

Oregon Youth Soccer Association
Regular Board Meeting
September 8, 2009
Beaverton, Oregon

Meeting called to order by President, Ric Listella, at 6:35 PM

A quorum was declared by Ric Listella.

Board members attending:

Ric Listella, President	Dan Dieter, Vice-President (via phone)
Al King, Director at Large (via phone)	John Thomas, District Director
Steve Meckel, District Director	John McCafferty, District Director (via phone)
Matt Madeira, District Director	John Cronkrite, Director at Large

Others attending:

Chuck Keers, Executive Director	Brian Scott, Member Services Coord.
Mike Smith, Technical Director	Kelly Ward, Director Admin

The following items were accepted as presented:

- o August 2009 Association Minutes
- o Vice-President's Report- Attached as Exhibit A
- o Finance Committee Report- Attached as Exhibit B
- o Executive Director's Report- Attached as Exhibit C
- o Member Services Report- Attached as Exhibit D
- o Program Services Report- Attached as Exhibit E

Board Discussion of Strategic Topics:

- o Referee Assaults – Possible Responses – Attached as Exhibit F
 - Motion made to approve fines, motion was seconded and passed. The Board asked that Staff come back to the Board with an assessment of whether there should be a policy on this issue.
- o Membership Services Model – Attached as Exhibit G
 - The Board discussed the document provided. Board would like to a comparison of the different fees that might be charged as well as perhaps a third category of pricing for individuals who are members of Associate Clubs (or non-associate clubs, but members of another USSF Organization), but not a member of OYSA This will be brought back to the Board at the October Board Meeting.

New Business:

- o US Soccer's Request for World Cup Support- Attached as Exhibit H
 - The Board decided not to support this effort due to budget limitations.
- o Proposed New Policy 301-1 & 302 – Attached as Exhibit I
 - Policy 301-1, U was discussed. Motion made to accept new section, motion seconded. Motion passed.
 - Policy 302 was discussed. Motion made to accept policy as present. Motion seconded. Motion passed.
- o Board Background Checks & Conflict of Interest
 - Kelly will be e-mailing out the Background Check instruction and Conflict of Interest Acknowledgment form for all Board Members to complete.
- o Policy and District Elimination – Attached as Exhibit J
 - The Board discussed eliminating Policy 802-1, (4)(B)(2). OYSA staff was directed by the board last year not to enforce this policy come back to the board with recommendations. Upon review, it appears to have elements that are similar to issues raised in the recent Grievance and Complaint against US

Youth Soccer. Staff recommends repealing this policy until such time as the principles involved are clarified by the Grievance and Complaint. Motion made to repeal this Policy. Motion seconded. Motion passed.

- The Portland District has 3 member clubs this soccer year that have the ability to elect a District Director. A suggestion was made to reassign the 3 member clubs to appropriate districts and then the Board can decide if they want to merge the Portland District in the future. Staff will discuss this with the 3 remaining clubs and bring back a proposal to the Board at the October Board Meeting.

There being no more business, the regular board meeting adjourned at 8:28pm.

The next BOD Meeting will be held on October 5, 2009 at 6:30 p.m. in Beaverton at the OYSA Office, conference calling will be available.

Respectfully submitted,

Kelly Ward
Director of Administrative Services

Date: August 25, 2009

To: All Board Members

From: Dan Dieter
Vice President, Oregon Youth Soccer Association

Re: Vice President's Report for September 2009 Board Meeting

PROTESTS AND APPEALS

There are currently no issues in the hopper.

BOARD DEVELOPMENT COMMITTEE

I would like to activate this committee to gather a list of potential nominees for the AGM in January. If anyone knows of an ex-club president, or any other potential candidate, please contact me. I will again ask the members who are up for re-election if they plan on running for another term.

RISK MANAGEMENT

We held our first risk management appeal hearing under the new policy last week. The issue was heard and the member will remain disqualified. The new policy made the process much more efficient. I would like to thank our panel, Bryan Daines, Patrick Duffy, and Jim Lasher. I would like to also thank Brian Scott for the summary that he submitted to the panel, and his assistance in drafting the determination letter.

