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1 PROCEEDINGS

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7 UNITED STATES ADULT SOCCER ASSOCIATION

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10 NATIONAL COUNCIL MEETING

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12 Annual General Meeting

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15 San Antonio Marriott Rivercenter

16 San Antonio, Texas

17 February 26, 2016

18 12:30 p.m. - 2:35 p.m.

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21 Transcript provided by

22 Debra K. Resling, RMR, CRR

23 Resling Sportsript, Inc.

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1 (Commencing at 12:30 p.m.)

2 PRESIDENT MOTTA: Okay. Good afternoon,

3 everyone. National Council members, welcome to San

4 Antonio, and welcome to our Annual General Meeting of

5 2016.

6 Before we get started, could everybody

7 stand and join myself and Jannick Garcia to recite

8 the Pledge of Allegiance.

9 (Pledge of Allegiance recited.)

10 PRESIDENT MOTTA: Thank you. Thank

11 you, Jannick, good job.

12 Next, I would like everyone to bow

13 their heads so we can take a Moment of Silence to

14 remember those of our soccer family and our own

15 personal families and friends that have gone

16 before us.

17 (Moment of silence.)

18 PRESIDENT MOTTA: Next on the agenda

19 we'll have our Roll Call, and I'll call on

20 Darius, our Credentials chairperson to do the

21 roll call.

22 MR. EJLALI: Hello, all. As I go

23 through the states, if I don't hear you, I will

24 do a second call for those that have not

25 responded the first time. When you hear your

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16 Committees 13 2

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20 Bylaws, and Policies 32 18

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1 state association, please stand up, and read your

2 credentials to receive your voting packs.

3 (The following represents the roll call

4 being called by Mr. Ejlali; the answers by the

5 respective parties.)

6 Q John Motta?

7 A Present.

8 Q Arthur Mattson?

9 A (No response.)

10 Q Shonna Schroedl?

11 A Here.

12 Q Lori Stoneburner?

13 A Here.

14 Q Werner Fricker?

15 A Here.

16 Q Cezar Wasecki?

17 A Here.

18 Q Fritz?

19 A Here.

20 Q Tony Falcone?

21 A Here.

22 Q Scott Mapes?

23 A (No response.)

24 Q John Kahmke?

25 A Here.

5	<p>1 Q Bill Davey?</p> <p>2 A Here.</p> <p>3 Q Nick Calabro?</p> <p>4 A Here.</p> <p>5 Q Dyanne Pugliese?</p> <p>6 A Here.</p> <p>7 Q Wayne Wilson?</p> <p>8 A Here.</p> <p>9 Q Rob LaVieille?</p> <p>10 A Here.</p> <p>11 Q Darius Ejlali?</p> <p>12 A Here.</p> <p>13 Q Karon Beyer?</p> <p>14 A Here.</p> <p>15 Q Nick Calabro?</p> <p>16 A Here.</p> <p>17 Q Paul Scherer?</p> <p>18 A Here.</p> <p>19 Q Sergio Bolioli?</p> <p>20 A Here.</p> <p>21 Q Roy Carlson?</p> <p>22 A Here.</p> <p>23 Q Roger Hamilton?</p> <p>24 A Here.</p> <p>25 Q Alabama, 3?</p>	7	<p>1 Q Hawaii, 2?</p> <p>2 A Here.</p> <p>3 Q Idaho, 3?</p> <p>4 A Here.</p> <p>5 Q Illinois, 4?</p> <p>6 A Present.</p> <p>7 Q Indiana, 4?</p> <p>8 A Here.</p> <p>9 Q Iowa, 3?</p> <p>10 A Here.</p> <p>11 Q Kansas, 3?</p> <p>12 A Here.</p> <p>13 Q Kentucky, 3?</p> <p>14 A Here.</p> <p>15 Q Louisiana, 4?</p> <p>16 A Here.</p> <p>17 Q Maryland, 3?</p> <p>18 A Here.</p> <p>19 Q Massachusetts, 6?</p> <p>20 A Here.</p> <p>21 Q Metro D.C., Virginia, 5?</p> <p>22 A Here.</p> <p>23 Q Michigan, 4?</p> <p>24 A Present.</p> <p>25 Q Minnesota, 4?</p>
6	<p>1 A Here.</p> <p>2 Q Alaska, 3?</p> <p>3 A Here.</p> <p>4 Q Arizona, 4?</p> <p>5 A Here.</p> <p>6 Q Arkansas, 3?</p> <p>7 A Here.</p> <p>8 Q Cal North, 4?</p> <p>9 A Here.</p> <p>10 Q Cal South, 5?</p> <p>11 A Present.</p> <p>12 Q Colorado, 3?</p> <p>13 A Here.</p> <p>14 Q Connecticut, 4?</p> <p>15 A (Indicating.)</p> <p>16 Q Delaware, 1?</p> <p>17 A Here.</p> <p>18 Q Eastern New York, 4?</p> <p>19 A Here.</p> <p>20 Q Eastern Penn, 3?</p> <p>21 A Here.</p> <p>22 Q Florida, 5?</p> <p>23 A Here.</p> <p>24 Q Georgia, 3?</p> <p>25 A Here.</p>	8	<p>1 A Here.</p> <p>2 Q Mississippi, 1?</p> <p>3 A (No response.)</p> <p>4 Q Missouri, 2?</p> <p>5 A (No response.)</p> <p>6 Q Montana, 2?</p> <p>7 A (No response.)</p> <p>8 Q Nebraska, 2?</p> <p>9 A Here.</p> <p>10 Q Nevada, 1?</p> <p>11 A Present.</p> <p>12 Q New Hampshire, 1?</p> <p>13 A Here.</p> <p>14 Q New Jersey, 4?</p> <p>15 A Here.</p> <p>16 Q New Mexico, 4?</p> <p>17 A Here.</p> <p>18 Q North Carolina, 5.</p> <p>19 A Here.</p> <p>20 Q North Dakota, 2?</p> <p>21 A (No response.)</p> <p>22 Q North Texas, 6?</p> <p>23 A Here.</p> <p>24 Q Ohio North, 3?</p> <p>25 A Here.</p>

9	<p>1 Q Oklahoma, 3?</p> <p>2 A Here.</p> <p>3 Q Oregon, 4?</p> <p>4 A Here.</p> <p>5 Q Pennsylvania West, 3?</p> <p>6 A Present.</p> <p>7 Q Rhode Island, 2?</p> <p>8 A Present.</p> <p>9 Q South Carolina, 3?</p> <p>10 A (No response.)</p> <p>11 Q Please speak up.</p> <p>12 South Dakota, 1.</p> <p>13 A Here.</p> <p>14 Q Southern Ohio, 2?</p> <p>15 A Here.</p> <p>16 Q Tennessee, 4?</p> <p>17 A Here.</p> <p>18 Q Texas South, 3.</p> <p>19 A Here.</p> <p>20 Q Utah, 2?</p> <p>21 A Here.</p> <p>22 Q Vermont, 2?</p> <p>23 A (No response.)</p> <p>24 Q Washington, 5?</p> <p>25 A Here.</p>	11	<p>1 Q SAY, 1?</p> <p>2 A (No response.)</p> <p>3 Q U.S. Club, 4.</p> <p>4 A Here.</p> <p>5 Q WCSA, 3?</p> <p>6 A Here.</p> <p>7 Q NSL, 1.</p> <p>8 A Right here.</p> <p>9 Q I'm going to go through the folks</p> <p>10 that I did not hear from.</p> <p>11 Arthur Mattson?</p> <p>12 A (No response.)</p> <p>13 Q Scott Mapes?</p> <p>14 A (No response.)</p> <p>15 Q Mississippi?</p> <p>16 A (No response.)</p> <p>17 Q Missouri?</p> <p>18 A (No response.)</p> <p>19 Q Montana?</p> <p>20 A (No response.)</p> <p>21 Q North Dakota?</p> <p>22 A (No response.)</p> <p>23 Q Vermont?</p> <p>24 A (No response.)</p> <p>25 Q USL?</p>
10	<p>1 Q West Virginia, 1?</p> <p>2 A Here.</p> <p>3 Q Western New York, 4?</p> <p>4 A Here.</p> <p>5 Q Wisconsin, 2?</p> <p>6 A Here.</p> <p>7 Q Wyoming, 1?</p> <p>8 A Here.</p> <p>9 Q USL, 3?</p> <p>10 A (No response.)</p> <p>11 Q WPSL, 3?</p> <p>12 A Here.</p> <p>13 MR. EJLALI: Can we have our</p> <p>14 Credentials Committee helping so --</p> <p>15 MS. SCHERER: USL?</p> <p>16 Q WPSL.</p> <p>17 A Here.</p> <p>18 MS. SCHERER: WPSL, could you come up</p> <p>19 here, please?</p> <p>20 Q NPSL, 3?</p> <p>21 A Here.</p> <p>22 Q AYSO, 3?</p> <p>23 A Here.</p> <p>24 Q MSSL, 1?</p> <p>25 A Here.</p>	12	<p>1 A (No response.)</p> <p>2 Q SAY?</p> <p>3 A (No response.)</p> <p>4 PRESIDENT MOTTA: Okay. While the</p> <p>5 Credentials Committee does their work and do the</p> <p>6 vote count, we will move on with the agenda and</p> <p>7 try to get people out of here in record timing.</p> <p>8 Next on the agenda would be the</p> <p>9 Confirmation of Minutes of last year's 2015</p> <p>10 mid-year meeting. Is there any corrections or</p> <p>11 any additions you would like to make to the</p> <p>12 minutes?</p> <p>13 Seeing none --</p> <p>14 UNIDENTIFIED SPEAKER: Move to accept</p> <p>15 the minutes.</p> <p>16 PRESIDENT MOTTA: Okay. Gerhard</p> <p>17 moves to accept the minutes. Second?</p> <p>18 UNIDENTIFIED SPEAKER: Second.</p> <p>19 MR. SCHERER: Second.</p> <p>20 PRESIDENT MOTTA: Any corrections?</p> <p>21 If not, we will move to accept. Thank you.</p> <p>22 (Motion passed.)</p> <p>23 PRESIDENT MOTTA: Next on the agenda,</p> <p>24 we have Communications. I don't have any</p> <p>25 communications to present to the council, so</p>

