that, Jim? We spent the whole
 16 morning without having to do that. I have no
 17 problem with working with you on that.
 18 MR. TRAINOR: Is there a way to get
 19 that into wording? Even if you just put "the
 20 election shall commence in 2011" or, you know --
 21 instead of the larger vote, medium vote position.
 22 MR. BLACK: I'm only trying to also
 23 address who will serve the even term -- who will
 24 serve the two-year term and who will serve the
 25 one-year term.

1 the first term, the highest vote-getter would
 2 serve the odd number and the second highest
 3 vote-getter would serve the one-year term, which
 4 is the even-year term.
 5 MR. ZANELLI: Point of inquiry of the
 6 parliamentarian: Cannot the Board of Directors
 7 define at the election in February who has the
 8 one-year term and who has the second-year term?
 9 Can they not justify by just putting that into
 10 the decision by the Board of Directors?
 11 MR. BLACK: Rather than do that -- in
 12 all deference, rather than doing that, why don't
 13 we just at that time designate, This election is
 14 for the odd-year term, and this election is for
 15 the even-year term, and then you can vote on
 16 whomever you'd like.
 17 MR. FALCONE: Mr. Chairman, if I
 18 could address Robert's issue, and I understand
 19 what he's saying. I don't think it's necessary
 20 to have that language in the bylaws. What will
 21 happen, come February, is we elect two at-large
 22 members. The first election will be for the
 23 position of odd number years starting 2011, and
 24 the term of that position will be for two years.
 25 The second position would be -- will be, the

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1 even-number year, the vacant position, that
 2 person will be elected in 2011. And that term
 3 will be one year for -- to fulfill as it is in
 4 our bylaws.
 5 Come next year, that position then
 6 will be up for election once again. We start
 7 getting words in the air and, you know, this
 8 expires at 2025, and all that other crap is not
 9 necessary in the bylaws because if we just follow
 10 the proper procedure of Robert's Rules, we could
 11 elect these individuals.
 12 MR. BLACK: I don't think Robert's
 13 Rules is going to address whether or not this
 14 organization has the ability to appoint someone
 15 to an unexpired term or a vacant term. I think
 16 that's in your bylaws presently, isn't it?
 17 MR. TRAINOR: Hold on. If we just
 18 add to this the date that this will take effect,
 19 which is the AGM of 2011, the rest of this will
 20 take care of itself.
 21 MR. BLACK: I have no problem with
 22 that.
 23 PRESIDENT GROFF: Bob, you are doing
 24 very well with all the lawyers.
 25 MR. BLACK: Do what?

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1 PRESIDENT GROFF: You're doing very
 2 well with all the lawyers. I'm impressed.
 3 MR. BLACK: I think I'm kind of
 4 holding my own for just a simple layman.
 5 MR. HAMILTON: Bob, the difference is
 6 -- I don't really have any problem with that,
 7 with how you do the elections the first time, as
 8 long as the language that applies to the first
 9 election does not carry forward from then on.
 10 MR. BLACK: I just want to make sure
 11 that we address the fact that at the end of this
 12 meeting, we don't have a vacancy in office that
 13 we fulfilled before everyone leaves town.
 14 MR. HAMILTON: I don't care one way
 15 or the other. As long as the language that goes
 16 into the bylaw doesn't carry forward to all
 17 subsequent elections, I don't care.
 18 MR. BLACK: I heard it. I totally
 19 agree.
 20 MR. FALCONE: Is the language,
 21 though, concerning the vacancy and filling those
 22 positions?
 23 MR. BLACK: No.
 24 MR. FALCONE: The language that I
 25 have used in here is consistent with -- we have

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1 currently in our bylaws for all officers.
 2 MR. TRAINOR: And I agree with you,
 3 and it is there, and vacancies need to be
 4 addressed, but can you agree to add elections
 5 that directors at-large will commence at the AGM
 6 in 2011?
 7 MR. FALCONE: With the provision that
 8 that will be removed after the AGM of 2011. I
 9 hate seeing bylaws that have a bunch of dates in
 10 them.
 11 MR. TRAINOR: Right.
 12 MR. BLACK: It has to be removed or
 13 that would be the only election we ever have.
 14 MR. TRAINOR: Right. So we are
 15 adding the words that this will commence,
 16 start -- we'll pick the correct words -- at the
 17 AGM in 2011, at which point, after that meeting,
 18 housekeeping will remove that.
 19 MR. BLACK: Section 3. I'll zoom
 20 right on line Section 3.
 21 My recommendation is that we either
 22 remove Section 3 or go back into the rest of the
 23 bylaws that apply Section 3 to every director on
 24 the national Board of Directors.
 25 UNIDENTIFIED SPEAKER: So move.

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1 UNIDENTIFIED SPEAKER: We do.
 2 MR. BLACK: So that means the
 3 national body can remove a regional director with
 4 a two-thirds vote?
 5 UNIDENTIFIED SPEAKER: No.
 6 UNIDENTIFIED SPEAKER: Yes.
 7 MR. BLACK: Can we hold up the cards
 8 on that?
 9 MR. TRAINOR: We're trying to find
 10 the correct wording in the current bylaws.
 11 MR. MC GEE: Mr. Chairman, if you
 12 will look at the language proposed by the Task
 13 Force in Rule 405, it applies equally to all
 14 people, all members of the board. Look at 405.
 15 We do not need a separate rule just for at-large
 16 directors.
 17 So I would support Bob Black's, I
 18 think, motion to strike subsection or Section 3
 19 and defer it later to approval of the proposed
 20 Bylaw 405. Proposed Bylaw 405 is on Page 83.
 21 UNIDENTIFIED SPEAKER: Would you
 22 accept that as a friendly to remove that or not?
 23 MR. FALCONE: It's out of order.
 24 It's out of order. Okay. You cannot try to
 25 create another section into what is currently the

1 motion on the floor, okay.
 2 And also, I'm going to suggest that
 3 the section that Bob is referring to and the
 4 section that I have, which we were -- that shows
 5 the national officers, the regional officers, and
 6 will include the at-large members, be tabled
 7 until the next meeting, so that once we implement
 8 these changes, we can now look at redoing those
 9 sections to take effect on what we passed today.
 10 MR. TRAINOR: First, we have a motion
 11 on the floor to remove Section 3 from what will
 12 be Bylaw 414. Is there a second to that?
 13 UNIDENTIFIED SPEAKER: Second.
 14 MR. TRAINOR: Any discussion on the
 15 removal of Section 3, directors at-large, 414,
 16 the words "removal"?
 17 MR. BLACK: Yes. My only discussion
 18 is I agree with Tony on his portion of 401, 405,
 19 403. If we're going to -- that's going to be a
 20 separate action we take later and whether we add
 21 the two at-large to that or whether we defer that
 22 to another meeting to decide it, however we want
 23 to do it, the cleanest way to do it now would be
 24 just to vote on Section 3 and let's go forward.
 25 MR. TRAINOR: Okay. And let me also

1 regional officers, but I don't see the need for
 2 us to have an exception for the directors
 3 at-large to have a permanent position when the
 4 other officers in our organization are part of
 5 the standard.
 6 MR. TRAINOR: And I agree with you,
 7 and that's what I was just saying. In current
 8 Bylaw 404, which is Task Force 405, it's just
 9 retaken over, renumbered, but unfortunately the
 10 two at-large were not added into that.
 11 So, one of the two things has to --
 12 one, you know, we have to remove it or keep it in
 13 here or add it to 405 when we get to that
 14 consideration. Anything? Any discussion on the
 15 removal? That's what we're just talking about at
 16 the moment, the removal of Section 3 of new Bylaw
 17 414.
 18 MR. ZANELLI: I would like to speak
 19 in opposition to that. Jerry Zanelli.
 20 You want that language in there, but
 21 then under my previous statement where you can
 22 reassign, readjust different rules that we passed
 23 to be consistent with the rest of the rules, you
 24 can take that section and move it to the other
 25 section by the fact that we have passed it under

1 address, unless I'm missing it, what was being
 2 talked about in the Task Force proposal Bylaw 405
 3 on Page 83, I do not see two at-large directors
 4 in there.
 5 MR. BLACK: Correct.
 6 MR. TRAINOR: Which is why it is
 7 being brought forward in what we are voting on on
 8 414. So one of two things has to happen. We
 9 strike Section 3 out of 414, what we're talking
 10 about, or we add it into 405. And again, I know
 11 that's substantive changes later on, but one of
 12 the two has to happen; otherwise, this person --
 13 or those two positions cannot be removed. I
 14 understand, but they do need to be addressed.
 15 But, discussion on removing it.
 16 MR. FALCONE: I would like to speak
 17 against the proposed amendment by Mr. Black for
 18 the simple reason is, we have provisions
 19 currently in our bylaws which has removal
 20 language concerning our president, our
 21 vice-president, our secretary, our treasurer, our
 22 regional directors.
 23 I have to take a look at the bylaws.
 24 I'm not sure if that provision concerning the
 25 regional officers are only within the vote of the