Respectfully submitted,



Dan Dieter
Vice President
Oregon Youth Soccer Association
503-543-5200 (H)
503-453-6761 (C)
tealdieter@centurytel.net

Finance Committee Meeting
September 1st, 2009

A: Updated Internal Control Policies-

Several changes and updates were made to the Internal Control Policies based on recommendations from our auditors. Additionally, filing requirements associated with Form 990 required changes to our policies. All changes were reviewed and accepted by the Finance Committee

B. New Form 990 Requirements:

The Federal tax Form 990 has been changed and due to these changes, certain OYSA policies need to be updated to comply with the new Form 990 requirements. These include:

Policy 301-1 Add new Section U
Conflict of Interest and Whistleblower Policies.

The policies were reviewed and will be considered by the full board at the next Board meeting.

C. Year-End Issues

Our financial statements for the year ended June 30th, 2009 will be the first year in which are financial statements will be prepared using an accrual method of accounting. Year-end allocation of overhead costs will be done based on actual results of each operating department.

D. League/Tournament Results & New Tournaments

Kelly Ward will gather information regarding actual results for CQT's/PQT's, Fall League and DRL so they can be compared to budgeted results for the current fiscal year.

The potential Winter League Qualifying tournament will not occur this year. Staff is going to meet to discuss rebalancing the current fiscal year budget. A proposed plan will be presented at the next finance committee meeting in late October.

E. Referee Assaults- Proposed Fines

The finance committee reviewed and approved the proposed fines with respect to referee assaults. The fines must be approved by the full board.

**Executive Director's Report
September 8, 2009**

OYSA News Brief (attached): I have sent another installment of the OYSA News Brief to all registered coaches, registrars and club presidents. Approximately 7,000 individuals received the update, describing recent accomplishments and pertinent information about upcoming events.

OYSA Night with the Timbers – Saturday, August 22nd was very successful as OYSA night with the Timbers was celebrated in front of an almost record crowd of 13,700 fans.

Unemployment Insurance for Referees – An increasing number of referees are listing OYSA as a source of income when they file for unemployment insurance. In spite of the legislation that was passed few years ago declaring soccer referees as independent contractors for the purposes of tax withholding, workers compensation and wage and hour issues, the house bill is silent with regard to Unemployment Insurance.

We are in discussions with the Oregon Unemployment Insurance Office as their position is that income earned by our referees is subject to mandatory UI withholding. The rate charged to employers for this category of “employee” varies, but is about 2.5%. Referee payments are about \$345,000 annually, so an unfavorable ruling could cost us an additional \$8,500 annually.

Referee Assaults – An ad-hoc committee met to discuss and make recommendations regarding the disturbing number of referee assaults we have experienced this year. From that meeting, as well as conversations and emails both before and after, a series of new standards and consequences have been drafted relating to referee assault. A document is attached for board review, and comments are welcome. The fines in the second to the last bullet needs to be approved (or changed/rejected) by the board. It is our intention to disseminate this document in advance of the start of Fall League.

Complaint against US Youth Soccer – US Club Soccer, AYSO, and a couple of clubs have filed a grievance and complaint against US Youth Soccer and four state youth associations regarding interplay, player passes and insurance – and alleges violations of Federation Bylaws 212(1)(1), 213(1)(a)(3), 241(2), and 603, Federation Policy 601-7(1) and (2), among other things.

US Youth Soccer believes the grievance and complaint is without foundation and has hired legal council to represent it as well the state youth soccer associations named. US Youth Soccer believes it is a “further attempt to use benefits-without compensation- that all of us provide.”

Concerns about Qualifying Tournament Exceptions – We made two judgment calls during the QTs that have resulted in criticism from a number of people.

The first involved a team that was invited to play in the US Club Soccer National Tournament which conflicted with the date of our PQTs. The choice was either to deny the team the opportunity to compete in this event, or force the team to play in the CQT, the result being that the highest division they could play would be Division I. As the team was (in virtually everybody's opinion) clearly a Premier Gold level team (as evidenced, in part, by their invitation to play in the National Tournament), playing at Division I would have created a series of mis-matched games resulting in a bad experience for everybody they played against as well as the team in question. Since the purpose of the QTs is to match team ability for balanced brackets in league play precisely to avoid badly miss-matched games during league play, and since the quality of this team was known, the decision was made to allow the team to play in Premier

Gold without participating in the PQTs. (Four spots were still available in Premier Gold for teams that participated in the PQTs as we simply added an extra team.)

The other issue is more complicated in that it involved the interpretation of a situation in which the rules were unclear and/or silent. The tournament rules clearly state that the Tournament Director is responsible for the interpretation of the rules. The result was again to allow an extra team to play in a Premier Gold division.