<p style="text-align: right;">13</p> <p>1 we'll move on.</p> <p>2       The Reports of Officers and Standing</p> <p>3 Committees. I'm going to start by, I'm going to</p> <p>4 start with a short video that we'll be putting up</p> <p>5 on the screen. I want everybody to really pay</p> <p>6 good attention to this video. It doesn't relate</p> <p>7 to soccer, but it relates to what our world is</p> <p>8 like today. It was done by Coca-Cola, and the</p> <p>9 information on that, when I first saw this video,</p> <p>10 is definitely mind-boggling. It moves quick, so</p> <p>11 if you're a slow reader, you might miss part of</p> <p>12 it, but it's a quick thing, so just keep up with</p> <p>13 it. It's going to show you how quick our world</p> <p>14 is changing today, and what's happening in the</p> <p>15 world today.</p> <p>16       And I want you to just take a look at</p> <p>17 it and read the captions and see how powerful</p> <p>18 they are, because I want to relate to it, as it</p> <p>19 relates to our organization, after we finish the</p> <p>20 video. So please look at it and pay close</p> <p>21 attention.</p> <p>22       (Video shown.)</p> <p>23       PRESIDENT MOTTA: I guess the</p> <p>24 technology here is as good as the technology</p> <p>25 they're talking about, right?</p>	<p style="text-align: right;">15</p> <p>1 it's very difficult to swallow as an</p> <p>2 organization, but sometimes we have to make</p> <p>3 difficult decisions, and I hope we get the buy-in</p> <p>4 from you people because we have to be in tune</p> <p>5 with what's going on in the world.</p> <p>6       So just keep that in the back of your</p> <p>7 mind, and hopefully, we come forward together as</p> <p>8 an organization to make us a lot better and a lot</p> <p>9 more powerful than we are today. So I hope you</p> <p>10 enjoyed that video.</p> <p>11       Next, I want to talk to you a little</p> <p>12 bit -- well, first of all I want to thank Rob</p> <p>13 LaVielle, who has been a board member with us for</p> <p>14 quite a few years, and Rob lost an election this</p> <p>15 morning in Region 3, and I just want everybody to</p> <p>16 thank, publicly thank, Rob for his service on the</p> <p>17 board.</p> <p>18       (Applause.)</p> <p>19       PRESIDENT MOTTA: I'm going to let</p> <p>20 Darius do the Credentials Report, and then I'll</p> <p>21 continue with my report.</p> <p>22       MR. EJLALI: Of 212 possible votes,</p> <p>23 we have 194 total, 97 is a simple majority, 130</p> <p>24 is the two-thirds vote.</p> <p>25       PRESIDENT MOTTA: Okay. Thank you.</p>
<p style="text-align: right;">14</p> <p>1       Thank you.</p> <p>2       So we read the last thing. How do we</p> <p>3 fit in? If you really watched that video, the</p> <p>4 world is changing right before our eyes faster</p> <p>5 than anything ever before, and it's going to get</p> <p>6 quicker. So the message is, as an organization,</p> <p>7 we need to be in tune with what's going on out</p> <p>8 there, and we got to be willing to change,</p> <p>9 because if we don't change, all that stuff that</p> <p>10 you saw up there, it's going to go right by us;</p> <p>11 see it go right by us. And I'm not saying we</p> <p>12 have to change the way we do everything, but we</p> <p>13 have to have our minds open in doing some change,</p> <p>14 because the world is constantly changing, minute</p> <p>15 by minute, second by second.</p> <p>16       So I just wanted to show this,</p> <p>17 because when I saw it in my corporate office, I</p> <p>18 was -- I was blown away.</p> <p>19       This is what I saw there, and I said,</p> <p>20 you know, I think it will fit in very well with</p> <p>21 our soccer people, because, you know, we need to</p> <p>22 see that the world is changing constantly and how</p> <p>23 frequently it is, and we need to be in tune to</p> <p>24 that. And that's why sometimes we make</p> <p>25 proposals, and we have some ideas that I know</p>	<p style="text-align: right;">16</p> <p>1       So, what I would like to -- just a</p> <p>2 couple of things I want to mention -- there's</p> <p>3 been a lot of good conversations around our</p> <p>4 membership regarding timely registration</p> <p>5 reporting to the office, and I know this is a</p> <p>6 sensitive topic with some in the room. But, as a</p> <p>7 national body, and as a Board of Directors, that</p> <p>8 basically our fiduciary responsibility is to</p> <p>9 enforce all that was, and the bylaws of this</p> <p>10 organization. We understand that some of you,</p> <p>11 you know, who have difficult times receiving</p> <p>12 monies from your leagues, et cetera, and that</p> <p>13 puts a burden on you, but it's inexcusable when</p> <p>14 we reach the month of December, and we have state</p> <p>15 associations out there that have not paid, not</p> <p>16 even for one registration.</p> <p>17       I mean, that is not, you know, that's</p> <p>18 uncalled for. There's no reason why that, by</p> <p>19 that time of year, we should not have some</p> <p>20 registrations in from every state in the country.</p> <p>21 So, our board has been challenged. I received</p> <p>22 numerous e-mails from members, who do things</p> <p>23 right, asking us, as a board, why aren't you guys</p> <p>24 enforcing your own bylaws?</p> <p>25       So going forward, I know we're in the</p>

<p>17</p> <p>1 new year 2016, I'm going to ask everybody here to                  2 do your utmost best to bring in your                  3 registrations in a timely manner this year. Our                  4 registration numbers from last year, if anybody                  5 looked in the book, shows that we were down over                  6 the year, 2014.</p> <p>7 I looked about -- a few weeks ago,                  8 the USASA office received an additional 7,000                  9 players for 2015, which we could not apply back                  10 to 2015, because we already had sent all of our                  11 information to our auditors to do an audit of our                  12 books. So it was too late to add those numbers.</p> <p>13 So technically if you look at the                  14 numbers that we had, it was 7,000 that came in                  15 late for 2015. Our association was actually up                  16 by 5,000 members, 2015 over 2014. And on that                  17 big increase, I have to thank U.S. Club Soccer                  18 for joining us as a member. They brought in                  19 7,000 members.</p> <p>20 So, you add the 7,000, and                  21 technically, we're up 5,000, we're still down                  22 2,000 players, overall, which, again, if you had                  23 looked at the trend over the last few years, it                  24 is not a good trend to be on, because we need to                  25 stop seeing that grass grow up, and not go down</p>	<p>19</p> <p>1 meetings. It is imperative that everyone that                  2 registers with us signs a waiver when they                  3 register. Last year USASA was hit with a                  4 substantial lawsuit that cost the insurance                  5 company a substantial amount of money.</p> <p>6 We are currently in court with                  7 another lawsuit from Florida that probably could                  8 have another potential of costing the insurance                  9 company a lot more than the last one. And it                  10 just shows us the importance of having these                  11 players sign the waiver. A waiver will not                  12 protect you from somebody suing us and taking us                  13 to court, but if you signed the waivers that our                  14 insurance company has provided -- again, I want                  15 to stress, there is a waiver that is provided by                  16 our insurance company -- if you use that waiver,                  17 there's a lot more protection, a lot easier to                  18 defend the cases that are brought before us.</p> <p>19 So, as state association executives                  20 and officers, I urge you to go back to your                  21 states and ensure that your leagues, and the                  22 teams are signed, using those waivers, and                  23 signing, because at the end of the day, it                  24 protects you, it protects us, it protects the                  25 whole association from having enormous future</p>
<p>18</p> <p>1 any longer.</p> <p>2 I think this year, we're going to add                  3 in a few new members. We're having serious                  4 conversations with the Super Y League, who will                  5 be coming to join us from USSSA. That will bring                  6 us quite a few thousand more members to our                  7 organization, but again, I ask everyone here to                  8 work as hard as we can, to look for that, those                  9 additional members in your states, to increase                  10 our membership.</p> <p>11 As Dave Guthrie showed us yesterday                  12 at the open forum, it doesn't look rosy for the                  13 USASA for the year in the future, if we continue                  14 on the downward slide. So I urge everyone, and                  15 we, at the office, and the board, will work                  16 diligently to try to increase our membership, but                  17 it's got to be a team effort. We can't do it                  18 alone. We understand you can't do it alone, but                  19 we need to work as a team to increase our                  20 numbers, and that needs to be everyone's priority                  21 going forward.</p> <p>22 Another thing I want to talk to                  23 everyone about. We had a meeting with our                  24 insurance people today, and I know you have heard                  25 this before, and you've heard it at your regional</p>	<p>20</p> <p>1 insurance fee increases. So I cannot stress                  2 enough the importance of getting that done. So                  3 please go back to the states and get that done.</p> <p>4 Another thing I want to talk a little                  5 bit about is our cups. Again, I know I mentioned                  6 this before at the mid-year meeting, but I want                  7 to stress again that this year's Amateur Cup is                  8 going to take a twist from what we did last year.                  9 Last year, we tried to have an Amateur Cup as                  10 part of the whole Soccer Festival, and we got                  11 feedback from it, and it wasn't -- we didn't get                  12 the paint that I thought we would get, that I                  13 wanted.</p> <p>14 So this year, as an organization, we                  15 decided to take the Amateur Cup, which in my                  16 opinion, and my goal is to make the Amateur Cup                  17 like the Lamar Hunt Open Cup is for U.S. Soccer.                  18 It's going to be our premier event, something                  19 that our members will want to strive for,                  20 something that has prestige to it.</p> <p>21 So this year what we're going to do                  22 at the semi-final stage after the regional                  23 winners are declared at the semi-finals, and the                  24 final stages, we're going to have one of the four                  25 teams, or the teams that are in the semi-finals,</p>

<p style="text-align: center;">21</p> <p>1 and finals, bid to host the event at their 2 locations.</p> <p>3           We want to try something new because 4 I kind of think that if we did something new for 5 a local team and they have a good following, they 6 could probably make the event a good event, a 7 full weekend event with a festival, et cetera, et 8 cetera, and try to raise the level of this cup. 9 So, this year, we will try something new, which 10 we have never done, which again, I'm hoping that 11 we will see the results that will take the cup to 12 another level.</p> <p>13           I also want to reiterate something I 14 said last year, and I said it at every regional 15 meeting last year. I know there's mixed feelings 16 about the National Over 30 Cup and the National 17 Open Cup. We're talking about the Fricker and 18 the Mango Cup.</p> <p>19           I made a commitment last year, and 20 I'm going to say it again here today, that if 21 there are regional winners from every one of the 22 four regions in those two competitions, we will 23 hold the National Mango Cup and the National 24 Fricker Cup at the Soccer Fest with the four 25 regional wins.</p>	<p style="text-align: center;">23</p> <p>1 getting the facts, getting us information that I 2 think was needed for our organization to move 3 forward.</p> <p>4           I know we didn't agree on all the 5 bylaw changes that were put forward at this time, 6 but if we take steps at a time, we will get to 7 our destination eventually. So maybe we take 8 smaller steps at this time, instead of taking a 9 big jump, but I'm confident that in the future, 10 if we all work together and, we work together, 11 that we'll get to the destination that we all 12 feel this organization needs to get to.</p> <p>13           So without further ado, we'll 14 continue with the agenda. And next on the agenda 15 will be the Elections. And we will begin with 16 the election of President.</p> <p>17           Oh, I'm sorry. We have other reports 18 before we get to the election. So Shonna wants 19 to do her report.</p> <p>20           MR. EJLALI: On the Credentials 21 Report, there's an error on the program. We are 22 trying to do this automated, so I would ask 23 for -- so the simple majority is not 97, it's 24 wrong on the report, it's 98. So I would ask 25 approval of the amended Credentials Report.</p>
<p style="text-align: center;">22</p> <p>1           We're not going to -- we do not have 2 any funds allocated to bring the teams there, but 3 if you want to have the national competition at 4 this Soccer Festival for the four regional 5 winners, and there's a way to get them there, the 6 regions help them get there, or they want to get 7 there themselves, we will host those two cups at 8 the National Soccer Festival. So I put the onus 9 back on the regions to, you know, try to get that 10 competition in your regions, so that we can 11 continue having that national competition within 12 USASA.</p> <p>13           And the last thing I want to talk 14 about is the bylaws. I'm not going to get into 15 the bylaws. I spoke at most of the regional 16 meetings -- Fritz and Vivian at Region 1 -- so I 17 didn't get a chance to speak at the Region 1 18 meeting, but all the other three meetings, I gave 19 you my interpretations and basically what I felt 20 about the bylaws.</p> <p>21           We're going to have debate on it 22 soon, when we get into the bylaw changes, but I 23 do want to congratulate Dave Guthrie and the 24 Governance Committee. In my opinion they did an 25 absolutely fabulous job getting the research,</p>	<p style="text-align: center;">24</p> <p>1           I need a motion to approve the 2 amended --</p> <p>3           MS. BEYER: So move.</p> <p>4           MR. HAMILTON: Second.</p> <p>5           MR. EJLALI: All those in favor; no?</p> <p>6 Thank you.</p> <p>7           (Motion passed.)</p> <p>8           MS. SCHROEDL: Okay. So a few small 9 things.</p> <p>10           Do you have a slide -- first of all, 11 before we get to the slide, I want to let you 12 know that one of the things that we have recently 13 done is implemented a quicker approval of our 14 NBOD minutes, so that those will be done, 15 hopefully, within about 10 days after our meeting 16 instead of waiting for those --</p> <p>17           UNIDENTIFIED SPEAKER: Go up to the 18 mic. Can't hear you.</p> <p>19           MS. SCHROEDL: Sorry about that.</p> <p>20           So we have implemented a process to 21 approve our NBOD meetings quicker, so that you 22 can hopefully see them about ten days after each 23 of our meetings.</p> <p>24           This slide, National Recreational 25 Park Association, about three years ago, I</p>