1 this wording.
 2 So, even though it's not in the other
 3 section, you pass it in this section, we can
 4 argue that it would be implied back into the
 5 section where you go down the line with everybody
 6 else. So I would argue for, to continue to pass
 7 this and then, when it's applied to the proper
 8 places, that's up to the Rules Committee to come
 9 back again with housekeeping, which you would
 10 have to do on the changes that you have made all
 11 along and where it's affected.
 12 MR. TRAINOR: Okay. And that again,
 13 we are just in the removal of Section 3 at the
 14 moment.
 15 MR. ZANELLI: Yeah, I'm in favor of
 16 not removing it.
 17 MR. HALL: Larry Hall, North Texas
 18 Soccer.
 19 I would be in favor of removing it
 20 because if you say that you are going to pass it
 21 and then remove it out of the bylaw that you just
 22 passed, that it's supposed to be included in the
 23 book, if you decide that the Rules Committee can
 24 move another bylaw to another section
 25 arbitrarily, then you can pretty well rewrite the

1 whole bylaws as you want to.
 2 If you don't pass this, we can come
 3 back at the next AGM and you can add it in as
 4 405, or you can direct the Rules Committee to add
 5 into 405 as housekeeping the two at-large
 6 members. It does not need to be because now
 7 you've got two different criteria in the book for
 8 different officers.

9 And I think it needs to be
 10 consistent. So I think it needs to be removed,
 11 and you can go add into 405 at the next AGM, if
 12 this body so moves; or you can direct the Rules
 13 Committee to put it into 405 as part of
 14 housekeeping because we just passed it.

15 So I encourage you to support the
 16 amendment and just take -- or remove Section 3.

17 MR. TRAINOR: Andy.

18 MR. MARION: Andy Marion, South
 19 Carolina.

20 Just a comment: I don't believe that
 21 putting the two-thirds removal of at-large board
 22 members in Bylaw 405 would be, appropriate,
 23 because 405 is under Subpart A of that section
 24 that deals only with USASA officers, and at-large
 25 board members are not officers. So I don't think

1 removing --
 2 MR. BLACK: Mr. Chairman. Point of
 3 information.

4 MR. TRAINOR: Yes.

5 MR. BLACK: I believe Bylaw 412
 6 Composition passed. It was done this morning.

7 MR. TRAINOR: Correct.

8 MR. BLACK: And in that, we added
 9 Number 5, two at-large directors.

10 MR. TRAINOR: Correct.

11 MR. BLACK: And it says "the Board of
 12 Directors consists of the following." Therefore,
 13 the two at-large are now officers of this
 14 organization.

15 MR. FALCONE: No. They're directors,
 16 on the Board of Directors.

17 MR. BLACK: If you move up -- when
 18 you get a chance, Tony, move up to 83, "Removal,"
 19 at the top.

20 MR. GROFF: We haven't gotten there
 21 yet.

22 MR. BLACK: I know we haven't. I
 23 know we haven't. But we're never going to get
 24 there if we start writing that section and
 25 everything we do from here on out.

1 it would be appropriate to put a removal of
 2 at-large members under 405 that deals with just
 3 officers.

4 MR. TRAINOR: Well, officers are
 5 being directed as the overall, both regional and
 6 national officers. That's why that title was
 7 left as the officers.

8 So if you looked at 405, it addresses
 9 the USASA officers and regional officers. It
 10 currently does not reference the two at-large.

11 MR. MARION: Right, that's -- I mean,
 12 that's my point is that Section 405 that is in is
 13 only regarding officers.

14 MR. TRAINOR: Okay. We're going to
 15 get -- in the back.

16 MR. MC GEE: On behalf of the Task
 17 Force, we're going to get to Rule 401, which will
 18 then define officers and directors as part of our
 19 proposed change, and we will get to 405, and we
 20 will propose that at-large directors be added to
 21 that. So I would support North Texas's motion to
 22 remove Section 3.

23 MR. TRAINOR: Okay. I'm going to
 24 call the question to remove Section 3. That's
 25 all we're talking about at the moment. We're

1 MR. FALCONE: And what I'm
 2 suggesting, Bob, is that I'm putting a provision
 3 that allows us to elect the directors at-large,
 4 and then I think then we need to table the rest
 5 of the stuff and see what we've created, because
 6 we have a document that's going to have some
 7 holes, that we're going to have to address this
 8 at the next meeting, and we're running out of
 9 time.

10 MR. BLACK: My flight is not until 6.
 11 I got time.

12 MR. TRAINOR: Call for the question.
 13 And the question is to remove Section 3 out of
 14 new Bylaw 414. All those in favor, say aye?
 15 Opposed?

16 MR. BLACK: The ayes have it.

17 MR. TRAINOR: Everybody awake? We
 18 are going to have to go to cards, unfortunately.
 19 All those in favor of removing it, raise your
 20 card. Yes.

21 Okay. This is a 50 percent.

22 So now all those against removing it,
 23 raise your "no" cards.

24 Okay. It passed. So it's removed.

25 (Motion passed.)

1 MR. TRAINOR: Any discussion on the
 2 amended 414?
 3 UNIDENTIFIED SPEAKER: Call for the
 4 question.
 5 MR. TRAINOR: All those in favor, say
 6 aye? Opposed?
 7 (Motion passes.)
 8 MR. TRAINOR: Now -- yes?
 9 MR. TRAPIKAS: Mr. Chairman, point of
 10 information. How was 414 amended?
 11 MR. TRAINOR: 414 was amended to drop
 12 Section 3, with the addition of the "starting at
 13 the AGM in 2011."
 14 MR. TRAPIKAS: Where was the word
 15 "starting at the AGM"?
 16 MR. TRAINOR: That was agreed to by
 17 the proponent.
 18 MR. TRAPIKAS: But where is it
 19 inserted into the language?
 20 MR. TRAINOR: It will be up top in
 21 parentheses. It isn't -- obviously, it isn't
 22 there at the moment.
 23 MR. TRAPIKAS: So each director shall
 24 be elected for a term of two successive AGM
 25 cycles starting in -- at the 2011 AGM?

1 that. Right now we approved, this morning, two
 2 at-large directors. We have now -- or at the
 3 conclusion of this meeting, we will have a Board
 4 of Directors which will be the four national
 5 officers, four directors, and two at-large
 6 members. So we have a 10-person board after this
 7 meeting, because when this meeting concludes, all
 8 of this goes into effect.
 9 The Board of Directors does have the
 10 ability to fill those vacant positions. They're
 11 not required to fill it, but they have the
 12 ability to fill those vacant positions. And that
 13 would be a discussion that would take part with
 14 the Board of Directors.
 15 MR. GROFF: You will need five votes,
 16 and you will need it on the agenda.
 17 MR. TRAPIKAS: But, Mr. Chairman, in
 18 order to preclude that possibility, I would ask
 19 for reconsideration of what we adopted, Bylaw
 20 412, to reopen that, and then under Item Number
 21 5, "At-Large Directors," right then and there, to
 22 add in the words "effective at the February AGM."
 23 PRESIDENT GROFF: But you need five
 24 votes, to get on the agenda. If you don't have
 25 five votes, it's an academic discussion. It's

1 MR. BLACK: Section 1 (a).
 2 MR. TRAINOR: Procedurally it will be
 3 addressed how they're elected. The overall
 4 consensus was that you will be called to vote for
 5 an at-large person in 2011. The first one will
 6 be for odd numbers. The second vote will be for
 7 even numbers. The second vote is the one-year
 8 term. The first vote is a two-year term. That
 9 is what was agreed to.
 10 MR. TRAPIKAS: Okay. I would just
 11 like clarification of the parliamentarians as to
 12 whether we have done anything which would allow
 13 the Board of Directors to appoint still vacant --
 14 newly created but vacant positions, because I
 15 would oppose that.
 16 MR. HAMILTON: I don't believe that's
 17 a parliamentary issue.
 18 MR. TRAINOR: Because this is passed
 19 as commencing in 2011, it cannot be appointed.
 20 MR. TRAPIKAS: Well, how they're
 21 elected states that, but never was the other
 22 section for --
 23 MR. BLACK: Bruno, I don't think you
 24 make it until you have your first election.
 25 MR. FALCONE: Okay. I disagree with