We will clarify the PQT rules to eliminate the ambiguity and we will let everybody know next year that we will not grant exceptions to teams that do not participate in the PQTs (or, perhaps to clearly reserve the right to make adjustments to the bracket to accommodate unusual circumstances).

Region IV Director Visit – Jolene Neilson, Director of Region IV, visited Medford this month to tour/approve their field complex for the 2010 Regional Presidents Cup that we will be hosting on behalf of the Region. We also met with City officials to review/plan logistics for the events and toured hotels to determine which would be most appropriate as the Headquarters Hotel. The visit was very productive and Jolene was confident that site would adequately serve the needs of the tournament.

Bid to Host US Youth Soccer National Championships, 2011 – We considered submitting a bid to host the 2011 US Youth Soccer National Championships and Annual General Meeting in 2011, however the only complex capable of accommodating the games is in Medford and the hotels there don't meet the required specifications.

As mentioned in my May, 2009 Report, we intend to submit a bid to host the US Youth Soccer Presidents Cup National Championships in mid-July, 2011 as well as the Region IV Planning Conference in October, 2011.

Personnel – Jaime McGraw has resigned her position with us after 13 years. Jaime went part-time after her first daughter; Vivian was born a year and a half ago. Her second daughter, Julie-Ann was born Saturday, August 29th.

Member Services Report

September 8, 2009

Club Development

Staff has been working on membership proposals for the Board. The Executive Director will be presenting material for Board consideration.

Hood River

4-H has withdrawn its application for club membership. The Hood River Dynamo and 4-H have begun to work together in a more formal way to provide playing opportunities for children from Hood River. The Dynamos have registered 2 competitive teams and 2 or 3 DRL teams from players who have been primarily playing in 4-H programs. Jesus Acosta is now registered through the Dynamos and is managing two DRL teams for the upcoming season.

Risk Management

Since implementing changes in Affinity that require coach/administrator applications to be created only by the individual applicant, the number of incomplete and duplicate registrations appears to have been significantly reduced. We continue to see large numbers of applications that require some manual intervention to set risk status, but clubs appear to be doing a good job instructing their coaches about what is required for registration.

We have now had one appeal under the new risk management policy. The process established in the policy seems to have worked well.

Implementing member cards for all players and adult participants will be on the agenda for the next Recreation Advisory Committee meeting, September 9th at Noon.

TOPSoccer

TOPSoccer Night at the Timbers will be September 13th at the match between the Timbers and the Cleveland City Stars. Everyone is encouraged to attend to support both TOPSoccer and the Timbers.

Oregon TOPSoccer will be providing information about our programs at two upcoming events for families of children who could take advantage of TOPSoccer. September 19, 2009, at a special education fair sponsored by Families Information Referral Service and Training (ORFirst) at Providence Child Center; and October 14, 2009, at a resource fair sponsored by the Shriners Hospital for Children.

I will be working with John Hanna to arrange a meeting in the next few weeks of a planning committee to prepare for a TOPSoccer event at the Region IV Presidents Cup hosted by OYSA in June 2010.

Respectfully submitted,
Brian Scott
Member Services Coordinator

Leagues and Tournament Report

August, 2009

Submitted by Scott Enyart, Director, Leagues and Tournaments

PQT/CQT weekends:

We had two great club hosts for the Qualifying tournament weekends: Corvallis United and Canby United. It should be noted that we received many compliments on the Corvallis venue – regarding scheduling, referees, and the tournament feel. We will be sending to all clubs a letter asking them to submit bids to host 2010 OYSA events by mid September.

2010 National Championship series / Far West Regional tournament:

USYS has announced that Overland Park, Kansas will host the National finals July 19 through July 25.

Far West Regional tournament will be in Albuquerque, New Mexico June 20 – 27.

Region IV has adopted a “travel” policy requiring all teams to use their housing agent or face a penalty.

Additional information on this is available on the region IV website and has been provided to all clubs and was sent to all teams playing in the Fall league.

Recreational event registration:

DRL team registrations are down – we will not have a U11 boys division and will be combining the U13 and U14 age groups for boys and girls.

2011 USYS National Championship Finals bid: I meet with the Medford Parks and Visitors Bureau representatives to discuss the possibility of OYSA in partnership with them submitting a bid to host the 2011 National Finals. USYS has requested that all bid be returned to them by November 2.