<p>25</p> <p>1 initiated a first contact with this organization                  2 and USASA with the intent to be talking to them                  3 about having better access to municipally-owned                  4 soccer fields, because I know most of you really                  5 struggle or a lot of you struggle with getting                  6 access to fields.</p> <p>7           When I attended the national                  8 conference in 2013 and I actually sat in on some                  9 breakout sessions where parks, district personnel                  10 from around the country were talking about how to                  11 successfully keep adults off the field, and I                  12 wasn't surprised, but I was a little bit                  13 surprised that they actually would state it                  14 publicly.</p> <p>15           Then, the next year, John and Duncan                  16 went to the national conference, and I sat at the                  17 meeting for them with the assistant director of                  18 the national organization to further this                  19 discussion.</p> <p>20           This year, we're going to be                  21 attending their conference in the fall. This                  22 conference has over 7,000 people that attend, and                  23 this represents about 2,000 park districts from                  24 across the country. So we will be meeting with                  25 these people and having direct contact, with the</p>	<p>27</p> <p>1 this room agree to what we have done, and others                  2 may not totally agree to what we've done, but my                  3 goal when I first started was to get a strategic                  4 summit going, which we did, and based on the                  5 strategic summit, we would take actions that we                  6 felt would be needed to move this association                  7 forward.</p> <p>8           We have done a good percentage of our                  9 strategic plan, and I just would like to have                  10 your confidence for two more years to reelect me                  11 as your President, and so we can continue on the                  12 strategic plan and get this organization to a                  13 level that is moving along. So, thank you.</p> <p>14           Is there any -- I'm going to turn the                  15 elections over to Shonna.</p> <p>16           MS. SCHROEDL: So, are there any                  17 nominations for the position of President?</p> <p>18           MR. SCHERER: Yes. Is the mic on?</p> <p>19           UNIDENTIFIED SPEAKER: There's a                  20 little switch on the bottom. Slide it over.</p> <p>21           MR. SCHERER: Operator error, of                  22 course.</p> <p>23           I would like to place John Motta into                  24 nomination for President of USASA. I think he's                  25 done a fantastic job, and I think we're in the</p>
<p>26</p> <p>1 intent again, to get better access for USASA                  2 leagues, promoting our insurance, and the value                  3 to them of having affiliated games on their field                  4 and adult games on their field, since one of                  5 their missions is to promote lifelong fitness and                  6 recreation.</p> <p>7           So I wanted to let you guys know that                  8 that is a long-term project that we have been                  9 working on, and we will continue to be working on                  10 that. It's not something we've really talked                  11 about publicly yet.</p> <p>12           Any questions at all on that?</p> <p>13           All right. Thank you.</p> <p>14           PRESIDENT MOTTA: Okay. Thank you,                  15 Shonna.</p> <p>16           Does -- any other officer or                  17 committee chair would like to give a report at                  18 this time? Seeing none, thank you.</p> <p>19           So we move on to the Elections. And                  20 we'll begin with the election of the President of                  21 USASA. And as all of you know, I sent out a memo                  22 that I would like to seek reelection for a second                  23 term as your President.</p> <p>24           In the first term as your President,                  25 I think we've done a lot. I know some of you in</p>	<p>28</p> <p>1 process of moving forward and -- I finally got                  2 this fixed -- so, thank you.</p> <p>3           MS. SCHROEDL: Was everyone able to                  4 hear Paul?</p> <p>5           MR. SCHERER: Anybody not hear me?</p> <p>6           MS. SCHROEDL: So John Motta has been                  7 nominated. Are there any other nominations?</p> <p>8           MR. SCHERER: Move that we close the                  9 nominations.</p> <p>10           MS. SCHROEDL: Paul Scherer has moved                  11 that the nominations for our President will be                  12 closed.</p> <p>13           UNIDENTIFIED SPEAKER: Second.</p> <p>14           MS. SCHROEDL: Thank you. So John                  15 Motta, by acclamation, for another term.                  16 (Applause.)</p> <p>17           MS. SCHROEDL: I apologize. We                  18 actually need to vote. So all in favor of John                  19 Motta for President? Are there any opposed?                  20 (Motion passed.)</p> <p>21           MS. SCHROEDL: Thank you.</p> <p>22           PRESIDENT MOTTA: Thank you,                  23 everyone.</p> <p>24           Thanks for your confidence in me for                  25 the next year. Hopefully, I will exceed your</p>

<p>29</p> <p>1 expectations.</p> <p>2 And again, there are a couple of</p> <p>3 things that we're going to reinstitute, going</p> <p>4 forward, things that I think that we used to</p> <p>5 have, and that we will reinstitute them back</p> <p>6 after this AGM, and one would be a Membership</p> <p>7 Committee that now, I heard people last night at</p> <p>8 the forum, that they do feel that we need to move</p> <p>9 the organization forward, and the Membership</p> <p>10 Committee is a committee, that is the committee</p> <p>11 that would move us forward, so we're going to</p> <p>12 reinstitute that.</p> <p>13 I think we're going to reinstitute</p> <p>14 our cup committee, to an extent, because in my</p> <p>15 opinion, we have so many of these new regional</p> <p>16 and national leagues that are becoming our</p> <p>17 members. And I really believe that it's time</p> <p>18 that we take a good look at our full membership</p> <p>19 and see how we can maybe bring those teams in for</p> <p>20 our National Cup programs and give it another,</p> <p>21 you know, quick start, of becoming the program</p> <p>22 that it once was.</p> <p>23 So we do have work to do, and I</p> <p>24 promise you that I will work my hardest to get us</p> <p>25 to where we should be. And again, thanks for</p>	<p>31</p> <p>1 opposed?</p> <p>2 (Motion passed.)</p> <p>3 PRESIDENT MOTTA: Okay.</p> <p>4 Congratulations, Shonna.</p> <p>5 (Applause.)</p> <p>6 PRESIDENT MOTTA: If somebody wants</p> <p>7 to make a motion, just go to the microphone</p> <p>8 please, and state what that motion is. Gloria,</p> <p>9 did you want to make a motion? Gloria, come to</p> <p>10 the mic. Not now?</p> <p>11 Next, we have elections for the</p> <p>12 at-large member which is one of the two at-large</p> <p>13 that we elect every other year. We elect a</p> <p>14 member, so I open the floor for nominations for</p> <p>15 the at-large member.</p> <p>16 MR. MARTH: Thank you.</p> <p>17 I would like to place into nomination</p> <p>18 Cezar Wasecki for the at-large position. You</p> <p>19 know, we talk a lot about what we want to do as</p> <p>20 an organization, about growing membership, about</p> <p>21 getting more high tech with online registration,</p> <p>22 and the like. And there's one state in our</p> <p>23 region, I think, that really stands out in that</p> <p>24 regard, and that's Massachusetts, who, under</p> <p>25 Cezar's tutelage, made great strides in that</p>
<p>30</p> <p>1 your confidence in me.</p> <p>2 So next, we have the office of Secretary.</p> <p>3 Anybody who would like to nominate the Secretary?</p> <p>4 Mr. Hamilton.</p> <p>5 MS. RODRIGUEZ: I nominate Shonna.</p> <p>6 MR. HAMILTON: You are out of order.</p> <p>7 I nominate Shonna Schroedl --</p> <p>8 PRESIDENT MOTTA: Okay.</p> <p>9 MR. HAMILTON: -- for Secretary.</p> <p>10 She's done a good job. She's been doing this</p> <p>11 since 2010, I believe, and she does a lot more</p> <p>12 than simply take notes and minutes. She's been a</p> <p>13 contributor to the board in making decisions and</p> <p>14 policies. And in the usual Chicago tradition, I</p> <p>15 encourage you all to vote early and vote often</p> <p>16 for Shonna.</p> <p>17 PRESIDENT MOTTA: How many votes --</p> <p>18 are you going to call them? Are you going to</p> <p>19 call the votes they're counting?</p> <p>20 UNIDENTIFIED SPEAKER: Second.</p> <p>21 PRESIDENT MOTTA: Okay. Any other</p> <p>22 nominations for Secretary?</p> <p>23 Seeing none, I will close the</p> <p>24 nominations, and can I have a vote of acclamation</p> <p>25 for Shonna? All those in favor say aye? Anybody</p>	<p>32</p> <p>1 regard, and he certainly brings that expertise to</p> <p>2 the board. And so I encourage you to support</p> <p>3 Cezar in his re-election.</p> <p>4 Thank you.</p> <p>5 PRESIDENT MOTTA: Any other</p> <p>6 nominations for the at-large position? Seeing</p> <p>7 none, I close the nominations. All in favor of</p> <p>8 voting for Cezar by acclamation, say aye?</p> <p>9 Anybody opposed?</p> <p>10 (Motion passed.)</p> <p>11 PRESIDENT MOTTA: Congratulations,</p> <p>12 Cezar.</p> <p>13 (Applause.)</p> <p>14 PRESIDENT MOTTA: Next on the agenda</p> <p>15 we have Unfinished Business. And I don't believe</p> <p>16 we have any Unfinished Business to take care of,</p> <p>17 so I would like to bring up Karissa for the</p> <p>18 Amendments to the Bylaws. Karissa is our</p> <p>19 chairperson of the Rules Committee.</p> <p>20 MS. RICHARDSON: Thank you. As John</p> <p>21 has indicated, I am the new President, or new</p> <p>22 chair of the Rules Committee, and --</p> <p>23 UNIDENTIFIED SPEAKER: On the vote</p> <p>24 for the commission- --</p> <p>25 PRESIDENT MOTTA: Can you get to a</p>



<p>33</p> <p>1 microphone?</p> <p>2 MS. RICHARDSON: She's asking about</p> <p>3 voting for the adult commissioner.</p> <p>4 PRESIDENT MOTTA: That's another</p> <p>5 meeting.</p> <p>6 UNIDENTIFIED SPEAKER: Never mind.</p> <p>7 MS. RICHARDSON: So if you see in</p> <p>8 your book the proposed bylaw amendments that were</p> <p>9 put together by the Governance Committee -- and</p> <p>10 many of you attended the forum yesterday and have</p> <p>11 seen that, and so based on the input that they</p> <p>12 received, Dave Guthrie has some amendments that</p> <p>13 they're proposing to what's in your booklet. So</p> <p>14 I will let Dave address those rules, and we'll go</p> <p>15 through these step by step.</p> <p>16 MR. GUTHRIE: Thank you.</p> <p>17 Dave Guthrie serving as chair for</p> <p>18 your Governance Committee, representing Richard</p> <p>19 Moeller, and Richard Groff, Harold Taylor and Ann</p> <p>20 Braghero.</p> <p>21 We'd ask that we withdraw the</p> <p>22 following. That's Bylaw 303, Section 2, if you</p> <p>23 will scratch that. Give you a chance to open</p> <p>24 your book.</p> <p>25 Again, that's withdraw the</p>	<p>35</p> <p>1 to adopting the proposed revisions say aye. Any</p> <p>2 opposed?</p> <p>3 It sounds to me like the majority is</p> <p>4 passed.</p> <p>5 (Motion passed.)</p> <p>6 MS. RICHARDSON: Good point.</p> <p>7 Two-thirds? So we'll probably need to -- we will</p> <p>8 do another voice vote first to determine if it's</p> <p>9 clear to get to the two-thirds majority.</p> <p>10 MR. FLAMHAFT: Point of information.</p> <p>11 Are these amendments submitted to the Rules</p> <p>12 Committee for their recommendations?</p> <p>13 MS. RICHARDSON: They were. You will</p> <p>14 see the comments regarding the Rules Committee</p> <p>15 discussions highlighted in yellow.</p> <p>16 MR. FLAMHAFT: Thank you.</p> <p>17 MR. KEPNER: Bob Kepner, North</p> <p>18 Carolina.</p> <p>19 One question does pop into my mind</p> <p>20 about the independent director role.</p> <p>21 I attended the forum last night for a</p> <p>22 brief period of time, and a question was posed,</p> <p>23 during that gathering, about the role of the</p> <p>24 independent director itself, as to whether or not</p> <p>25 there needs to be sort of conceptually -- I will</p>
<p>34</p> <p>1 recommended changes of Bylaw 303, Section 2.</p> <p>2 Also withdrawing 304, Section 2. Withdrawing</p> <p>3 402, Section 1, and the Bylaw recommendation of</p> <p>4 432, withdraw those.</p> <p>5 We will ask for additional amendments</p> <p>6 with some of the other bylaws, but we are</p> <p>7 completely withdrawing those four.</p> <p>8 MS. RICHARDSON: So, I think it</p> <p>9 probably makes more sense just to start with the</p> <p>10 first bylaw proposal amendment, that would be 301</p> <p>11 -- Tony has requested a repeat of the withdrawn</p> <p>12 sections. It's my understanding that the</p> <p>13 withdrawn sections are Bylaw 303, Section 2; 304,</p> <p>14 Section 2; 402, Section 1, and 432.</p> <p>15 Is that right, Dave?</p> <p>16 MR. GUTHRIE: That's correct.</p> <p>17 MS. RICHARDSON: So looking, starting</p> <p>18 at page -- there's a motion to adopt the proposed</p> <p>19 amendment to Bylaw 301.</p> <p>20 UNIDENTIFIED SPEAKER: So move.</p> <p>21 UNIDENTIFIED SPEAKER: Second.</p> <p>22 MS. RICHARDSON: I heard a motion and</p> <p>23 a second. So is there any discussion with regard</p> <p>24 to the proposed revisions to Bylaw 301?</p> <p>25 All right. In that case, all opposed</p>	<p>36</p> <p>1 use the following terminology -- sort of a</p> <p>2 refreshing process, that sometimes persons in the</p> <p>3 role of independent director can be there, and</p> <p>4 the impact to their participation can be</p> <p>5 minimized simply through a staleness process.</p> <p>6 And Mr. Guthrie did respond very forthrightly on</p> <p>7 the matter of saying, if a person is not</p> <p>8 performing the function well, then he should not,</p> <p>9 through the process be, he or she, be reelected.</p> <p>10 It raised the question in my mind</p> <p>11 today, though, as to whether or not -- I</p> <p>12 recognize the term itself, "independents," should</p> <p>13 be clear. Nonetheless, I wonder if there should</p> <p>14 be some definition to the role.</p> <p>15 Right now in the present bylaw</p> <p>16 amendment that's proposed, it's a title. And I</p> <p>17 don't know for sure whether it's a valid point</p> <p>18 that I'm making or not a valid point that I'm</p> <p>19 making, but it's certainly one that I will pose</p> <p>20 as a question.</p> <p>21 Should there be some level of</p> <p>22 definition to the role of independent director</p> <p>23 before we vote on the subject of whether or not</p> <p>24 to add the role of independent director?</p> <p>25 MS. RICHARDSON: There is a -- if I</p>