1 not going to happen, Bruno.
 2 MR. TRAPIKAS: Well, it may be
 3 academic, but I too am opposed to this board
 4 taking any substantive --
 5 MR. TRAINOR: What's being discussed
 6 up here is that the Board has heard the will of
 7 the Council, which is you -- that you do not want
 8 these two positions to be appointed by the Board.
 9 They will hold it off until the elections.
 10 Could they possibly do this? The
 11 answer is yes, the way the bylaw is written; but
 12 the will of the body was that, no, that will not
 13 happen.
 14 So moving along -- and I know we're
 15 getting tired and we've still got a long way to
 16 go.
 17 MR. ZANELLI: Dan, you might want to
 18 include some language in there that this section
 19 applying to the election, "commencing with,"
 20 would be deleted at the end of the AGM after the
 21 election.
 22 MR. TRAINOR: Don't need to. That's
 23 a housekeeping issue. They do that all the time.
 24 MR. ZANELLI: Okay.
 25 MR. TRAINOR: Okay. Bob, what are

1 you needing to address? 401?
 2 MR. MC GEE: Yes. At this time I
 3 would move for the adoption of Rule 401 that's in
 4 the book under the bylaws proposed by the Task
 5 Force.
 6 MR. TRAINOR: Page 78. Is there a
 7 second?
 8 UNIDENTIFIED SPEAKER: Second.
 9 MR. TRAINOR: There is a second. Now
 10 discussion.
 11 MR. FALCONE: Tony Falcone.
 12 MR. MC GEE: Before I -- can I tell
 13 you that the Rules proposal has been changed.
 14 Hopefully, we can bring it up on the schedule.
 15 There was a concern at the meeting the other day
 16 that the officers were really only the four
 17 officers. And it was generally believed -- it
 18 was the consensus of the group -- that that was a
 19 correct interpretation. So the Task Force has
 20 amended Rule 401 accordingly, and hopefully, you
 21 can see it up here on the screen.
 22 MR. TRAINOR: Tony.
 23 MR. FALCONE: Tony Falcone, Deputy
 24 Director, Region 1.
 25 I move that we refer this to

1 Is that really necessary anymore
 2 since -- I'm not sure why you have that there.
 3 But now with this change, we defined clearly what
 4 a national officer was, and then you said you
 5 can't hold any two concurrently. So, it's an
 6 academic discussion. If you are the regional
 7 director, it's clear that you're the regional
 8 director. If you accept any of those positions
 9 now, you can only hold one.
 10 MR. MC GEE: Here's the concern I had
 11 and I think the Task Force had, is, if someone
 12 runs for an at-large position, can they continue
 13 to retain their position as, let's say, a
 14 regional deputy director at the same time? So
 15 the idea was that if you are a regional officer
 16 and you want to run for the at-large position, if
 17 you win, you have to give up your regional
 18 officership. So that's the reason that was in
 19 there. It goes down to a degree of loyalty.
 20 Then you've got to have loyalty to the national
 21 organization, to the board.
 22 PRESIDENT GROFF: But now you only
 23 say "may not concurrently serve as a national
 24 officer." Don't you have to say -- because the
 25 regional directors -- I mean the at-large are not

1 committee. We currently have in our bylaws,
 2 provisions for the officers, so nothing has
 3 changed. I think it makes more sense for us to
 4 go back, take a look. I have provisions that
 5 bring up the national officers to regional
 6 officers and the at-large member and their duty,
 7 as opposed to clumping everything together. And
 8 I would like to -- what I recommend is that this
 9 gets referred back to committee so that we can
 10 look at it, improve the language, and have
 11 something better that we can propose at our next
 12 meeting.
 13 MR. TRAINOR: Is there a second?
 14 Okay. That died.
 15 What we're -- any other discussion on
 16 Bylaw 401 amended out of the book to what you see
 17 on the screen, which is the Officers of USA are
 18 the president, vice-president, treasurer,
 19 secretary. Section 2, Section 3 stand as is. Or
 20 did we change --
 21 PRESIDENT GROFF: I have a question.
 22 Bob, with your change, is it now clear, in the
 23 original Task Force it says an officer or region,
 24 other than the regional director, may not
 25 currently serve as a national officer.

1 a national officer.
 2 MR. MC GEE: You're right. So the
 3 words should be "national officer" or -- maybe
 4 the better word is to say a "member of the Board
 5 of Directors."
 6 So if there's no objection, I would
 7 take your suggestion and change the wording at
 8 the end that says "serve as a member of the Board
 9 of Directors," rather than the word "national
 10 officer."
 11 MR. TRAINOR: Because you're bringing
 12 it forward, you can make the change. Any
 13 discussion?
 14 Okay. Call for the question as
 15 amended. All those in favor -- did you have
 16 something?
 17 MR. MARION: I was just confused on
 18 what we're doing. The first section that's above
 19 the bottom part about who the officers are, isn't
 20 that just a statement of legal fact?
 21 PRESIDENT GROFF: Yes.
 22 MR. MARION: So is there any real
 23 decision there? I mean it's pretty cut-and-dried
 24 and straightforward, isn't it?
 25 PRESIDENT GROFF: We need to state

1 it, though.
 2 MR. TRAINOR: Correct. And the
 3 current -- the current wording is different than
 4 what's being proposed, so this is clarifying and
 5 bringing this into what is reality.
 6 So all those in favor of Bylaw 401 as
 7 amended with the Section 2 -- or Section 3, Sub
 8 2, striking "national officer," member of the
 9 board, and substituting "member of the Board of
 10 Directors," all those in favor of that, say aye?
 11 Opposed?
 12 Nobody is voting? I heard one aye.
 13 So that means we got it.
 14 MR. BLACK: There was three.
 15 MR. TRAINOR: There were three? Then
 16 we're passing it.
 17 Okay. Bob, what else do you want to
 18 bring to the floor?
 19 MR. MC GEE: Proposed Task Force
 20 Bylaw 405 which is on Page 83, with the following
 21 change, because we inadvertently left out the
 22 word "at-large directors." So the new proposed
 23 rule would read: "Any officer referred to in
 24 Bylaw 401 may be removed from office for
 25 reasonable cause."

1 MR. TRAINOR: Yeah, at-large
 2 director.
 3 MR. BLACK: However, be careful,
 4 they're not officers. You elect just the
 5 officers in the sentence.
 6 PRESIDENT GROFF: That's why you have
 7 to add them additionally.
 8 MR. MC GEE: And maybe the very first
 9 sentence -- to make it simple, it would be better
 10 to say: "Any member of the Board of Directors
 11 may be removed from office," rather than any
 12 officer and director at-large, just say, "any
 13 member of the Board of Directors."
 14 MR. TRAINOR: So what are you
 15 changing now?
 16 MR. MC GEE: The very first sentence
 17 could read: "Any member of the Board of
 18 Directors may be removed from office for
 19 reasonable cause."
 20 MR. TRAINOR: And you still want a
 21 reference to them and who they are? President,
 22 vice-president, et cetera, or are you striking
 23 that?
 24 PRESIDENT GROFF: No, then the next
 25 one is two-thirds.

1 I would like to change that and say:
 2 "Any officer referred to in Bylaw 401 or any
 3 director" -- "member of the Board of Directors,"
 4 excuse me, "may be removed from office for
 5 reasonable cause."
 6 And then that would consistently go
 7 through and say in addition to the treasurer of
 8 USASA or member of the Board of Directors.
 9 MR. TRAINOR: Okay. So what I heard
 10 was an officer -- any officer referred to in
 11 Bylaw 401 -- wait a minute.
 12 PRESIDENT GROFF: That doesn't work,
 13 Bob. Member of the Board of Directors refers to
 14 the regional directors.
 15 MR. MC GEE: I understand.
 16 MR. TRAINOR: I think you have to
 17 just put in "or secretary, treasurer, at-large
 18 directors of USASA may be removed," and then
 19 leave the rest.
 20 MR. MC GEE: That's fine.
 21 MR. TRAINOR: Okay. So what is being
 22 done is "secretary," scratch or, "treasurer, or
 23 member at-large of USASA."
 24 MR. MC GEE: Well, it's not called
 25 "member at-large." It's an "at-large director."