Region IV President’s Cup Regional tournament 2010:

Jolene Nielson, Region IV director was in Oregon to do a site visit for the June 2010 President’s Cup regional tournament. Chuck and I traveled to Medford to meet with her and toured the hotels and field complex. We also meet with Sue Stephens of the Medford Visitor’s Bureau and Brandon Meyers and Quinnan Kirkland both of the Medford Parks department.

An early estimate of the teams attending is 80 – 120. We will have a better idea after the October Region IV workshops in Jackson Hole.

Fall League:

Our new system of “extended” play for the Premier created an additional level of scheduling concerns and added some time to the production process. When we review the Fall League in January, staff will address this issue.

Referee Assaults

Draft 8/28/09

There have been four confirmed incidences of referee assault in Oregon Youth Soccer sponsored competitions [including Far West Regionals, technically not an OYSA sponsored event] in the past six months. This fact is disturbing on enough on its face, but even more disturbing when viewed in the context that there have only been one or two referee assaults reported during the previous 10 years.

Luckily, none of the incidents in the past six months have been particularly serious, that is, none has resulted in serious injury. However the Association believes there is never a justification for a player to ever strike out at a referee. Any assault is inexcusable – and four such assaults in such a short period of time are simply not acceptable. Therefore, OYSA is taking the following steps to send a clear message to all of our member clubs, coaches and players that referee assaults will not be tolerated.

Effective with the start of the OYSA Fall Season – and for the indefinite future – for all OYSA sponsored and sanctioned leagues and tournaments, the following standards will apply:

- Any player, coach, manager, club official, or game official who assaults a referee shall be suspended for a minimum of one (1) year from any and all OYSA, US Youth Soccer and US Soccer Federation activity. Longer suspensions are possible, depending on the severity of the assault.
 - Suspensions will be in effect as soon as OYSA verifies that the assault occurred and will remain in effect at least until an OYSA disciplinary hearing is held.
 - A disciplinary hearing will be held under Federation Rules for the purpose of establishing that an assault occurred, that the person so accused is in fact the perpetrator and/or whether a suspension of more than one year shall be imposed.
 - The competition rules for all events shall contain this standard as a condition of receiving OYSA sanctioning, though it should be noted that only OYSA has the authority to impose said suspensions.
- The team head coach of any player who commits referee assault shall be placed on probation for a two (2) year period. If a player on a team coached by this individual (whether as a head coach or an assistant coach of that team), assaults a referee within the probationary period, the coach shall be suspended from any and all OYSA, US Youth Soccer and US Soccer Federation activity for the remainder of the probationary period or for one (1) year, whichever is greater.
- The club of a player, coach, team official, club official or game official who assaults a referee shall be fined as follows:
 - First Offense - \$500
 - Second Offense within 24 months- \$1,000
 - Third Offense within 24 months of the first assault- \$5,000
- OYSA may, at the sole and absolute discretion of its Director of Leagues and Tournaments, disqualify a team from any OYSA sponsored league or tournament in which a member of that team has committed a referee assault. The game in which the assault occurred and all subsequent games may be declared forfeits and forfeit-related fines may apply.

**OYSA Membership Services Model
September 1, 2009****Statement of Need**

Over the last few years, a significant percentage of the membership of some of our member clubs has been registered with what is termed “Other Member Organizations” (OMOs) of the US Soccer Federation. It is hard to identify the number of players that are being registered with OMOs in Oregon, but it appears to be in the thousands – and growing – as club efforts to reduce expenses in the current economic climate motivate club administrators to seek low cost insurance and sanctioning options for their operations.

The result is that these clubs continue to enjoy virtually all of the benefits of membership of OYSA – Directors and Officers/ General Liability insurance, coaching clinics, referee development, governance participation, club development support – while not fully contributing to, or supporting, the purpose/goals/services of Oregon Youth Soccer. Indeed, many of these organizations and their staff/volunteers are actively working against the interests of Oregon Youth Soccer – and soccer in Oregon – while utilizing the services we provide...services that are subsidized by member dues. One example would include clubs that register their coaches, enroll their coaches in OYSA coaching clinics, and then use those coaches to coach teams of players that are not members of OYSA. Another example is the general liability and Director’s and Officer’s insurance we provide that insures clubs, even when they are engaged in non-OYSA related activities.