<p style="text-align: center;">37</p> <p>1 may, there is a proposal to amend Bylaw 403, that                  2 would address the responsibility and description                  3 of the role of independent director. That has                  4 been proposed by the Governance Committee.                  5 So returning to the approval, we do                  6 need two-thirds. So I would ask all in favor of                  7 adopting proposed Bylaw Amendment to 301 say aye?                  8 Any opposed? Hearing no objections, that passed.                  9 (Motion passed.)                  10 MS. RICHARDSON: So we'll return to                  11 Bylaw 302. That revision would add the name of                  12 the role of the independent director and the                  13 composition in voting. Do I have a motion to                  14 adopt that bylaw amendment?                  15 MR. BUSCH: So move.                  16 UNIDENTIFIED SPEAKER: Second.                  17 MS. RICHARDSON: Any discussion? All                  18 in favor of adopting bylaw revision 302, say aye?                  19 Any opposed?                  20 (Motion passed.)                  21 MS. RICHARDSON: So the next two                  22 pages are ones that are -- that have been                  23 withdrawn. So we are now turning to Bylaw 401,                  24 which would begin as the independent director,                  25 officer and director listed there.</p>	<p style="text-align: center;">39</p> <p>1 directors, which I don't see are defined, and I                  2 think, as Bob -- I just want to repeat sort of                  3 what Bob was saying, is that we need to have                  4 these terms defined, so we know what's the                  5 difference between an at-large director and an                  6 independent director.                  7 Because in our minds, I think what                  8 we're talking about is an independent director is                  9 a non-soccer person or somebody outside of USASA,                  10 whereas the at-large is one of us, somebody                  11 within the USASA, and if that's what we mean, we                  12 ought to say so. So that's my thought.                  13 MR. FALCONE: Tony Falcone, Deputy                  14 Director of Region 1.                  15 I make a motion to remove the                  16 language "and regional directors," so that                  17 Section 2 would be "Directors-at-large and                  18 independent directors are individuals who serve                  19 on the Board of Directors."                  20 The reason for such is that in                  21 Section 3 of Bylaw 401, regional directors are                  22 listed, as they're past, so there's not a need to                  23 include any regional directors on this section                  24 here.                  25 MR. BUSCH: Second.</p>
<p style="text-align: center;">38</p> <p>1 We have a motion to adopt the                  2 revision of Bylaw 401.                  3 MR. SCHERER: So moved.                  4 MS. RICHARDSON: Second?                  5 MR. BUSCH: Second.                  6 MS. RICHARDSON: Any discussion on                  7 that one?                  8 MR. MARION: Since this has all been                  9 a rush, I haven't had a chance to -- there's a                  10 further bylaw later that defines the independent                  11 director, but the current bylaws that this                  12 section is amending, it just says the at-large                  13 directors, and now adding the independent                  14 directors, are individuals. And that's all it                  15 says about at-large. So they're not defined as                  16 any type of person. Whereas later, the bylaw                  17 that adds, which Bob Kepner was getting at, that                  18 adds the language to define an independent                  19 director, I don't see the language there either                  20 that really defines what an independent director                  21 is. It just says you can't have a financial                  22 relationship with the body, but it doesn't really                  23 say what kind of person that's supposed to be.                  24 So now we're going to have at-large                  25 directors that are not defined, and independent</p>	<p style="text-align: center;">40</p> <p>1 UNIDENTIFIED SPEAKER: Second.                  2 MS. RICHARDSON: So I have a motion                  3 and a second to amend the proposed bylaw revision                  4 to remove "and regional directors."                  5 All in favor? Any opposed?                  6 (Motion passed.)                  7 MS. RICHARDSON: So we have that                  8 amended. And then based on that, to remove the                  9 language of "and regional directors." Any                  10 further discussion with regard to this amendment                  11 and the conversation that's been started                  12 regarding this definition?                  13 All right. So if that's the case,                  14 all in favor of adopting the amendment to Bylaw                  15 401, say aye? Any opposed?                  16 (Motion passed.)                  17 MS. RICHARDSON: On the next page,                  18 402, Section 1, has been one of the ones                  19 withdrawn.                  20 So we are turning now to 402, Section                  21 6, on the following page. Do I have a motion to                  22 adopt -- that's actually an added section that is                  23 not an amendment to the existing section. So do                  24 I have a motion to adopt the proposed new Section                  25 402, Section 6?</p>

<p>41</p> <p>1 UNIDENTIFIED SPEAKER: So move.                  2 UNIDENTIFIED SPEAKER: Second.                  3 MS. RICHARDSON: Second.                  4 Any discussion with regard to this                  5 proposal?                  6 MR. MARTH: Fritz Marth, Region 1.                  7 I just have a question because this                  8 doesn't account for the fact that right now,                  9 there are no independent directors on the board.                  10 And yesterday, we discussed that on the first                  11 election cycle, two independent directors would                  12 be elected with one having only a one-year term                  13 and the other serving the full two-year term.                  14 And I'm not saying that's a good idea                  15 or bad idea. I'm just saying this bylaw doesn't                  16 account for how we come forward, come the first                  17 of the year. So we are electing one independent                  18 director next year, and then the second one, the                  19 following year? Or are we electing two in the                  20 first year, whose term -- one of which, whose                  21 term is only one year?                  22 MR. GUTHRIE: The bylaw that's before                  23 you talks about the numbers, the term, the term                  24 length, or the number of terms. If you look at                  25 the proviso at the very end of what's been</p>	<p>43</p> <p>1 was distributed. I'm working off of what we                  2 submitted. I don't know -- I'll be glad to read                  3 it.                  4 MR. SCHERER: Actually, I think the                  5 way it reads, I think it would fix itself. It                  6 would only, in 2017, if we elected one officer,                  7 or two officers, it would still fix itself                  8 eventually. The first officer is to be elected                  9 as a one-year term, if we only have one, we have                  10 one. I would say --                  11 UNIDENTIFIED SPEAKER: I just think                  12 it might need to be addressed.                  13 MR. SCHERER: I think in the                  14 bylaws it would fix itself.                  15 MR. MARTH: Right now, we would only                  16 provide for one --                  17 MS. RICHARDSON: It seems to me that                  18 the choices are leave it as is, and elect one in                  19 2017, and the second in 2018, for a two-year                  20 term, or amend this to reflect what we're going                  21 to do with the first cycle.                  22 UNIDENTIFIED SPEAKER: Ask for                  23 clarification.                  24 MR. GUTHRIE: I have the proviso that                  25 was submitted on -- it did not get in the book.</p>
<p>42</p> <p>1 presented, there's a proviso that addresses, I                  2 think, the issues that you have raised.                  3 MS. RICHARDSON: I'm sorry, Dave,                  4 where are you referring to?                  5 MR. GUTHRIE: If you look at the                  6 proviso, at the very end, it's a proviso that                  7 addresses the very question you raised. Good                  8 question. And while you are looking at it, the                  9 way that would work is that a committee would be                  10 formed to go out and search for the types of                  11 individuals that are needed to serve on the board                  12 to fill this independent or outside director.                  13 They would bring that, those names                  14 before you at the next council meeting, which                  15 would be this time next year. At that point, we                  16 could elect two; one which would be serving a                  17 one-year term, the other one would be serving a                  18 two-year term, so that you would have that                  19 rotating terms from there on out.                  20 MS. RICHARDSON: Dave, was that at                  21 the end of all of the amendments, or are you                  22 saying that would have been included in the                  23 proposal regarding 402 specifically? I'm just                  24 asking, because I'm not sure that we --                  25 MR. GUTHRIE: I don't know if that</p>	<p>44</p> <p>1 I apologize for that. If that would help. It                  2 addresses your question.                  3 UNIDENTIFIED SPEAKER: Can you read                  4 it?                  5 MR. GUTHRIE: The proviso would read                  6 this way: The National Council may elect two                  7 independent directors at the 2017 mid-year                  8 council meeting as long as the candidates and the                  9 election process complies with all aspects of                  10 these bylaws.                  11 Should the council elect an                  12 independent director during the 2017 mid-year                  13 meeting, the newly elected independent director's                  14 term will expire at the close of USASA's 2018                  15 Annual General Meeting. If the council elects a                  16 second independent director, so two the first                  17 year, during that 2017 mid-year meeting, the                  18 second newly elected independent director's term                  19 will expire at the close of the 2019 Annual                  20 General Meeting.                  21 MS. RICHARDSON: And I think you                  22 understand the rationale. I think the concern                  23 that's been raised by Fritz is that the way the                  24 bylaw is currently submitted, it doesn't provide                  25 for that configuration. So the question, I</p>