1 MR. BLACK: I think you have to add
 2 the exception to bring to the sentence starting,
 3 "the regional director, regional deputy
 4 director," I think, you have to have that
 5 exception to move them down or not down.
 6 MR. TRAINOR: You're saying bring in
 7 Section 1, Section 2?
 8 MR. BLACK: You are adding at-large.
 9 You are saying the regional director, regional
 10 deputy director, regional secretary, remove from
 11 the bylaws, that comes from the regional council.
 12 When you put in there "any member of
 13 the Board of Directors," you now brought regional
 14 directors up into the first part.
 15 MR. TRAINOR: Okay. But if we do
 16 section it into Section 1, Section 2, and we can
 17 still do "any member of the Board of Directors
 18 may be removed for reasonable cause," Section 1
 19 is the president, and so forth, Section 2 is the
 20 regional; does that fit your criteria?
 21 MR. BLACK: It's not my criteria.
 22 MR. TRAINOR: I mean what you're
 23 addressing?
 24 MR. BLACK: It's just got to be
 25 determined whether you are now going to remove a

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1 regional director by a two-thirds vote of the
 2 National Council or whether that remains the same
 3 and is removed by the regional council. And the
 4 only thing I would add is just add that as an
 5 exception, exception, the regional director would
 6 be the easiest thing. You don't have to change
 7 that wording.
 8 MR. MC GEE: I agree. I would
 9 concur.
 10 MR. TRAINOR: Okay. So after,
 11 "meeting. Exception, the regional director," so
 12 forth, leaving the exact same wording.
 13 MR. MARION: Can I raise a question
 14 here, first, please?
 15 MR. TRAINOR: You may.
 16 MR. MARION: Andy Marion, South
 17 Carolina.
 18 I would like to once again raise the
 19 question I brought up a minute ago: If we are
 20 talking about Bylaw 405, Bylaw 405 is under
 21 Subpart A, Officers. At-large board members are
 22 not officers. Board of Directors is under
 23 Subpart B becomes after Bylaw 405, so Bylaw 405
 24 is only dealing with removal of officers.
 25 MR. MC GEE: Okay. Let me repeat one

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1 other thing. This is in the title, the Task
 2 Force has agreed to change Subpart A to read
 3 "Officers and Directors." So on Page 78, in the
 4 category Sub A, will now read "Officers and
 5 Directors."
 6 MR. TRAPIKAS: Mr. Chairman, I rise
 7 to refer this question to committee. We have a
 8 lot of possibilities here. We have current laws
 9 covering current officers and how they can be
 10 removed by the February AGM. This can be written
 11 up or we can debate it another 20 minutes.
 12 MR. ZANELLI: I would like a point of
 13 personal privilege. One is that when we make
 14 major changes like this, we do it towards the
 15 beginning of our meeting at the AGM in February
 16 as opposed to now. We probably have half of
 17 us -- half of us of the body, present and voting,
 18 and the ones that are going to be voting are the
 19 ones that are most persistent to hang around.
 20 Some of us have to run out and check out of
 21 hotels, et cetera. That's Number 1.
 22 Number 2, we'd also like to have all
 23 these changes we approved out in writing to us as
 24 soon as it's available for us to look over and be
 25 prepared at the next meeting to have and then

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1 also to have another set of amendments to try to
 2 plan to put forward in February. I think it's
 3 necessary for us to grapple with all of this when
 4 we have a larger body voting on this proposal.
 5 If you look around, I would say that we're lucky
 6 to have half here.
 7 MR. TRAINOR: Yeah. We have a motion
 8 on the floor to move Bylaw 405 back to committee.
 9 Is there a second?
 10 UNIDENTIFIED SPEAKER: Second.
 11 MR. TRAINOR: There is a second.
 12 Any discussion on that?
 13 All those in favor, say aye?
 14 Opposed?
 15 (The motion passed.)
 16 MR. TRAINOR: Okay. It moved back.
 17 Any other issues from the Task Force?
 18 PRESIDENT GROFF: You need to do 302
 19 and 311. You have a new director at-large.
 20 MR. TRAINOR: Bylaw 302.
 21 PRESIDENT GROFF: We can delay this
 22 one as well.
 23 MR. TRAINOR: Okay. Next is -- Bob?
 24 Anybody? Task Force? Anything else?
 25 No?

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1 Okay. Tony?
 2 PRESIDENT GROFF: You still have
 3 more?
 4 MR. FALCONE: I am going to ask --
 5 Mr. Chair?
 6 MR. TRAINOR: Go ahead.
 7 MR. FALCONE: I'm going to ask,
 8 Mr. Chairman, that the proposals that I have put
 9 forth be resubmitted for our next meeting, since
 10 there are things that need to be reviewed, and I
 11 don't think there's anything of urgency
 12 concerning those matters that we need to address
 13 today. Give opportunity to defer so people can
 14 make their flights and so forth.
 15 UNIDENTIFIED SPEAKER: So moved.
 16 MR. TRAINOR: Okay. So moved.
 17 MR. FALCONE: So I would resubmit
 18 mine, and then I will contact you about --
 19 MR. TRAINOR: Sure. What we need to
 20 do and how to help.
 21 MR. FALCONE: I do have to make a
 22 formal amendment, which is for requirement for a
 23 vote. This is involving Bylaw 802, "Advance
 24 Notice About the Proposed Amendments." And you
 25 can find them on Page 164. It is -- the current

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1 language says: "Any proposed amendments to the
 2 charter, bylaws, or policies of the USASA must be
 3 submitted in writing to the," now would be
 4 Executive Director, "at least 120 days in advance
 5 of the National Council Meeting, except those
 6 proposed by the Rules Committee."
 7 I would like to make a simple change
 8 of 120 days to 90 days. Part of the reason is
 9 it's 120 days by the time we have our AGM in
 10 February; I'd have to have it in sometime this
 11 week to get these submitted. I know it puts a
 12 little bit of pressure on the Rules Committee,
 13 but since in these days a lot of these proposals
 14 are being done in electronic format, e-mailed out
 15 to the chair and to the office, and it could be
 16 sent out to the committee members, I don't
 17 believe we really need to have 120 days and that
 18 90 days would be sufficient, but I do -- we'll
 19 allow the chair to address that, because it will
 20 concern his committee.
 21 MR. TRAINOR: Are you looking for a
 22 one-time exception or a bylaw change?
 23 MR. FALCONE: I'm looking for a bylaw
 24 change.
 25 MR. TRAINOR: Okay. So we need 90

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1 percent -- or actually we -- yeah, we do.
 2 Bylaw 802 is on the floor.
 3 MR. BLACK: I do think you can offer
 4 it as an amendment, since it is on the floor and
 5 notification has gone out, and not do 90 percent.
 6 MR. TRAINOR: Basically, it's going
 7 to require a two-thirds vote to change the 120
 8 days to 90 days. That is typed. It's livable.
 9 The problem is when the AGM moved for
 10 U.S. Soccer and then our mid-year moved to here,
 11 the reality is 120 days is like Wednesday, and
 12 there's no way anybody can make any substantive
 13 changes for the AGM unless they were carried
 14 over. So it does create some problems, because
 15 we have to get this stuff to the office to get
 16 printed, generally, 45 days before, so that they
 17 can get it printed and sent out 30 days before.
 18 So it cuts down -- it's a considerable amount of
 19 time.
 20 The other alternative is to have the
 21 Rules accept the changes, but I was reluctant to
 22 do that on cases because it should be coming from
 23 the membership, not the Rules.
 24 UNIDENTIFIED SPEAKER: Second.
 25 MR. TRAINOR: Yeah, there was a

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1 second.
 2 So all those in favor of changing 120
 3 to 90, say aye? Opposed?
 4 (Motion passed.)
 5 MR. TRAINOR: For the record.
 6 We have, starting --
 7 MR. MC GEE: One other thing, not to
 8 limit any additional problem, any other rule
 9 proposals or bylaw changes recommended by the
 10 Task Force that have not been addressed today, I
 11 would move that they be referred back to
 12 committee.
 13 MR. TRAINOR: Okay.
 14 MR. SADOWSKI: Second, Virginia.
 15 MR. TRAINOR: And we'll just go ahead
 16 and vote on that one. All those in favor, say
 17 aye? Opposed? Okay.
 18 (Motion passed.)
 19 MR. TRAINOR: We're running out of
 20 time, obviously, and the room is dwindling, but I
 21 did say I would get to the Credentials proposal
 22 which is starting on Page 174.
 23 What this one has to do with, when
 24 voting is allowed and when it's counted.
 25 So a motion to bring this one to the

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1 floor for approval?
 2 UNIDENTIFIED SPEAKER: So moved.
 3 MR. TRAINOR: Second.
 4 UNIDENTIFIED SPEAKER: Second.
 5 MR. TRAINOR: Any discussion?
 6 MR. MC GEE: I would only state that
 7 the Task Force has agreed to this proposal.
 8 MR. TRAINOR: All those in favor, say
 9 aye? Opposed?
 10 MR. BLACK: Aye; that the Task Force
 11 has agreed to the proposal?
 12 MR. TRAINOR: Well, no, that's just a
 13 statement. What we were voting on was bylaw --
 14 with a change that was submitted by the
 15 Credentials Committee to Bylaw 301.
 16 MR. BLACK: So we're going to pass
 17 without discussion, other than that it was agreed
 18 to by the committee?
 19 MR. TRAINOR: No. Is there
 20 discussion that needs to be addressed?
 21 MR. BLACK: I feel like there is. I
 22 don't think there's been any indication in here
 23 that anything was done to address the voting
 24 strength of the organization.
 25 MR. TRAINOR: Correct.