A related concern, or inconsistency in our current service/operational design, is that we routinely employ the coaching staff of many of the clubs – to represent OYSA as a staff or ODP Coach - who are registering significant portions of their participants with OMOs and in some cases the coaches involved are actually actively working against the interests of OYSA and/or promoting the goals of OMOs at the expense of OYSA. Further, we currently allow these same clubs to influence representation on our Board of Directors, propose/vote on OYSA Bylaw changes as well as guide policy and operational structures.

These practices are eroding our membership base and reduce revenue, both of which negatively impact the effectiveness of our mission, purpose and service outputs for our members.

Membership

OYSA Bylaw 202, Section 5 states, “Every player, coach, assistant coach, team manager, programs administrator [administrator], club officer, including all board members and club employees, must be registered with a member club and OYSA.”

A strict interpretation of this bylaw is that if a club has not registered all of their players, coaches, etc. with OYSA, then the club is not a member of OYSA.

Bylaw 202, Section 1 also states that, “Member clubs...shall always act in a manner consistent with the interests of OYSA.”

Key Point

Clubs that are not members, that is, clubs that do not “act in a manner consistent with the interests of OYSA,” and that do not register “Every player, coach, assistant coach...with OYSA” should not be – are not eligible to be – members of OYSA. Therefore, these clubs should not have access to member services, except in so far as they are entitled to them as an OMO within the bylaws and policies of US Soccer.

Key Questions

- Is this approach in violation of the letter and/or spirit of Federation or US Olympic Committee Bylaws and Policies that require “fair and equitable rules for play by individuals and teams in youth soccer to assure that there are no impediments to the participation of the youth in America in the Sport of Soccer?”
- Should there be a threshold of membership below 100%?
- What, if any, services should be exclusive to Member Clubs, their coaches and participants?
- What services should be made available to Associate Clubs, their coaches and participants?
- When should these service access modifications be implemented?

Proposal

Service	Member Clubs	Associate Clubs
Participation in OYSA Governance (Vote @ AGM – Board/Bylaws, Participation on advisory committee)	Yes	No
Insurance (D&O, GL, field/facilities)	Yes	Yes – Exclusive to OYSA related activities
Unrestricted Tournament Sanctioning	Yes	Yes
Participation in OYSA Sponsored Leagues	Yes	Yes - All participating players and coaches must be registered with OYSA
Participation in OYSA/US Youth Soccer Sponsored Restricted Tournaments	State Cup Yes w/discounted fee	Yes- All participating players and coaches must be registered with OYSA {this applies to this entire section of activities}
President’s Cup	Yes w/discounted fee	Yes
Far West Regional League	Yes w/discounted fee	Yes
OYSA League Qualifying Tournaments	Yes w/discounted fee	Yes
Kohls Cup	Yes w/discounted fee	Yes
Biokleen Cup	Yes w/discounted fee	Yes
Participation in OYSA training and/or US Youth Soccer trademark services/programs		
TOPSoccer	Yes	Yes - All participating players and coaches must be registered with OYSA
OYSA Workshops	Yes w/ discounted fee	Yes
Seminars/Guest Presenters	Yes w/discounted fee	Yes
Background Checks	Yes	Yes – only for adults registered w/OYSA
Dispute Resolution	Yes	Yes (?)

Club Administrative Support	Yes	Yes (?)
Consultation w/ Technical Director	Yes	Yes – priority to member coaches
Coaching Education		
License clinics	Yes	Yes
Youth Modules	Yes w/discounted fee	Yes
Other Clinics	Yes w/discounted fee	Yes
Staff Coach Eligibility	Yes, following conflict of interest review	Yes, following conflict of interest review
Player Education		
OYSA Player Camps	Yes w/discounted fee	Yes
Team Training	Yes w/discounted fee	Yes
Online Registration	Yes	Yes, limited to OYSA participants
Online Gaming Software	Yes w/discounted fee	Yes
Olympic Development Program		
Players	Yes	Yes
ODP Coach Eligibility	Yes	Yes, following conflict of interest review

Timeline

September/October '09 – Agreement from Board that the proposed realignment of services is an appropriate business response to changes in the industry.

November '09 – Pricing structure determined.

December '09– Announce proposed realignment of services to membership w/agenda and information about AGM.

January '10 – Discuss proposed realignment of services in President's Meeting and Competitive/Recreational forums.

June 30, 2010 – Deadline for Club Registration for FY 2010 – 2011. Club Membership Applications will require acknowledgement that 100% of all players, coaches, assistant coaches, team managers, program administrators, club officers, board members and club employees, will be registered with OYSA.