<p>45</p> <p>1 think, still remains whether we needed an 2 additional, like one, in 2017 and one in 2018, 3 pursuant to the every-other-year cycle, or 4 whether an amendment is made to the proposed 5 revision? 6 MR. GUTHRIE: It would be my 7 recommendation that we have it as a proviso, so 8 that as the proviso ages out, it's no longer 9 relevant. It just falls off. 10 PRESIDENT MOTTA: Point of 11 clarification. In your reading there, do you 12 mean the Annual General Meeting of 2017? You 13 said mid-year meeting of 2017. 14 MR. GUTHRIE: If I said mid-year, I 15 apologize. The intent was for the annual 16 meeting. 17 PRESIDENT MOTTA: Annual, all right. 18 UNIDENTIFIED SPEAKER: I just want to 19 make sure there was some provision. 20 PRESIDENT MOTTA: I would also like 21 to make an amendment to this section. As I went 22 around to the regional meetings, I talked about 23 the term limits of the independent directors, and 24 according to this bylaw as written, it says they 25 will be eligible for a limit of two consecutive</p>	<p>47</p> <p>1 you feel there's more needed in that position? 2 The President of the United States is a four-year 3 position. It's a substantial amount of time in 4 which a person can either make it or not make it, 5 offer a contribution or not. So, I'm going to 6 speak against it. 7 Certainly, there are settings in 8 which six is part of the structure, but I think 9 four is sufficient. 10 MR. BUSCH: Tim Busch, Washington. 11 I'm confused, which is probably a 12 common state for me. 13 Without any criticism of anyone, and 14 it's darn difficult to follow -- and I didn't 15 swear, so I'm really proud of myself, and my mom 16 is too -- it's hard to follow the amendments and 17 follow the great work that the Governance 18 Committee has done. 19 So what was the action regarding the 20 terms of the two independent directors? 21 MS. RICHARDSON: That Dave presented 22 the proviso that they are recommending, and we 23 have not, it's -- 24 MR. BUSCH: So what is the proviso? 25 Do both of the independent directors start in</p>
<p>46</p> <p>1 terms, two years, which is four years. I 2 personally would like to amend it to make it to 3 three consecutive terms of two years, up to six 4 years, because sometimes I don't believe that 5 four years is enough time that, you just get into 6 the groove of things, and then all of a sudden 7 you're gone. So I would like to make a -- 8 propose an amendment to change it from two 9 consecutive terms to three, two-year consecutive 10 terms. 11 UNIDENTIFIED SPEAKER: Second. 12 MS. RICHARDSON: Let's address that 13 amendment. Is there any discussion regarding 14 that amendment? 15 MR. KEPNER: Speaking to the matter 16 of the proposed amendment to the amendment; is 17 that correct? 18 PRESIDENT MOTTA: Yes, sir. 19 MR. KEPNER: That's what I thought. 20 I just wanted to be sure. 21 I will speak against the amendment to 22 the amendment. Four years is a substantial 23 period of time in which an individual can either 24 catch hold or not catch hold in a position. Your 25 position, itself, it's a two-year position, and</p>	<p>48</p> <p>1 2017, one with one year, the other with two 2 years? 3 MS. RICHARDSON: Correct. 4 MR. BUSCH: Okay. That's fine. 5 Thank you for the clarification. 6 MS. RICHARDSON: Yes. 7 MR. SCHERER: Paul Scherer from 8 Idaho. 9 I would like to -- Region 4 10 Director -- I would like to speak in favor of the 11 amendment at this time. The reason being is that 12 if we decide that the person is a fit, that 13 doesn't mean he has to be there for six years. 14 All we're saying is if they fit, and they're 15 doing a good job, let's keep them for the next 16 two years, instead of dumping them off in four 17 years. 18 The reality is they're going to serve 19 a two-year term. We have choices at that time. 20 So I don't think that that's onerous in any way. 21 In fact, I think it's a little bit smarter on our 22 part. If we do find somebody and they want to 23 stay and they want to help us, I think we would 24 be foolish to shoot ourselves in the foot to, by 25 the fifth year -- if you actually made it six</p>

<p style="text-align: center;">49</p> <p>1 years, we could use you for two more or whatever,                  2 or if you've made it for four years, and we don't                  3 need you anymore. Thank you.                  4 MR. BALLISH: Chaz Ballish, South                  5 Carolina.                  6 I've kind of got two things. One, I                  7 could also agree with John's amendment. I think                  8 six years, having spoke to some of the                  9 independent directors from the U.S. Soccer Board,                  10 they believe that six years is a good amount of                  11 time.                  12 The one other thing I wanted to add                  13 was the proviso, as written, I think we should                  14 put the word "may"; we "may" fill both the first                  15 year. And I will tell you why, because having                  16 attended all of the meetings in the forum, what                  17 the discussion was, it will be difficult to get                  18 these first two independent directors at the                  19 level we want them, we want the President to do                  20 his job, or some people who could really help us.                  21 This Nominating Committee has a large                  22 job in front of them, and they might not be able                  23 to find two for the first year. So by putting                  24 the word "may" up there, it gives the option, if                  25 we don't really have that second candidate that</p>	<p style="text-align: center;">51</p> <p>1 just now voting to bring in an independent                  2 director on the outside, and we're already                  3 potentially shackling them. People look at that                  4 and say, I don't want to change. I do. I do                  5 think we need to change. But I think we also                  6 need to give them the chance to prove their                  7 worth. They aren't there all the time. If they                  8 aren't doing a good job, you vote them out, or                  9 you just don't ask them to come back the next                  10 term around, but I would say, let's see how it                  11 works. Let's get them in there. Let's develop                  12 it. U.S. Soccer has been doing it for quite                  13 awhile now. They're first talking about term                  14 limits now. Let's see how it works, and then we                  15 can always add them in later.                  16 MR. BUSCH: Tim Busch, Washington.                  17 To address the comment from the                  18 gentleman from South Carolina, I'm opposed to the                  19 concept of adopting independent directors and                  20 saying we may have two. It's permissive                  21 language. Now, you get into, we're committing to                  22 having independent directors, and then we're                  23 going to have an argument over whether we have                  24 one or two all the time. It makes absolutely no                  25 sense to me.</p>
<p style="text-align: center;">50</p> <p>1 rises to that level, it gives us the option to go                  2 ahead and just put one in that office.                  3 MR. MOORE: Tom Moore, California                  4 North.                  5 So if the purpose of bringing in                  6 independent directors would be to find people who                  7 say I would like to take this job on, so that I                  8 can keep USASA exactly the same as it's been for                  9 years and years, with no change, no status, I                  10 would agree, four years would be fine for that                  11 sort of person.                  12 But I think the reason we're looking                  13 for independent directors is to find people who                  14 can help us do professional change management.                  15 And those -- I'm sorry, that we're not exactly                  16 the most agile organization on the planet. We                  17 change kind of slowly. So that sort of person,                  18 we say, Well, the max you can have is four years.                  19 What kind of projects? What kind of issues is he                  20 going to try to take on to help us? That would                  21 be a, pretty short-term things, and I think we                  22 need to be thinking a little longer term than                  23 that, so I speak in favor of six years.                  24 MR. TRAINOR: Dan Trainor, Arizona.                  25 I'm going to speak against it. We're</p>	<p style="text-align: center;">52</p> <p>1 Certainly, there may be an issue of                  2 finding qualified candidates. If that was really                  3 the case, I would accept it. But putting in                  4 permissive language just sets up a whole, another                  5 battleground over an issue, I think, we thought                  6 we resolved.                  7 MS. RICHARDSON: If I may, I think                  8 the comment from Mr. Ballish was with regards to                  9 the proviso for the first round of elections,                  10 that the committee could put two in the first                  11 year or could put in one year, and one in the                  12 next, and the proviso would then be if you did                  13 select two for that first election cycle, then                  14 one would serve one year, and one two years, and                  15 we would get them every other year, and it's                  16 ongoing. That is permissive language.                  17 MR. BUSCH: Again, the point being,                  18 you wouldn't want it in the language saying, we                  19 may have one or two independent directors, that's                  20 uncertain.                  21 MS. RICHARDSON: And that's why Dave                  22 is advocating the proviso, rather than amend it                  23 to the bylaws, to clarify that that's going to                  24 drop off once we get into the every other year                  25 cycle.</p>

<p>53</p> <p>1 So, we first need to address the</p> <p>2 motion to amend the proposed amendment to change</p> <p>3 the term from two years to -- pardon me, the term</p> <p>4 from two terms to three terms for a total of six</p> <p>5 years. So I will take a vote on that to adopt</p> <p>6 the motion to change it from two terms to three</p> <p>7 terms.</p> <p>8 All in favor? Any opposed?</p> <p>9 (Motion passed.)</p> <p>10 MS. RICHARDSON: Because that is just</p> <p>11 an amendment to the proposed amendment, it</p> <p>12 requires only a majority, so it does pass.</p> <p>13 So we are now considering that it</p> <p>14 would be three successive AGM cycles.</p> <p>15 So, if there's discussion on that, I</p> <p>16 will take a vote on whether to adopt the proposed</p> <p>17 amendment to Bylaw 402.</p> <p>18 All in favor. Any opposed? So that</p> <p>19 is adopted.</p> <p>20 (Motion passed.)</p> <p>21 MS. RICHARDSON: We are now turning</p> <p>22 then to the proposed, addition of Bylaw 403,</p> <p>23 which is outlined, 403, Section 6, would outline</p> <p>24 the responsibilities of the officers and</p> <p>25 directors, specifically, the independent</p>	<p>54</p> <p>1 directors.</p> <p>2 Do I have a motion to adopt that</p> <p>3 proposed amendment?</p> <p>4 UNIDENTIFIED SPEAKER: So moved.</p> <p>5 MS. BEYER: Second.</p> <p>6 MS. RICHARDSON: Any discussion?</p> <p>7 In that case, all in favor of</p> <p>8 adopting the proposed amendment to Bylaw 403,</p> <p>9 Section 6 say aye? Any opposed?</p> <p>10 (Motion passed.)</p> <p>11 MS. RICHARDSON: 404 is the proposed</p> <p>12 amendment to add four independent directors to</p> <p>13 the language. Do I have a motion to adopt that</p> <p>14 proposed amendment?</p> <p>15 MR. BUSCH: So move.</p> <p>16 MS. BEYER: Second.</p> <p>17 MS. RICHARDSON: Any discussion? All</p> <p>18 in favor of adopting the proposed amendment to</p> <p>19 Bylaw 402 say aye? Any opposed?</p> <p>20 (Motion passed.)</p> <p>21 UNIDENTIFIED SPEAKER: 404.</p> <p>22 MS. RICHARDSON: 404, I'm sorry. I</p> <p>23 was turning the page.</p> <p>24 We're now looking at the proposed</p> <p>25 amendment to 412, as outlined, the revision is</p>
<p>55</p> <p>1 there. It's noted on that page. Do I have a</p> <p>2 motion to adopt that 412? Do I have a motion to</p> <p>3 adopt that proposed amendment?</p> <p>4 UNIDENTIFIED SPEAKER: So move.</p> <p>5 MR. BUSCH: Second.</p> <p>6 MS. RICHARDSON: Any discussion?</p> <p>7 MR. GUTHRIE: Dave Guthrie again,</p> <p>8 Chair of the Bylaws Committee.</p> <p>9 The Committee would like to revise</p> <p>10 Section 1. The Rules Committee recommended the</p> <p>11 removal of the word "four" in front of regional</p> <p>12 director; removal of the word "two" in front of</p> <p>13 directors-at-large; and we want to remove the</p> <p>14 word "two" in front of independent directors;</p> <p>15 move the independent director to Number 8; and</p> <p>16 leave Number 7, to say Regional Deputy Directors.</p> <p>17 MS. RICHARDSON: So to clarify, Dave</p> <p>18 is making a motion to amend the proposed</p> <p>19 amendment that you see there for Bylaw 412,</p> <p>20 Section 1, through the numbers, because they're</p> <p>21 defined in another section, to move independent</p> <p>22 directors to Number 8 and to leave in Number 7,</p> <p>23 Regional Deputy Directors.</p> <p>24 MR. GUTHRIE: That's correct.</p> <p>25 MS. RICHARDSON: Did I properly relay</p>	<p>56</p> <p>1 that? Do I have a second to that motion?</p> <p>2 UNIDENTIFIED SPEAKER: Second.</p> <p>3 MS. RICHARDSON: All in favor of</p> <p>4 adopting that proposed amendment that Dave just</p> <p>5 gave? Bob, could you put it back up in case you</p> <p>6 have -- there's any discussion with regard to</p> <p>7 that? Mr. Kepner is getting that.</p> <p>8 MR. KEPNER: My name is Tim Busch.</p> <p>9 MR. BUSCH: Don't even try to --</p> <p>10 MR. KEPNER: The reason my name is</p> <p>11 Tim Busch is that I'm confused. That's the funny</p> <p>12 part.</p> <p>13 But I'm Bob Kepner, and I am</p> <p>14 confused.</p> <p>15 I was sitting there listening to all</p> <p>16 of this at-large, independent, and so on, but I</p> <p>17 can understand the role of independent director</p> <p>18 pretty easily. As my friend from South Carolina,</p> <p>19 Andy Marion, pointed out, this is a person who</p> <p>20 comes from outside the soccer world, has certain</p> <p>21 expertise, qualities, to be able to contribute to</p> <p>22 the goodness and the quality and the growth of</p> <p>23 Adult Soccer.</p> <p>24 Sitting there thinking about the</p> <p>25 at-large, it's already a large board of</p>