1 From the Credentials Committee that
 2 submitted, they did not alter the voting
 3 strength. There is another proposal that is
 4 addressing 301, the voting strength. What the
 5 Credentials Committee was, is when they actually
 6 get counted as a vote and when payments and that
 7 need to be done. That's what they were
 8 addressing in the Credentials Committee, not the
 9 strength.

10 MR. BLACK: I just think we need to
 11 send it back to committee along with everything
 12 else. I don't think there's anything that has to
 13 be done with this between now and February.

14 PRESIDENT GROFF: I disagree.

15 MR. CONSELYEA: Mr. Chairman?

16 MR. TRAINOR: Go ahead. State your
 17 name.

18 MR. CONSELYEA: Conselyea, Southern
 19 Ohio, Credentials.

20 The committee merely wanted to
 21 clarify fee, hence the membership, when
 22 registrations were accepted and fees paid, so
 23 they can count towards the vote, but also has a
 24 section to clarify who may vote for an
 25 organization. The clarification is on who may

1 vote indirectly for the USSF verbiage in their
 2 bylaws. Nothing having to do with number of
 3 votes.

4 MR. TRAINOR: If there is not a
 5 motion to reconsider, we'll consider that one
 6 passed. Okay. It's passed.

7 Jim, are you ready for yours?

8 There is a proposal by Metro
 9 Virginia/D.C. Do you remember which number yours
 10 was?

11 MR. SADOWSKI: Let me see if I can
 12 find it in the book. Jim Sadowsky, Metro
 13 D.C./Virginia Soccer Association. It's the issue
 14 of insurance.

15 UNIDENTIFIED SPEAKER: Can you to get
 16 the microphone, Jim?

17 UNIDENTIFIED SPEAKER: 178.

18 MR. TRAINOR: Is it 170 or 178?

19 MR. SADOWSKI: Page 170.

20 MR. TRAINOR: Page 170.

21 MR. SADOWSKI: And, Mr. Chair, just
 22 wait. I have got it on the thumb drive so we can
 23 pull it up, because it has been modified to
 24 reflect conversations with the membership.

25 MR. TRAINOR: What is being brought

1 up on the screen is a change to Number -- Page
 2 170 and 171. Metro D.C./Virginia, wanted to make
 3 some change to their proposal, and he's bringing
 4 it forward.

5 MR. SADOWSKI: It is coming up on the
 6 screen. By way of history, I did put out an
 7 e-mail before this meeting.

8 Back in 2005, our state had proposed,
 9 in the fashion that you see it in the book and on
 10 the screen in red tags, two things: one, letting
 11 a player opt out as a player on medical on an
 12 individual basis; and two, allowing the state
 13 association to purchase its own liability
 14 insurance.

15 At the meeting where we did have some
 16 discussion on it before it was referred to
 17 committee, North Texas brought up what I thought
 18 was a legitimate concern: You can't do it on a
 19 player-by-player basis. It doesn't work. It's
 20 unworkable given the nature of the organization.

21 That language is now gone. And also,
 22 discussing the issue with the membership at the
 23 regional meetings and to some extent with the
 24 chairman, there was a -- people didn't like the
 25 use of the term "opt out," so what I did is I

1 took Section 1 b) and in light of Mr. Pinori's
 2 comment to make it simple as to why we need this.

3 It simply now reads as it reads on
 4 the screen: "An organizational member may
 5 purchase its own alternative insurance policy so
 6 long as the alternative policy has adequate
 7 liability coverage to protect the USASA and is
 8 approved by the executive committee."

9 And you will see on the screen, I put
 10 in parentheses, "Board of Directors," because as
 11 of this morning, I was not sure whether that
 12 would happen.

13 So the language, Stephanie, if you
 14 could, get rid of "executive committee" and move
 15 that Board of Directors back over, because that
 16 now exists in this organization.

17 So from what you see in the book.
 18 1(a) is gone. 1(b) is there. It is now simple.
 19 "An organizational member may purchase its own
 20 alternative insurance policy so long as the
 21 alternative policy has adequate liability
 22 coverage to protect the USASA and is approved by
 23 the Board of Directors."

24 Peter was ready with some of his
 25 comments, why do we propose this? People want to

1 know why.
 2 MR. TRAINOR: Before we get there, is
 3 there a second to bring that to the floor for
 4 approval?
 5 UNIDENTIFIED SPEAKER: Second.
 6 MR. TRAINOR: There is a second. Now
 7 get into the discussion.
 8 MR. SADOWSKI: We did this to enhance
 9 the USASA insurance program. And we have seen a
 10 trend, at least in our state, of leagues that are
 11 going to leave because they cannot afford to pay
 12 the participant- portion piece of the insurance
 13 which is roughly \$8 out of 10.
 14 So the reason we proposed this was
 15 not to gut or kill or be a rebel or a renegade,
 16 kill the insurance program. We believe that, as
 17 an enhancement to the insurance program, if we
 18 are allowed to offer a liability-only insurance
 19 policy, we can grow. And we know from the Summit
 20 that we have been tasked with growing our
 21 membership by 50 percent. I can tell you now, as
 22 I said in the e-mail, we are not going to grow by
 23 50 percent. We are going to lose 10 percent
 24 because we have a league that's ready to walk on
 25 us right now with about 1300 players.

1 to do it on their own without having to handcuff
 2 both player participant and accident piece, which
 3 is just a huge cost for them that they're not
 4 willing to bear.
 5 So I'd ask that you support this
 6 proposal as amended, as it is simply an
 7 enhancement to the USASA insurance program to
 8 help us grow.
 9 MR. TRAINOR: Fritz?
 10 MR. MARTH: Fritz Marth, Director,
 11 Region 1, and head of the Insurance Committee.
 12 I would like to address a couple of
 13 points Jim made. First of all, I would like to
 14 address the point of "Ask what we've done to
 15 bring down insurance costs," implying that we
 16 have done nothing to bring down insurance costs.
 17 I will tell you right now, the
 18 Insurance Committee worked very hard to bring
 19 down our insurance costs and, in fact, was able
 20 to get a reduced rate for the policy that we had
 21 last year.
 22 Instead of doing that, we listened to
 23 the membership and, rather than reduce the
 24 premiums, we actually increased the coverage. So
 25 that's going to be the answer to what have we

1 So we want to be able to maintain our
 2 existing membership. We want to be able to go to
 3 those affiliated leagues that are allowed to
 4 operate on a liability-only insurance policy and
 5 say to them, We can do this for you and bring you
 6 into the membership of USASA.
 7 So this is not a death to the
 8 insurance program. And I see that folks are
 9 lining up to tell me that that's what it's going
 10 to be. So when you hear from those persons, ask
 11 them what they're doing to reduce your insurance
 12 costs. It's an enhancement. And we would, of
 13 course, have the approval of the Board of
 14 Directors on this proposal for this policy so
 15 that the Board of Directors can go through that
 16 due diligence and make sure that the coverage
 17 that is found has all the bells and whistles that
 18 it needs to have to make sure that the people up
 19 front sitting at the table are protected, to make
 20 sure that you are protected, to make sure that
 21 the USASA is protected from a liability
 22 standpoint.
 23 So that we again believe that we can
 24 grow as an organization and recruit those
 25 affiliated -- unaffiliated leagues that are able

1 done to reduce our insurance rates. So we have
 2 done something.
 3 I will address the second point. Jim
 4 is also correct that, you know, voting on this
 5 today is not going to kill our insurance program,
 6 but if -- he won't kill it today. And, you know,
 7 there are several states -- probably quite a few
 8 of them, I know in Region 1 from being director
 9 and being on the Insurance Committee, that have
 10 very favorable loss ratios and could go out and
 11 get much cheaper insurance.
 12 But, of course, I think we're all
 13 smart enough to know what happens. When those
 14 states that come forward that have good loss
 15 ratios drop out because they can get cheaper
 16 premiums, what's going to happen to those states
 17 that can't, that don't have those favorable loss
 18 ratios? Are they going to be able to get
 19 insurance for the same premiums they are now?
 20 Well, no, they won't. And it might not happen
 21 when the first state opts out. But when the
 22 first state opts out, and then the second state
 23 opts out, obviously, the ones who are left are
 24 going to be the ones -- and this is not a scare
 25 tactic. This is just -- it's business. It's

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1 macroeconomics. They have -- those premiums are
 2 going to go up.
 3 So we have to make a decision -- and
 4 I'm glad this is on the floor, because it's a
 5 fundamental decision about our organization: Do
 6 we as an organization want to provide for every
 7 player a standard insurance that everybody pays
 8 the same for and some may use more than others?
 9 Or are we going to go to a menu system where
 10 those states that can get cheaper insurance are
 11 going to do it, leaving those states that have
 12 less favorable loss ratios to pay much higher
 13 premiums?
 14 And I look at it as an organization,
 15 just like you belong to any other organization, a
 16 professional organization, a labor union,
 17 whatever it might be, everybody pays the same
 18 dues, and they have the option to use whatever
 19 benefits come with that. Some may use, in our
 20 case, the cups. Region 1 has a tremendous
 21 benefit from the National Cups program. We have
 22 more teams out at the National Cups than all
 23 other regions combined. But we don't pay more
 24 for that, and other regions don't pay less for
 25 that. It's all part of your dues.

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1 It's the same with the insurance. So
 2 we use less insurance, but we're still paying the
 3 same. Everybody gets the benefit, however, of
 4 being in that collective pool.
 5 So just -- you have to ask yourself,
 6 when this comes up, Number 1, what is it going to
 7 do with those states with the less favorable loss
 8 ratios? And two, what do we want this
 9 organization to be about? Are we going to be
 10 menu-driven, or are we going to be for the
 11 members themselves where every member gets the
 12 same benefits, every member pays the same dues,
 13 every member has the right and the eligibility
 14 for those same benefits.
 15 MR. TRAINOR: In the back.
 16 MR. ROONEY: Dan Rooney, president,
 17 Connecticut.
 18 I'm in favor of this proposal. I go
 19 back to the point that Jim made in terms of
 20 growing the membership. I can't grow the
 21 membership with -- my membership in Connecticut
 22 with the current price. I went to an
 23 unaffiliated league final two weeks ago. I met
 24 their president at half-time. The major
 25 stumbling block is the 8, \$10, whatever it is, if

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1 I can charge him \$20 a player. If I can get it
 2 down to 10 or whatever, I will get that league.
 3 I can't recruit leagues based on the current
 4 prices.
 5 Thank you.
 6 MR. DAVEY: Bill Davey, Region 2.
 7 I heard -- and I want to speak
 8 against this for the simple reason that all I
 9 have heard today is national focus, national
 10 focus, national focus. This doesn't seem like a
 11 national membership enhancement program to me.
 12 It seems more like a state interest-type program.
 13 MR. TRAINOR: Okay. And I will --
 14 I'll also -- if you look at the recommendation of
 15 the -- I will let you talk -- if you look at the
 16 recommendation of the Rules Committee, when they
 17 looked at this, they had the same concerns that
 18 were just expressed by Bill and a few others is
 19 that what will happen in the future, and it is a
 20 concern of ours. As the Rules Committee is
 21 aware, it goes forward.
 22 Tim?
 23 MR. BUSCH: Tim Busch from
 24 Washington.
 25 I have a couple, maybe three,

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1 different concerns. One is under Jim's proposal,
 2 our new executive board decides what parity is on
 3 insurance, and I'm not sure that if we were to
 4 move this direction that would be necessarily in
 5 our interests.
 6 Secondly, I really am in the same
 7 camp as Fritz. For a number of us around the
 8 country, we think USASA has predominantly been
 9 reduced to being our insurance carrier and not
 10 providing us a heck of a lot more information
 11 that they have or much value. So I'm really with
 12 Fritz, and I really appreciate what he said.
 13 You either -- if you are going to be
 14 an organizational member, you are going to be an
 15 organizational member. If you are going to lose
 16 somebody over two bucks, then next week, you are
 17 going to lose them over 50 cents, and the next
 18 week, it's going to be over, cover the grass or
 19 the fields that they get to play on. I mean, we
 20 either have a national organization or we don't.
 21 And finally, I don't think, at this
 22 point, it's appropriate for us to consider
 23 anything of this magnitude, whether it's this
 24 issue or the proposal from Idaho on voting
 25 strength, because I don't think we have enough

1 people to get a two-thirds vote. And so if we're
2 going to vote on something, I demand that we call
3 a roll of the states, because this is a real lean
4 group to be making a serious decision like this.

5 MR. TRAINOR: And that's what we're
6 currently addressing is what constitutes the vote
7 at this point. If it's two-thirds of those cast
8 as they're cast or two-thirds of the original?
9 And we'll get back to you in a few moments.

10 MR. PINORI: Peter Pinori from
11 Eastern New York.

12 A few years ago, there was a fellow
13 that comes to mind in Long Island, that he had a
14 league, about 12 teams, a women's league. And he
15 was convinced that the insurance was too much for
16 them. Then around, in about, what happened, I'm
17 sorry, it's too much for the insurance. He did
18 it on his own. He took the money from the girls.
19 He made a few dollars. A girl got hurt. She's a
20 quadriplegic in a chair, and her father is a
21 lawyer. And the father went after him so bad
22 that he left his house. Up until today, we don't
23 know where the man is.

24 Now, Jim has got a point. In New
25 York, we have a lot of Mexican leagues that they

1 think we have a quorum and we need to vote.
2 There's no evidence at all, zero,
3 that your costs are going to go up.

4 MR. TRAINOR: We need you to talk
5 into the mic.

6 MR. SADOWSKI: The people who are
7 voting are mostly right here.

8 There's no evidence at all that your
9 costs are going to go up on this proposal. In
10 fact, there's evidence now that we're paying too
11 much for the insurance because we know the
12 insurance company just doubled our coverage.
13 Just like that. Without a dollar more. And why
14 would they do that? Why would a business in that
15 business just double our coverage on a
16 participant accident? Because it wasn't a
17 profit-generating revenue for them. They have
18 already done the analysis. We're not going to
19 lose any more money on them.

20 So I agree that we have to make sure
21 that we can all stay protected, and those with
22 loss ratios, they may be good, based upon all
23 those others, but there's no evidence that that's
24 going to happen. None. It's up to your task.

25 And I told you coming in here that

1 are being run by people that's making money. You
2 don't know how many times that I've been
3 approached for them to cut insurance and all of
4 those problems with money. Never to play soccer
5 organized. And, so, please, that would be a
6 terrible thing for us to be exposed to somebody
7 suing and then what are we going to do about it.
8 Just be careful.

9 MR. TRAINOR: Any other discussion?
10 And we're still working on the two-thirds as to
11 what constitutes it at this time.

12 MR. SADOWSKI: Jim Sadowski.

13 If I may address the chairman and
14 some of the responses to what's been said.
15 Number 1, Mr. Hamilton, I believe once a quorum
16 is established for purposes of conducting a
17 meeting, as long as you have a quorum, the
18 meeting continues.

19 MR. HAMILTON: That's correct, unless
20 the bylaws say otherwise.

21 MR. SADOWSKI: And so I find it odd
22 that now, all of a sudden when this proposal
23 comes up here, we all of a sudden have to count
24 and make sure who is here, when we didn't do that
25 for everybody else. As a matter of fairness, I

1 there is evidence, real evidence, that we're
2 going to lose members. I can't say this enough.
3 We are going to lose a 1300-player league that's
4 going to drop our numbers down. When that league
5 goes, the others are going to follow. And
6 they're going to say, if they can go and do it on
7 their own, they're gone.

8 So we're not doing this -- we're
9 doing this out of survival to some extent.

10 Secondly -- or thirdly, we got a
11 proposal from Mass that's up here. They have got
12 a unique legislative situation where they need to
13 get rid of that insurance. That is coming for
14 all of us. When health insurance becomes more
15 prominent, the number of players that are going
16 to need this type of coverage is going to go
17 down. We need to get ahead of this curve now so
18 that we can have a -- how much better do we look
19 if we can say to a league, We have this type of
20 insurance, we have this type of insurance, we
21 have this type of insurance, we have this type of
22 insurance. That's what we have now. We have a
23 menu.

24 You can raise it. You can pay more
25 money. You can get your coverage by paying more

1 money. We have a menu system. But we're not
 2 going to a menu system. We're adding the number
 3 of things that you can eat on the menu, to refute
 4 those members who want to eat that. The
 5 unaffiliated leagues that are surviving are
 6 surviving with their own. And I love the
 7 Insurance Committee. I think all the committees
 8 here do hard work. But on this particular issue,
 9 they haven't looked at it, and they haven't
 10 helped us, and we asked for it five years ago.

11 All we're saying is we will take the
 12 risk. We will lay ourselves out there and be the
 13 one that does this, included that, and that's the
 14 real harm.

15 PRESIDENT GROFF: Jim, will you
 16 accept a friendly amendment? This is a
 17 significant issue. If it should pass, the
 18 effective date would be September 1st, 2011.

19 MR. SADOWSKI: Correct.

20 PRESIDENT GROFF: Okay. This is not
 21 something -- if it passes, it will not happen
 22 next week. For this entire year, the contract is
 23 in place. Is that amendment accepted?

24 MR. SADOWSKI: Yes.

25 MR. MARTH: I would just like to

1 clarify one point -- actually, correct one point.
 2 Jim, you said the insurance company raised our
 3 coverage without raising our premium, and they
 4 just did that because they're making just so much
 5 money off of our policy. I would just like to
 6 tell everybody, that's out-and- out false. We
 7 are paying more for that enhanced coverage.