<p>57</p> <p>1 directors. And I would hate for us to add                  2 positions that are going to just add more people                  3 who are going to attend meetings. One of the                  4 distinct values of all of those, other than the                  5 two independent director roles, is that each                  6 person on the board has a specific well-defined                  7 significant role. The at-large, you can end up                  8 spending more money having people, more people                  9 participating in meetings, more people traveling                  10 to meetings, and expense, and so on, and I just                  11 worry about that.                  12 So the confusion part is that we may                  13 well have gone ahead and said yes to doing this                  14 in the first place. So I apologize for that                  15 level of confusion. But I would ask that we're                  16 taking in -- I fully respect the role, and the                  17 quality of work that the Governance Committee has                  18 done. No question, it's just great. But I'm                  19 just also, but I am concerned on the flip side of                  20 this that we're trying to move too fast. Adding                  21 independent directors is a significant step.                  22 Adding at-large directors, if there's not                  23 substance to the action, to give a purpose to the                  24 role, I consider to be a questionable step at the                  25 same time as the independent director role.</p>	<p>59</p> <p>1 UNIDENTIFIED SPEAKER: So move.                  2 MS. RICHARDSON: -- adopt that                  3 proposed amendment.                  4 MS. BEYER: Second.                  5 MS. RICHARDSON: Any discussion with                  6 regard to that?                  7 MR. GUTHRIE: Dave Guthrie, Chair of                  8 the Bylaws Committee.                  9 The Bylaws Committee removes its                  10 request to change Number 2 of Section 2.                  11 MS. RICHARDSON: So you are making a                  12 motion to amend the proposal to leave Section 2                  13 as it is currently written, and to add in                  14 independent directors, Section 2, Part 2, and                  15 then add independent directors to Section 2, Part                  16 1. Is that correct?                  17 MR. GUTHRIE: Right. So in other                  18 words, the Number 1, we would add the words "and                  19 independent directors," and Number 2, we would                  20 leave it unchanged.                  21 MS. RICHARDSON: So I have a motion                  22 to do that. Do I have a second?                  23 MS. BEYER: Second.                  24 UNIDENTIFIED SPEAKER: Second.                  25 MS. RICHARDSON: Any discussion with</p>
<p>58</p> <p>1 MS. RICHARDSON: Well, we do already                  2 have directors-at-large as part of the existing                  3 Board of Directors.                  4 Any further discussion with regards                  5 to this proposed amendment to modify the                  6 amendment?                  7 So, basically the concept is that if                  8 you look at the existing Section 1, the proposed                  9 amendment will remain the same except to add                  10 Number 8, independent directors.                  11 So I would entertain, I would ask for                  12 a vote with regard to whether we adopt the                  13 amendment proposed by Dave Guthrie. All in                  14 favor? Any opposed?                  15 (Motion passed.)                  16 MS. RICHARDSON: All right. Any                  17 further discussion with regards to the proposed                  18 amendment as a whole? I would entertain a vote                  19 to adopt the proposed revision to Section 412, or                  20 Bylaw 412, Section 1. All in favor? Any                  21 opposed?                  22 (Motion passed.)                  23 MS. RICHARDSON: So the next section                  24 we're looking at is Bylaw 413, Section 2. Do I                  25 have a motion to --</p>	<p>60</p> <p>1 regard to that? Okay, we'll take a vote on                  2 whether to adopt the proposal, the proposed                  3 amendment to the amendment. All in favor? Any                  4 opposed?                  5 (Motion passed.)                  6 MS. RICHARDSON: Any discussion with                  7 regards to the Bylaw proposal? In that case, I                  8 will take a vote to adopt the proposed amendment                  9 to Bylaw 413, Section 2. All in favor, say aye?                  10 Any opposed?                  11 (Motion passed.)                  12 MS. RICHARDSON: 432 has been                  13 withdrawn by the Governance Committee. So we are                  14 moving on then to the proposed amendment Bylaw                  15 511.                  16 Do I have a motion to adopt that                  17 proposed amendment?                  18 UNIDENTIFIED SPEAKER: So motion.                  19 MS. RICHARDSON: And a second?                  20 MS. BEYER: Second.                  21 MS. RICHARDSON: Any discussion?                  22 MR. GUTHRIE: Dave Guthrie again,                  23 Chair of the Bylaws Committee.                  24 511, Section 2.                  25 MS. RICHARDSON: Actually, if we can</p>

<p>61</p> <p>1 back up -- I'm still working on Section 1.                  2 MR. GUTHRIE: Okay, great, I will                  3 back up.                  4 MS. RICHARDSON: So any discussion                  5 with regard to the bylaw in Section 1? Okay.                  6 We'll go to vote -- oh, you're almost too slow.                  7 MR. MARION: Andy Marion. Just a                  8 question. This -- by passing this, it would make                  9 it a standing committee --                  10 MS. RICHARDSON: Correct.                  11 MR. MARION: -- not an ad hoc,                  12 special authority committee.                  13 MS. RICHARDSON: Correct.                  14 MR. MARION: Just a question of the                  15 governors, is that the governors, because there                  16 was some discussion last night as to what would                  17 be the appropriate form of this? Would it just                  18 be a committee appointed as necessary, when there                  19 needs to be a director filled, or would this be                  20 just an ongoing committee? So it's really a                  21 question as to what's best. I'm assuming the                  22 standing committee is what you would recommend.                  23 MS. RICHARDSON: Any further                  24 discussion with regard to that? And we will vote                  25 on whether to adopt the proposed Amendment to</p>	<p>63</p> <p>1 MS. BEYER: Second.                  2 MS. RICHARDSON: Any discussion?                  3 MR. GUTHRIE: Thanks for letting me                  4 use that chair, by the way.                  5 The Bylaws Committee would ask that                  6 511, Section 8, Number 1, if you look at the                  7 second line there, where it begins "at-large                  8 board positions, including, but not limited to                  9 the positions of..." be removed.                  10 So the corrected sentence would read,                  11 "The Nominating Committee is responsible for                  12 identifying, evaluating and recommending                  13 qualified candidates for independent directors."                  14 MS. RICHARDSON: Do I have a second                  15 to that proposed amendment?                  16 PRESIDENT MOTTA: I second it.                  17 MS. RICHARDSON: Any further                  18 discussion with regard to that amendment to the                  19 proposed bylaw revision? All in favor of that                  20 amendment? Any opposed?                  21 (Motion passed.)                  22 MS. RICHARDSON: So any further                  23 discussion with regard to the amendment as a                  24 whole?                  25 MR. GUTHRIE: For Bylaw 511, Section</p>
<p>62</p> <p>1 Bylaw 511, Section 1. All in favor? Any                  2 opposed?                  3 (Motion passed.)                  4 MS. RICHARDSON: Now, we're turning                  5 to 511, Section 2. Do I have a motion to adopt                  6 that proposed amendment?                  7 UNIDENTIFIED SPEAKER: So move.                  8 MS. RICHARDSON: And a second?                  9 MR. SCHERER: Second.                  10 MS. RICHARDSON: Any discussion?                  11 MR. GUTHRIE: Bylaw 3, we would like                  12 to withdraw Number 2.                  13 MS. RICHARDSON: Which is --                  14 MR. GUTHRIE: So 511, Section 2,                  15 Number 2.                  16 MS. RICHARDSON: So that's the only                  17 amendment to that section. So we don't need to                  18 address anything in Bylaw Section Number 2?                  19 MR. GUTHRIE: That's correct.                  20 MS. RICHARDSON: All right. So we've                  21 withdrawn that proposal. So now we're turning to                  22 511, Section 8, which is an addition to the                  23 existing bylaws. Do I have a motion to adopt?                  24 MR. BUSCH: So move.                  25 MS. RICHARDSON: A second?</p>	<p>64</p> <p>1 8, the Bylaws Committee recommends removal of                  2 Number 2, and Number 4, and the following                  3 sentence that refers, that begins, "The                  4 nominating committee shall..."                  5 MS. RICHARDSON: So you are making a                  6 motion to amend the proposal to remove Section 8,                  7 Number 2, Number 4, and the sentence following                  8 the numbered sections. Is there a second?                  9 UNIDENTIFIED SPEAKER: Second.                  10 MS. RICHARDSON: Any discussion with                  11 regard to that proposed amendment?                  12 MR. MOORE: Does the motion also                  13 include renumbering Section 3?                  14 MS. RICHARDSON: Yes, that would be                  15 appropriate. So Number 3 would be renumbered to                  16 Number 2, if this does pass.                  17 All in favor of adopting the proposed                  18 revision to the amendment, say aye? Any opposed?                  19 (Motion passed.)                  20 MS. RICHARDSON: Any further                  21 discussions with regard to the amendment that is                  22 now remaining, which would be to include the                  23 Section 8, Part 1, with that revision previously                  24 adopted, and Number 3 being now Number 2? Any                  25 discussion?</p>



<p>65</p> <p>1 MR. FALCONE: Tony Falcone.                  2 The 511 has a stand-alone paragraph.                  3 It says, "Nominating Committee shall be comprised                  4 of persons who are neutral and objective..."                  5 Was that part withdrawn, the last                  6 paragraph?                  7 UNIDENTIFIED SPEAKER: Yes.                  8 MR. FALCONE: Okay. Because I heard                  9 2, 4, and 5.                  10 MS. RICHARDSON: And 5.                  11 MR. FALCONE: Okay. Thank you.                  12 MS. RICHARDSON: All right. If                  13 there's no further discussion, I will take a vote                  14 on whether to adopt the proposed -- the revised                  15 proposed amendment. All in favor? Any opposed?                  16 Okay. Motion passes.                  17 (Motion passed.)                  18 MS. RICHARDSON: Thanks, okay. That                  19 does it.                  20 Peter.                  21 MR. PINORI: Just before we go --                  22 MS. RICHARDSON: Well, I think we do                  23 have one more rule.                  24 MR. PINORI: The rules that we just                  25 changed, is it possible for Duncan or somebody to</p>	<p>67</p> <p>1 one that I would receive now?                  2 MS. RICHARDSON: I think it was an                  3 oversight. Our recommendation was sent                  4 separately from the recommendations that were to                  5 the Governance Committee amendments. I think it                  6 just didn't get there. The Rules Committee, when                  7 we did review the proposed amendment that you                  8 submitted, our only concern was that there wasn't                  9 any budgetary constraints set by the USASA, so...                  10 MR. FLAMHAFT: May I now go forward                  11 and argue through my motion?                  12 MS. RICHARDSON: You certainly may.                  13 Are you moving to adopt the bylaw, the proposed                  14 bylaw to Amendment 514?                  15 MR. FLAMHAFT: Yes.                  16 MS. RICHARDSON: Do I have a second                  17 on that?                  18 UNIDENTIFIED SPEAKER: Second.                  19 MS. RICHARDSON: Discussion,                  20 Mr. Flamhaft.                  21 MR. FLAMHAFT: If the body has a                  22 moment to review our bylaws, you will see that in                  23 Section 3, Bylaw 1, the President certainly has                  24 the right to appoint committees; however, under                  25 that same section, there is an exception in that</p>
<p>66</p> <p>1 send us all of the things that we did today, so                  2 that we will all have them?                  3 MS. RICHARDSON: Yeah. And the                  4 bylaws are available on the web page, the                  5 website, it's under, I think, the forum section,                  6 you can find them, so once Duncan's staff has the                  7 revised, they will be posted as well.                  8 Do you want me to do the last one?                  9 MR. KEPNER: John, do you mind if I                  10 interrupt?                  11 PRESIDENT MOTTA: Just a quick                  12 announcement. The U.S. Soccer registration booth                  13 is going to be closing. So if -- so if anyone                  14 has not registered with U.S. Soccer yet, please                  15 do so, because it will be closing in the next few                  16 minutes. Thank you.                  17 MS. RICHARDSON: Mr. Flamhaft.                  18 MR. FLAMHAFT: Ms. Chairlady,                  19 previously I had asked you on a point of                  20 information whether or not there are any                  21 recommendations with regard to rule changes, and                  22 you appropriately said there were. However, with                  23 regard to the rule change that I proposed, I                  24 don't see any, so is there -- before I go on and                  25 argue my motion -- is there a reason, or is there</p>	<p>68</p> <p>1 the Hall of Fame Committee is described in a                  2 separate bylaw. That separate bylaw is 514,                  3 which allows for the Hall of Fame Committee to                  4 stand alone in an isolated -- as an isolated                  5 committee, defining their rules and their                  6 obligations and responsibilities. And it                  7 specifically states that the USASA shall have a                  8 Hall of Fame Committee which shall be responsible                  9 for the nomination and selection of individuals.                  10 What has happened is that the Board                  11 of Directors has mandated, without any discussion                  12 with the Hall of Fame Committee, they have                  13 mandated to the committee a specific number of                  14 people that they would like to see in the Hall of                  15 Fame.                  16 That action by the board is an act --                  17 is arbitrary and is without authority according                  18 to the statutes. Thank you.                  19 PRESIDENT MOTTA: The board, a couple                  20 or maybe two years ago, had a discussion                  21 regarding the number of nominees that would be                  22 set forth by the Hall of Fame Committee. And it                  23 was the board's decision that we felt that, if                  24 anything, more than four nominees in one year                  25 would kind of water down the whole process of the</p>