8 The player isn't paying more, because
 9 USASA is taking the money that normally would
 10 have gone into the insurance reserve and is
 11 paying that. So we got a higher coverage. We're
 12 also paying a little higher premium.

13 Two, everybody is at risk. It's not
 14 like the state opts out and that state takes the
 15 risk. That state opts out, we all take the risk.

16 So I just -- like I say, I just
 17 wanted to clarify those two points.

18 And aside, when you look at the loss
 19 ratio and all the money that the insurance
 20 company is supposedly making, insurance companies
 21 typically work on a 60 percent loss ratio. Right
 22 now, our loss ratio, just from the numbers that I
 23 looked at last week, we're running just over --
 24 we're probably around 50 to 55 percent. So it's
 25 not like our loss ratio -- yeah, we're doing a

1 little better this year, that's great, because we
 2 get a rebate from that; but it's not as if our
 3 loss ratio is down 25 percent and the insurance
 4 company is making a ton of money on us.

5 We negotiated a very good rate. We
 6 had some tough bargaining with the insurance
 7 company. We were able to get a better plan for a
 8 little bit more increase in money.

9 So just to clarify those points.

10 MR. BUSCH: Dan, Tim Busch,
 11 Washington.

12 I want to address this to
 13 Mr. Sadowski, because, Jim, I understand your
 14 sincerity, your state association. But if you
 15 know the dynamics in my state, our greatest
 16 growth are amongst ethnic leagues. We are very
 17 pleased that USASA has been able to jump up to
 18 the \$25,000 max on the insurance, and from the
 19 standpoint of our association, we -- with 14,000
 20 players, we fund -- we're the third largest
 21 association in the country -- we fund lots of
 22 programs where we see little benefit coming back.

23 And we're not really interested down
 24 the road in sucking it up one more time and
 25 having to pay for the increases of the insurance,

1 which is likely to come in a smaller pool. So,
 2 again, either we have a national organization, or
 3 we opt out where we want to opt out, and we just
 4 have to oppose this at this point.

5 MR. MARION: Andy Marion, South
 6 Carolina.

7 I just have a question really for Jim
 8 is that how he means this to be effective,
 9 because the way the bylaw is worded here, it's an
 10 organizational member. That means the whole
 11 association would have to opt out, not just a
 12 league, so I'm just curious as to how this would
 13 work.

14 MR. SADOWSKI: Thank you, Andy. How
 15 this would work would be that were we to decide
 16 to pursue our own insurance policy, we would then
 17 bid that out, get a quote, or get the coverage
 18 limits. We would then submit that to the
 19 Executive Committee, just as their state
 20 associations have done that, and the Executive
 21 Committee would need to vet that insurance policy
 22 with our insurance company, as they did. And
 23 once those measures were -- once it was fully
 24 vetted and once it was determined that you were
 25 adequately covered, your risk is covered, then

1 the Executive Committee would approve it, and
 2 then we would be able to purchase that policy and
 3 use it, effective not until September 1, 2011.
 4 Does that answer the question?
 5 MR. TRAINOR: Okay. I'm going to
 6 call the vote. And the way we are going to get
 7 to this is it's still a two-thirds majority of
 8 the votes cast. So, we are going to have to
 9 count those "for," those "against," and those
 10 "abstaining" so that we can figure out if the
 11 vote meets the criteria of two-thirds.
 12 So, the -- a "yes" vote says what's
 13 written up here and is proposed by Metro
 14 Virginia/D.C. All those in favor, raise your
 15 "yes" cards.
 16 We got them all. Okay. Go ahead and
 17 put them down.
 18 Those opposed? Put up your "nos."
 19 Okay. Use your "yes" card on this.
 20 If you are abstaining, put up your "yes" cards
 21 for abstention. Abstaining only. Abstaining
 22 from the vote. Put up your "yes" cards, and the
 23 reason for this is to determine the total number
 24 of votes cast so that we can figure out if we've
 25 got the two-thirds majority.

1 so I would just like clarification on that.
 2 PRESIDENT GROFF: It's the chair's
 3 discretion.
 4 MR. TRAINOR: I'm being told that
 5 it's the chair's discretion. So normally, I
 6 would allow people to speak. And right we're
 7 down to the end. We only have got like two or
 8 three left.
 9 MR. ROONEY: I didn't know.
 10 MR. TRAINOR: Thank you.
 11 Let's, while this is still going on,
 12 get a motion to bring Bylaw 2 -- wait. Wait.
 13 Get the right words -- Bylaw 301 on 172 -- I'm
 14 just being told that that's going to be pulled
 15 and moved to the next one. Any other ones you
 16 want considered?
 17 MR. BUSCH: No. That's fine.
 18 MR. TRAINOR: So, I think once we can
 19 deal with this, we will finally be done.
 20 Okay. That particular proposal by
 21 Number 215 did not pass by the votes cast.
 22 And that concludes -- I should have
 23 taken Mike Edwards' suggestion and gotten
 24 everybody to come up and say what we wanted to
 25 vote for and then get the actual vote. We would

1 Okay. You can put those down, and we
 2 will have that in a second.
 3 There are going to be -- the next one
 4 that we will be considering is on Page 172, Bylaw
 5 301, which is a change to the voting strength.
 6 And there is a change that was submitted to this
 7 that will be the total numbers on (e) and (f) in
 8 the proposed changes. And what it will be, if we
 9 bring it to the floor is (e) will say 9,601 to
 10 12,000, and then (f) will be over 12,000 gets six
 11 votes. That's what we will be going for.
 12 Dan.
 13 MR. ROONEY: Dan Rooney. Can I ask a
 14 quick question?
 15 Under Robert's Rules, in the
 16 discussion of the motion, second discussion, I
 17 thought only a single person could speak once.
 18 Am I wrong? Or can they come up and speak again.
 19 MR. TRAINOR: We're getting into
 20 Robert's which I unfortunately do not know. So
 21 state your name, please.
 22 MR. ROONEY: Dan Rooney, Connecticut.
 23 MR. TRAINOR: I can see you; she
 24 can't.
 25 MR. ROONEY: I'm not sure of this,

1 have been out of here soon.
 2 Anyway, thank you for all your time.
 3 It's a lot of work. Some of this will come back
 4 again, but I think we will have a better idea on
 5 what we're dealing with at that time.
 6 Thanks.
 7 PRESIDENT GROFF: Thanks, Dan. And
 8 thank each of you for hanging in to the end of
 9 that session. We needed your votes to make
 10 decisions.
 11 I think we have fulfilled the
 12 requirement of leadership now. And now what we
 13 need to fulfill is --
 14 MR. FALCONE: Mr. President, I have a
 15 request to make.
 16 Mr. President, since we dealt with --
 17 Anthony Falcone, Deputy Director Region 1.
 18 Since we dealt with a number of
 19 changes to our bylaws, I would like to put in a
 20 request that as these new changes are being
 21 incorporated into our bylaws that a draft copy be
 22 made that shows the changes that were actually
 23 made, in other words, what was removed from the
 24 current bylaws, what has been added, what has
 25 been edited; that it be put in and sent out by

1 e-mail; posted on our web site. This way we have
2 a chance to review the actual changes that we
3 made before we publish or while we're publishing
4 the current -- the newest version of the bylaws.

5 Is that understood? My request.
6 PRESIDENT GROFF: Your suggestion is
7 clearly understood. As a member of the Executive
8 Committee, I am sure you will follow up on that
9 request. Board of Directors.

10 Just give me a second.
11 The Membership Committee was going to
12 make a suggestion of how we're going to double
13 our size with a 10-minute to 30-minute
14 presentation today. That will now be done by
15 e-mail and by letter and posting on the web site.

16 Is John Sutter still here?
17 MR. BLACK: No, he had a 11:30
18 flight.

19 PRESIDENT GROFF: John Sutter, as
20 president of U.S. Youth Soccer, was going to make
21 a presentation. He is no longer here. That is
22 also off the agenda.

23 The next three items on the agenda
24 will be as follows.
25 The budget. Okay. Now, before we do

1 This outlines the fees. Very
2 quickly, state affiliation fee is \$100.
3 Player registration fee is \$15,
4 except for Massachusetts. There is a coaching
5 registration fee if they want to register.
6 Regional league, affiliation fee is
7 2,500. This is an annual fee.
8 National league is 5,000.
9 The regional elite team fee is 250.
10 The national affiliation fee is
11 1,000.
12 The national associate affiliate fee
13 is 500.

14 I forgot the regional league team is
15 125. And I forgot the indoor special-event
16 player fee of 13.50.

17 Are there any questions? Is there
18 any discussion?

19 Could I have a motion to approve the
20 USASA fee schedule for 2010 and 2011?

21 MR. BLACK: So move.
22 UNIDENTIFIED SPEAKER: So move.
23 MR. CAPAN: Second.
24 PRESIDENT GROFF: Any discussion?
25 All in favor, say aye? Opposed? It

1 the budget, I really think it makes sense to do
2 the other two items first, so we can set the
3 fees, and then do the budget.

4 So the first item is the insurance
5 program. And what you're voting on -- and we
6 will have discussion -- is the insurance program
7 has been approved by the Board of Directors.
8 It's been mailed to you. It's been discussed all
9 weekend. It includes the component of a player
10 registration fee of \$15 for everyone except
11 Massachusetts, and that player registration fee
12 will be \$10 because they have a liability-only
13 policy that has been explained to you in detail.

14 Is there someone who would make a
15 motion to accept the insurance plan as approved
16 by the Board of Directors?

17 MR. BLACK: So move. North Texas.
18 PRESIDENT GROFF: Is there a second?
19 MR. CAPAN: Second.
20 PRESIDENT GROFF: Any discussion?
21 All those in favor, say aye?
22 Opposed?

23 (Motion passes.)
24 PRESIDENT GROFF: Stephanie, can you
25 put the fees up on the board?

1 passes.
2 (Motion passed.)
3 PRESIDENT GROFF: Tony, do we still
4 have the budget chair here. The budget chair had
5 to leave. Tony and I will ask you to give -- are
6 there any questions on the budget?
7 Is there a motion -- what the
8 treasurer has announced, to make sure you
9 understand, this budget started on September 1st,
10 2010. It goes to August 31st, 2011.

11 Is there a motion to approve the
12 budget?
13 UNIDENTIFIED SPEAKER: Motion to
14 approve.

15 PRESIDENT GROFF: A second?
16 UNIDENTIFIED SPEAKER: Second.
17 PRESIDENT GROFF: Second.
18 All those in favor, say aye?
19 Opposed?

20 MR. BLACK: Discussion?
21 PRESIDENT GROFF: Okay. I asked for
22 discussion earlier.
23 MR. BLACK: No, no, you asked if
24 there were any questions concerning the budget.
25 PRESIDENT GROFF: Let's have

1 discussion. I heard your voice before the vote
 2 was taken.
 3 MR. BLACK: Thanks.
 4 PRESIDENT GROFF: I was on a roll. I
 5 thought we could keep going, Bob.
 6 MR. BLACK: You were doing great.
 7 Hey, I will make this quick. I'm sure everyone
 8 will understand it.
 9 On Page 199, we have select team
 10 committee programs and MLS partnership, WPS
 11 partnership, USL player ID partnership. I would
 12 like to ask that those items be moved -- that
 13 they be brought back to the next meeting as
 14 amendments when we have an outlined program that
 15 defines what these funds are being spent for.
 16 PRESIDENT GROFF: Is that acceptable
 17 to the chair of that committee? That chair
 18 accepts that. So with that amendment, there will
 19 be a \$43,000 surplus to the budget; is that
 20 correct?
 21 MR. FALCONE: Yes.
 22 PRESIDENT GULATI: And then we will
 23 discuss that at the AGM next year.
 24 Any other discussion?
 25 Do we need a motion? Bob, you made a

1 Thank you.
 2 MR. GROFF: It's an excellent
 3 suggestion, and it will be seriously considered.
 4 MS. ROONEY: Cara Rooney,
 5 D.C./Virginia.
 6 And I have the same suggestion. And
 7 I would just say that we got a schedule. We knew
 8 what time we had to be here until, and I
 9 understand flights are difficult, but our
 10 membership has paid for most of us to attend.
 11 And we're here because we're representing those
 12 members. And it is disappointing that so many
 13 people, for such a big meeting, an important
 14 meeting with so much on our agenda, aren't here.
 15 And I think that we do a disservice to our
 16 membership. And I know that many people had no
 17 choice on account of travel and other
 18 arrangements, but at the same time, we need to
 19 revisit.
 20 We also need to do more in between
 21 meetings. I think some of the points about the
 22 bylaw changes and people feeling that there
 23 wasn't enough explanation or time, we need to
 24 find a way to communicate better, whether it be
 25 an online forum, whether it be Google Docs. I

1 motion to amend the budget?
 2 MR. BLACK: Yes.
 3 PRESIDENT GROFF: Was there a second?
 4 MR. CAPAN: Second.
 5 PRESIDENT GROFF: All those in favor
 6 of that amendment, say aye? Opposed?
 7 (Motion passes.)
 8 PRESIDENT GROFF: Now, I will call
 9 the question on the budget. All those in favor,
 10 say aye? Opposed?
 11 (Motion passes.)
 12 PRESIDENT GROFF: The budget passes.
 13 Is there any other new or unfinished
 14 business that we need to take care of now? Please
 15 come to the microphone.
 16 MR. ROONEY: Does this one work? Dan
 17 Rooney, Connecticut.
 18 We just had a big meeting, and the
 19 room is half empty. I would think we need to
 20 consider moving this meeting to Saturday, going
 21 forward. It's just my opinion and the opinion of
 22 some other people. I would rather come here for
 23 two full days than one full day, one half day and
 24 one half day. I think we can get more done.
 25 It's just a suggestion to the Board.

1 don't know what the solution is, but I think that
 2 that's something that we need to investigate by
 3 the body, because it's just not working to have
 4 two meetings a year. And every meeting I've
 5 attended, I feel that so very little is actually
 6 produced, and I do have to go back to my board
 7 and explain what we did here. And I struggle to
 8 do that.
 9 PRESIDENT GROFF: Cara, your comments
 10 are excellent. And I can tell you as the
 11 president, you will never have a rules, bylaw
 12 change proposal again without having both the
 13 proposal, the prior document, and the rationale.
 14 I think that would have helped everyone. And we
 15 will. And I'm sure the new Governance Task Force
 16 Committee will follow that recommendation.
 17 MS. ROONEY: I actually did read all
 18 the bylaws even on the way up here, and I did see
 19 comments which provided me with rationales, so I
 20 did actually have difficulty with some people not
 21 necessarily understanding. So that was not my
 22 issue, but if that is something that people can
 23 do in the future, I don't think that would hurt.
 24 PRESIDENT GROFF: Thanks.
 25 Does anyone else have a comment?

1 Good of the Game. For those of you
 2 who did add your name to the World Cup supporters
 3 list, we appreciate it, but the hour is late, and
 4 we will not make a sales pitch at this time.

5 MR. FALCONE: Tony Falcone, Region 1
 6 Deputy Director.

7 For the Good of the Game, I attended
 8 back in the July a National Cup finals, and first
 9 of all, the competition was great. A lot of good
 10 teams. Believe it or not, some guy was passing
 11 an e-mail about the Myths in Soccer, and I think
 12 he forgot to mention the myth that are no teams
 13 in Oregon. But I saw a pretty good player team
 14 at the over-30s competition from Oregon that
 15 played very well -- I'm trying to remember -- I
 16 think they were at the finals set, they won -- I
 17 can't recall right now.

18 But just to let everyone understand
 19 there are soccer teams in Oregon, and they're
 20 good teams.

21 But the reason I'm up here is I would
 22 like to commend the United German Hungarian club.
 23 They did a fantastic club hosting that event.
 24 They had so many volunteers come out making sure
 25 that it was a great weekend for us. And I'm just

1 REPORTER'S CERTIFICATE

2
 3 I, DEBRA K. RESLING, RMR, and Certified
 4 Realtime Reporter appointed to take the meetings of
 5 the U.S. Adult Soccer Association, do certify that
 6 the within proceedings of the Midyear National
 7 Council Meeting were taken by me stenographically in
 8 Philadelphia, Pennsylvania, on October 10, 2010, then
 9 reduced to typewritten form consisting of 179 pages
 10 herein; that the foregoing is a true transcript of
 11 the proceedings had.
 12
 13

14 In witness hereof I have hereunto set my hand
 15 this 20th day of October, 2010.
 16
 17

18 Debra K. Resling, CSR, CRR, RMR
 19 Registered Merit Reporter
 20 and Notary Public.
 4 Cheyenne Blvd.,
 Colorado Springs, CO 80905

21 My commission expires February 28, 2013

1 here to thank -- I don't know if we have any
 2 representatives from the club here at the
 3 moment -- but I'm just here to thank them for the
 4 fine effort. Werner, for you, you did a good
 5 job.

6 (Applause.)

7 PRESIDENT GROFF: In light of that,
 8 also, Mass Soccer did a fantastic job with the
 9 Veterans Cup. Jim Bollinger and his staff did an
 10 excellent job this weekend. We all appreciate
 11 everything you do.

12 What else? I have something else.
 13 Now stand up. Let's adjourn and give yourselves
 14 a nice round of applause for sticking around.

15 (Applause.)

16 PRESIDENT GROFF: Meeting adjourned.
 17 (Adjourned at 12:15 p.m.)
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