<p>69</p> <p>1 evening, where, the Hall of Fame evening.                  2 I think everybody in this room has                  3 been to a Hall of Fame event. And we know that                  4 after all the speeches and everything else, that                  5 anything after four, really, people are tired,                  6 and I really feel that if we go beyond four, the                  7 people that are the five or six or seven,                  8 sometimes they lose the prestige that they                  9 deserve, because it's just, people just -- it                  10 becomes a very long event.                  11 So the board felt at that point that                  12 four nominees as the maximum per cycle should be                  13 sufficient to, you know, to nominate and to honor                  14 individuals. So that was the reason why the                  15 board voted that way. And my recommendation                  16 would be to keep it that way, because we like to                  17 make sure that the honorees are well honored that                  18 night and it doesn't get watered down by too many                  19 nominees.                  20 MR. SCHERER: Paul Scherer, Regional,                  21 Director of Region 4.                  22 I would like to dispute that it                  23 wasn't arbitrary that we made that decision. We                  24 looked at it, and we really wanted to honor those                  25 people who were there. And like John was saying,</p>	<p>71</p> <p>1 MR. SCHERER: I can certainly                  2 understand why it's mind-boggling for you. The                  3 idea is that not, the attention span, it's the                  4 honoring of that person, the true honoring of                  5 people.                  6 You want to have 12 or have 14 people                  7 there? Is that really honoring those people that                  8 are there? And I think that's the important                  9 issue is how we honor those folks, and that's                  10 really the basis of all of this.                  11 MR. FALCONE: Tony Falcone. Deputy                  12 Director, Region 1.                  13 There are only two bodies within this                  14 organization that can approve policies. One is                  15 the National Board of Directors. The other is                  16 this National Council. The committees do not                  17 have authority to create policies.                  18 If this National Council wants to                  19 reverse this decision of this board, it may do                  20 so, and then not approve the policies approved by                  21 us. But it's not the sole discretion of the                  22 committee, and this does not change anything with                  23 the Hall of Fame Committee. The Hall of Fame                  24 Committee will still be responsible for                  25 nominations and selection of members into the</p>
<p>70</p> <p>1 after we had about five or six people get up and                  2 talk, you could look around, people are nodding                  3 off. I don't think that is honoring the people                  4 who are there. And I think it's important, a                  5 very important issue, and a very important honor                  6 that we give to folks, and I think they deserve                  7 our full attention.                  8 And again, after listening to me for                  9 more than two or three minutes, everybody in here                  10 is going to start nodding off.                  11 Really, I think that the Number 4 was                  12 not arbitrary. We looked at it, we thought that                  13 was probably about the number to really honor                  14 somebody, and given the amount of time, so that                  15 they could get up and thank everybody and we                  16 could all leave there and be real happy about it.                  17 MR. FLAMHAFT: So if I understand                  18 what the two gentlemen who have just spoken about                  19 the rule change is that you and the board are                  20 concerned about the attention span of people that                  21 attend a dinner. You are concerned that because                  22 people will, I quote you, "nod off," that then                  23 you have the right to dictate to the Hall of Fame                  24 Committee how many people should be selected;                  25 that, to me, is a mind-boggling concept.</p>	<p>72</p> <p>1 Hall of Fame, but this policy as it sits right                  2 now, the current policy, it would be just four                  3 individuals that would be selected each year.                  4 MS. RICHARDSON: Thank you.                  5 MS. POLLEY: Peggy Polley-Grizzle                  6 from Kentucky.                  7 This is the second time I have been                  8 on the Hall of Fame. And the Hall of Fame                  9 Committee, the rules that we have had, that is,                  10 up until this past year, had been you were                  11 allowed up to eight people to induct; however, we                  12 had not done that.                  13 You take your 14 or 20 candidates.                  14 You look at the criteria, and you choose the                  15 people according to the criteria. This past                  16 year, we had six people. Three of them -- how                  17 can you decide if they all fit the criteria if                  18 you say to two of them, no, you're not going to                  19 get inducted, because you don't fit the criteria                  20 when you do. Normally, we all end up for, only                  21 four people. This was a special occasion. This                  22 was not something you do every year.                  23 And then last year, it was a special                  24 occasion. And up until last year, the board had                  25 not said you could not induct any more than four.</p>

<p>73</p> <p>1 We had been going by what was written in the                  2 bylaws of the Hall of Fame Committee. So it                  3 wasn't something we did out of line. We were                  4 using what was in the bylaws, in the                  5 conversation, but I still support that we should                  6 be able, if they, if you get 14 people, how can                  7 you turn away people who are the foundation of                  8 this organization? I think that's something you                  9 have to think about.</p> <p>10 MR. BUSCH: Tim Busch, Washington.                  11 I'm also in the Hall of Fame.                  12 I want to give a different                  13 perspective, and I really agree with what Tony                  14 said. If the council feels the number -- this is                  15 the normal conflict between a board of directors                  16 and a committee. For those of you that don't                  17 know, the Hall of Fame Committee is selected by                  18 the members of the Hall of Fame. They're not                  19 elected regionally or by the whole body.</p> <p>20 I was inducted in 2007. I wear my                  21 ring every day, and I'm very proud of it. But I                  22 was inducted with 40 people. It was special.                  23 But I honestly think whether or not it's                  24 inattentiveness or the fact that you are trying                  25 to honor individuals, the whole room is full of</p>	<p>75</p> <p>1 President.                  2 (Applause.)                  3 PRESIDENT MOTTA: Actually, I believe                  4 that will be a good choice for the United States.                  5 So, let's just hope that FIFA is on a new                  6 direction. They passed some new bylaws. So                  7 let's just pray that they're on a good path with                  8 a new leadership, and new people, and we have all                  9 the bad press behind us.</p> <p>10 Steve.                  11 MR. FLAMHAFT: Good of the Game?                  12 PRESIDENT MOTTA: Good of the game,                  13 sir.</p> <p>14 MR. FLAMHAFT: Tomorrow, I will be                  15 addressing the AGM, National Council, with regard                  16 to the following motion. And I'm anticipating                  17 attempts to prevent me from going forward as this                  18 issue may create embarrassment for the                  19 administration. So with your permission, I would                  20 like to read the proposal that I intend to read                  21 tomorrow and ask for your support.</p> <p>22 I respectfully request that this                  23 administration, and this body censure Chuck                  24 Blazer for bringing disgrace to the United States                  25 Soccer for his unethical, corrupt, and immoral</p>
<p>74</p> <p>1 people who give so much of their time, you have                  2 to be reasonable about it. Whether it's four,                  3 six, or eight, there's budget issues. There's                  4 also an issue about making the experience                  5 important. And so I'm with Tony. If someone                  6 wants to make a proposal for a different number,                  7 that makes sense, but this bylaw proposal makes                  8 none to me.</p> <p>9 MS. RICHARDSON: So seeing no further                  10 discussion. I will call the vote with regard to                  11 the proposed amendment to Bylaw 514. All in                  12 favor? Any opposed?</p> <p>13 It sounds to me like that that                  14 amendment does not pass.                  15 (Motion failed.)                  16 PRESIDENT MOTTA: Thank you, Karissa.                  17 Great job.                  18 (Applause.)                  19 PRESIDENT MOTTA: And next on the                  20 agenda would be New Business, which we don't have                  21 right at the minute.                  22 And that will bring us to the Good of                  23 the Game. And I will just start with, I think,                  24 everybody knows, public knowledge, that Gianni                  25 Infantino has been elected as the new FIFA</p>	<p>76</p> <p>1 conduct.                  2 I do so, because U.S. Soccer has been                  3 silent on this issue. When an American                  4 representative, no matter who it is, acts in a                  5 dishonest, corrupt, and illegal manner, I believe                  6 it reflects on all of us. And I will not sit                  7 silently, nor should any of us.</p> <p>8 I think I speak for those, who in the                  9 past, as well as in the present, who worked and                  10 do work tirelessly with integrity and dignity to                  11 protect our reputation and the credibility of                  12 U.S. Soccer. No one in U.S. Soccer history has                  13 done as much damage to these values as Chuck                  14 Blazer. Chuck Blazer has dishonored our                  15 unblemished history.</p> <p>16 I do not pretend to be the moral                  17 conscience of U.S. Soccer, but sincerely we must                  18 take a stand on unethical behavior when it                  19 impacts on our organization. We should take                  20 pride in the accomplishments of the organization                  21 and be vigilant of those who selfishly destroy                  22 it.</p> <p>23 It is said that in situations such as                  24 this, when you are in doubt, what to do, do                  25 nothing. I believe when you are in doubt, as to</p>

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<p>1 what to say, say what you really think.</p> <p>2 I recognize that this request for</p> <p>3 censure is a rarity, but then, again, it is also</p> <p>4 true that we have never been the victim of such</p> <p>5 conduct.</p> <p>6 The Assistant U.S. Attorney for the</p> <p>7 prosecution of the FIFA case has stated, It's</p> <p>8 fair to say that soccer federations whose</p> <p>9 officials have engaged in criminal conduct are</p> <p>10 victims. Their constituents, including the youth</p> <p>11 leagues, and other members of the bodies that</p> <p>12 rely on them for their support were harmed by the</p> <p>13 corruption of their officials and former</p> <p>14 officials.</p> <p>15 I do not shy away from saying that I</p> <p>16 believe I am defending the honor of our leaders,</p> <p>17 past and present. I have been informed that I</p> <p>18 personally will pay a price by going forward with</p> <p>19 this motion.</p> <p>20 It has been suggested that because</p> <p>21 Chuck Blazer is from New York and that I am from</p> <p>22 New York, that I should be protective of him. I</p> <p>23 reject that notion. I reject that rationale. I</p> <p>24 believe the censure request has merit and what I</p> <p>25 have stated should be stated. One should have</p>	<p>1 am a friend of Chuck Blazer. When I was</p> <p>2 President of Eastern New York Youth, Chuck Blazer</p> <p>3 was my vice-President.</p> <p>4 Chuck Blazer did some things after he</p> <p>5 left U.S. Soccer that we do not agree upon. But</p> <p>6 when Chuck Blazer was part of Eastern New York</p> <p>7 Youth, when we played the National Youth Game,</p> <p>8 and defeated them, and when the bill came, when</p> <p>9 it came to pay the bill, I said to Chuck, Where</p> <p>10 in the hell are we going to get the money from?</p> <p>11 He said don't worry about it. He took it out of</p> <p>12 his own pocket.</p> <p>13 Before Chuck Blazer got to CONCACAF,</p> <p>14 how many people ever heard of CONCACAF? Nobody.</p> <p>15 He had a little one room office in Guatemala</p> <p>16 City, and all of a sudden, he had two floors in</p> <p>17 Trump Tower, through Chuck's friendship with the</p> <p>18 possible next President of the United States.</p> <p>19 Yes, Chuck did stupid things -- you</p> <p>20 know, you pay taxes on your income. That's what</p> <p>21 they nailed these guys on. Somebody gave him an</p> <p>22 idea. You take the money out of the Guatemala</p> <p>23 Bank, and you send it to the Caymen Islands in</p> <p>24 your name, you don't pay taxes anymore -- but</p> <p>25 he's stupid, since your corporation headquarters</p>
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<p>1 the courage of their convictions.</p> <p>2 I ask that you support this request,</p> <p>3 and I ask that you have the courage in joining</p> <p>4 me. That's what I will submit tomorrow.</p> <p>5 PRESIDENT MOTTA: Thank you, Steve.</p> <p>6 Now, before we all leave, before</p> <p>7 everybody starts to leave right now, I just want</p> <p>8 to make a point that, remember we still have an</p> <p>9 Adult Council meeting. As soon as we adjourn</p> <p>10 this, we will convene the Adult Council meeting.</p> <p>11 Yes.</p> <p>12 MR. GUIMARAES: Gentlemen, Steve,</p> <p>13 with all due respect, Steve is here as an</p> <p>14 individual. He is not representing Eastern New</p> <p>15 York, and Eastern New York will do what they need</p> <p>16 to do, without having to ask information. But,</p> <p>17 what I want to emphasize is he is not</p> <p>18 representing Eastern New York. Thank you.</p> <p>19 THE REPORTER: Name, please.</p> <p>20 PRESIDENT MOTTA: Howard?</p> <p>21 MR. RUBENSTEIN: Ladies and gentlemen,</p> <p>22 one of the reasons why I did come to this meeting</p> <p>23 was because I knew this was going to be brought</p> <p>24 up. Most of you don't know this, but a few people</p> <p>25 up there do. I am prejudicial on this matter. I</p>	<p>1 were in New York City.</p> <p>2 But when Chuck Blazer was vice</p> <p>3 President of the Federation, under the leadership</p> <p>4 of Werner Fricker, all of a sudden, the money for</p> <p>5 international games that the Federation was due</p> <p>6 was being collected because Chuck went out there,</p> <p>7 on his or Werner's expense, and monitored those</p> <p>8 games.</p> <p>9 So instead of 100,000 people that</p> <p>10 were never reported, and we used to get reports</p> <p>11 of 5 and 6,000 at a game in the Coliseum in Los</p> <p>12 Angeles -- nobody was ever censured who pocketed</p> <p>13 that money. When people took money from state</p> <p>14 associations, from their children, and various</p> <p>15 states whose directors embezzled \$250,000 and</p> <p>16 more, nobody was publicly humiliated. Nobody's</p> <p>17 name was brought up to the Federation for public</p> <p>18 censure. Yes, it was dealt with legally.</p> <p>19 Unfortunately, Chuck will be, will be dealt with,</p> <p>20 but it's not for us to censure him, or maybe it's</p> <p>21 because somebody was disappointed in 1984 that</p> <p>22 Chuck Blazer was elected vice President of the</p> <p>23 Federation, when he thought it was his right to</p> <p>24 be given that position. Personal vendettas are</p> <p>25 about to stop.</p>

<p>81</p> <p>1 I have been through a lot of things                  2 over the past, over 30 years, maybe 40 years, I                  3 have been coming to these meetings. Never have I                  4 heard a barrage like that against somebody. Let                  5 the man die in peace.                  6 Thank you.                  7 PRESIDENT MOTTA: Thank you.                  8 Mr. Bollinger.                  9 (Applause.)                  10 MR. BOLLINGER: Jim Bollinger,                  11 President of Eastern Pennsylvania Soccer                  12 Association.                  13 In an era of political correctness,                  14 I'm generally highly politically incorrect. I                  15 fully support Steve's recommendation to sanction                  16 Chuck Blazer for the simple reason that all of us                  17 here are doing what we can, doing what we do, to                  18 honor this game we love.                  19 For whatever the reason, at whatever                  20 point in their life, someone chooses to dishonor                  21 this game we love, and this game that we have                  22 worked with so hard, they deserve to be called to                  23 task.                  24 They may have done deeds in the past                  25 that were noteworthy, so have we all. If there</p>	<p>83</p> <p>1 I'm concerned when somebody comes                  2 into the room and says to me, I'm not sure about                  3 your problems, but I want to meet with you and                  4 find out what they are. I think that should be a                  5 criteria. You should understand our problems                  6 already and say I'm coming in to represent you. I                  7 think we need more adult representation on U.S.                  8 Soccer's board, and I think Mike Edwards is the                  9 one to do it for us.                  10 Thank you.                  11 (Applause.)                  12 MR. SCHERER: Well said, Diane.                  13 Paul Scherer from Idaho.                  14 One of the things I wanted to bring                  15 up, for part of the Good of the Game -- I think                  16 that's where we're at -- I hope, one thing, I                  17 would like to do is congratulate this body for                  18 having the courage to make the changes that they                  19 made today. Congratulations to this body.                  20 (Applause.)                  21 MR. SCHERER: I heard earlier that                  22 someone said we're moving too fast. No, that's                  23 not right. We're not moving fast enough.                  24 If you sat through today's                  25 presentation, and last night, you saw how the</p>
<p>82</p> <p>1 are people in the past that weren't brought to                  2 task, maybe it's time to change that. People                  3 that embezzled, people that did this, people that                  4 did that, I'm sure we have all seen them in our                  5 local state associations or our local leagues.                  6 Maybe it's time to bring that into full daylight.                  7 This is our time. Thank you.                  8 PRESIDENT MOTTA: Now, to get us                  9 going, this is for the Good of the Game. We're                  10 not here to debate whether Steve Flamhaft has the                  11 right or should or should not make that motion                  12 tomorrow. So, let's try to keep it to the Good                  13 of the Game.                  14 MS. PUGLIESE: Dyanne Pugliese, Region                  15 2 Secretary. And I'm on a completely different                  16 subject.                  17 Tomorrow, we are electing a Vice                  18 President of the United States Soccer, and I                  19 would like to remind everybody that Mike Edwards                  20 has not only chaired this great association, he                  21 is still involved in our level. He is the only                  22 one of the three candidates who can say he's come                  23 up through these ranks, he's still involved in                  24 grass roots, and he understands our problems, our                  25 issues, and our concerns.</p>	<p>84</p> <p>1 curve was on a very negative scale about how                  2 we're falling. We do need to change. We need to                  3 reflect on what we're doing. The independent                  4 directors are going to help us with that, but we                  5 need other changes too. A lot of our bylaws                  6 should be policies that we can change easily. We                  7 have to make restrictions on play. Our whole job                  8 is to facilitate play, and that's what we should                  9 be doing.                  10 But again, I want to congratulate                  11 everybody. And thank you for having the courage                  12 to make the changes that you made today.                  13 PRESIDENT MOTTA: Paul.                  14 MR. GEORGE: Good afternoon everyone.                  15 My name is Bill from Maryland.                  16 Another change that happened this                  17 weekend that I want to highlight which John                  18 mentioned earlier, is that he reinstated the                  19 Membership Committee, which is a wonderful                  20 change. We are a membership organization. 90                  21 percent of our revenue comes from memberships,                  22 so, I think it is vital that we have an ongoing                  23 Membership Committee. John -- I was kind of the                  24 squeaky wheel, if you will -- and John has asked                  25 me to chair that committee.</p>

<p>85</p> <p>1 I'm going to be reaching out to                  2 folks. I want to have a diverse committee with                  3 feedback, a cross-section of this membership from                  4 folks that run states, folks that run leagues,                  5 folks that run tournaments, because the fact of                  6 the matter is, we have different audiences that                  7 have different needs, and we need to be able to                  8 approach them differently. And different                  9 problems are going to require different                  10 solutions.</p> <p>11 So also, on that note, I know we had                  12 folks before the meeting with our existing                  13 Membership Committee, before this one was                  14 reinstated, that had put in hard work. There was                  15 a best practices committee that put in hard work.                  16 So I'm going to reach out to you as well to                  17 perhaps dig up some of the work that was done.</p> <p>18 But again my name is Bill George from                  19 Maryland. Please contact me if you want to get                  20 involved. I'm going to be reaching out to folks                  21 to tap into the wealth of talent, knowledge and                  22 experience that everyone has in this room so we                  23 can all grow the game together. Thank you.</p> <p>24 MS. RODRIGUEZ: Hi everybody. I'm                  25 Renee Rodriguez from San Antonio Soccer</p>	<p>87</p> <p>1 PRESIDENT MOTTA: I will be the                  2 referee. How is that? Okay.</p> <p>3 All right. Before we conclude the                  4 AGM for the USASA, I just would like to give out.                  5 Our Annual Appreciation Awards.                  6 So, I would like to acknowledge                  7 Tennessee State Soccer Association for hosting                  8 the 2015 U.S. Soccer National Amateur                  9 Championships, which, for those that are here,                  10 they will again be hosted by Chattanooga,                  11 Memorial Day weekend, which will include our                  12 National Champions, our Open Cup, and our Amateur                  13 Champions, and Chattanooga, as the host, and I                  14 got word today that it looks like the Des Moines                  15 men's team will be the fourth team representing                  16 the PDL.</p> <p>17 So if you want to come join us in                  18 Chattanooga for the weekend, it's a great event.                  19 Chattanooga is an absolutely great organization                  20 that puts on a really, really, great event.</p> <p>21 So Tennessee, come on up.                  22 (Applause.)</p> <p>23 PRESIDENT MOTTA: Thank you. We                  24 would like to also acknowledge Cal South for                  25 hosting the 2015 USASA Mid-Year meeting last</p>
<p>86</p> <p>1 Association. I would just like to thank                  2 Gianfranco Borroni, which he's not present right                  3 now -- oh, there he is -- and John Pimona for                  4 doing the Carlos Rodriguez Memorial Bench                  5 Dedication, which is tomorrow. That means a lot                  6 to the Rodriguez family. Thank you very much.                  7 (Applause.)</p> <p>8 President GROFF: We will be doing the                  9 dedication tomorrow at 3:00, at the -- 2:00, from                  10 two to three -- at the Schertz Complex here. So                  11 I would like to see as many of us there as                  12 possible to commemorate what Carlos has done for                  13 our game.</p> <p>14 MR. PIAZZA: Pascal Piazza,                  15 President, Texas South. On behalf of the                  16 wonderful women of Texas South, and me,                  17 "Bienvenidos a San Antonio," and have a great                  18 time and enjoy yourself this weekend.                  19 (Applause.)</p> <p>20 MR. MOORE: Tom Moore, Cal North                  21 speaking for the Good of the Game.                  22 I understand that after the ceremony                  23 tomorrow at 2, my understanding is we will                  24 actually have a pickup game, and I wondered if we                  25 could get some details on that.</p>	<p>88</p> <p>1 year. Cal South.                  2 (Applause.)</p> <p>3 PRESIDENT MOTTA: We would also like                  4 to acknowledge Metro D.C. Virginia Association                  5 for hosting our 2015 USASA National                  6 Championships, and also Youth Soccer Fest.                  7 Thank you.                  8 (Applause.)</p> <p>9 PRESIDENT MOTTA: And just quickly,                  10 this year, we changed, we used to give out --                  11 which I changed from the Richard Groff's beer mug                  12 to the John Motta coffee mug -- an award for                  13 growth. I'm happy to give it for year over year                  14 growth, but this year, we've changed it, and we                  15 wanted to really make it a little bit more                  16 special, so this year's winners are three years                  17 of continuous growth.</p> <p>18 So we would like to call up North                  19 Dakota Soccer Association. They're not here? I                  20 guess I will take home another mug.                  21 Wisconsin Soccer Association. They're                  22 not here.                  23 (Multiple simultaneous conversations.)</p> <p>24 PRESIDENT MOTTA: We've got North                  25 Carolina Soccer Association.</p>

1 (Applause.)  
 2 PRESIDENT MOTTA: Oklahoma Soccer  
 3 Association.  
 4 (Applause.)  
 5 PRESIDENT MOTTA: Oklahoma.  
 6 Tennessee State Soccer Association.  
 7 (Applause.)  
 8 PRESIDENT MOTTA: And is Jerry  
 9 Zanelli here, for the Women's Premier Soccer  
 10 League.  
 11 (Applause.)  
 12 PRESIDENT MOTTA: I will take home  
 13 four mugs.  
 14 Okay, so I think that concludes this  
 15 meeting. Motion to adjourn.  
 16 UNIDENTIFIED SPEAKER: So move.  
 17 PRESIDENT MOTTA: Everyone, thank  
 18 you.  
 19 (Adjourned at 2:28 p.m.)

REPORTER'S CERTIFICATE

1  
 2  
 3  
 4 I, DEBRA K. RESLING, RMR, and Certified  
 5 Realtime Reporter appointed to take the meetings of  
 6 the United States Adult Soccer Association, do  
 7 certify that the within proceedings of the Annual  
 8 General Meeting were taken by me stenographically in  
 9 San Antonio, Texas, on February 26, 2016 then reduced  
 10 to typewritten form consisting of 90 pages herein;  
 11 that the foregoing is a true transcript of the  
 12 proceedings had.

13  
 14  
 15 In witness hereof I have hereunto set my hand  
 16 this 20th day of March, 2016.  
 17  
 18

19 

20 \_\_\_\_\_  
 21 Debra K. Resling, CSR, CRR, RMR  
 22 Registered Merit Reporter  
 23 and Notary Public.  
 24 4 Cheyenne Blvd.,  
 25 Colorado Springs, CO 80905

My commission expires February 28, 2017

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