July 1, 2010 – Implementation of service realignment.



August 19, 2009

Chuck Keers
 Oregon Youth Soccer Association
 4840 S.W. Western Avenue
 Suite # 800
 Beaverton, OR 97005

Dear Chuck:

At the recent USYS annual meeting in Massachusetts many of you heard a report from David Downs, Executive Director of our USA Bid Committee, about the progress we are making in trying to bring the FIFA World Cup™ back to the U.S. in either 2018 or 2022. USSF Vice-President Mike Edwards then stressed the importance to our sport of hosting the event here in America and also introduced the Member Ambassador Program requesting contributions from each of your associations to support our effort.

It would be impossible to overemphasize the importance of this project to all of us. Many of you will remember the huge impact to the game and to each of your associations of World Cup USA '94™, and indeed some of you have been personally inspired by that fantastic tournament to devote the time you have given to soccer over the past two decades.

The competition to host a future FIFA World Cup™ will be stiff and we need your help. Recently the Australian government announced that they have pledged \$38 million to support that nation's FA in their bid. And while we believe that we can successfully present our bid to FIFA for a fraction of that amount, we are not able to count on a single dollar of federal funding.

We are suggesting the pledge amounts below based on your membership size (payable over two years). I fully appreciate, however, that each association has different circumstances which require all of you to make individual decisions and of course seek board approval.

Membership Size	Suggested Participation
More than 100,000	\$100,000
75,000-99,999	\$75,000
50,000-74,999	\$50,000
25,000-49,999	\$25,000
Less than 24,999	\$10,000

I am especially pleased to announce that joint state associations, Cal South and North Texas have each pledged \$100,000 while the adult association in Eastern NY has committed \$50,000. I'd like to thank these three associations and their presidents, Gregg Falk, John Sutter and Sal Rapaglia for their early and significant commitment. I can't put the "cause for giving" any better than Gregg Falk and John Sutter did in their recent emails to me:

"The Cal South Board of Directors has approved \$100,000 to be paid in support of the World Cup bid. I believe that this is an investment in the future of soccer in Southern California and America that can be best achieved by bringing the excitement, worldwide attention, and pride that comes with hosting the games. Cal South looks forward to working in support of the bid. Please let me know if there is anything we can do."

"On behalf of the entire North Texas Soccer family, it is my great pleasure to confirm a commitment of \$100,000 to the USSF World Cup bid effort. Just as in 1990, when North Texas Soccer joined arm in arm with soccer's top leadership and key state associations to make the 1994 World Cup the most financially successful Cup in history, we believe it is once again time for US Soccer to host the premier event of the world's greatest game. The North Texas Soccer family shares your vision of a nationwide grassroots initiative to host the World Cup and we are excited to once again add our expertise and our members' support to this project and we hope our fellow leaders in soccer join us in this effort."

Over the next several weeks, I plan to contact each of you by telephone to discuss this program. If you have any questions regarding the Member Ambassador Program, please do not hesitate to contact me or Dan Flynn at U.S. Soccer House – we are happy to answer them and of course eager to get your support. When you are ready to make your donation, please send it via check payable to "US Bid Committee" and send it to Eric Gleason, attn. World Cup Bid, U.S. Soccer Federation, 1801 So. Prairie, Chicago, IL 60616. In the interim, you might want to check out the Bid Committee's new website at www.gousabid.com. Please sign the petition and send the link to all those who want to help!

Sincerely,

Sunil K. Gulati
 President

Proposed Policy Change, August 31, 2009

Purpose of proposed change: To comply with the New 2008 Form 990

POLICY 301-1 BOARD MEMBER CODE OF ETHICS

- Section 1.** Board Members will:
- A. Listen carefully to fellow board members and member clubs.
 - B. Respect the opinion of fellow board and staff members.
 - C. Respect and support the decisions of the board.
 - D. Recognize that all authority is vested in the board when it meets in legal session and not with individual board members.
 - E. Keep well informed of developments that are relevant to issues that may come before the board.
 - F. Participate actively in board meetings and actions.
 - G. Call to the attention of the board any issues that will have an adverse effect on the Association or our constituents.
 - H. Attempt to interpret the needs of constituents to the Association and interpret the action of the Association that impact constituents.
 - I. Refer constituent or staff complaints to the proper level on the chain of command.
 - J. Recognize that a board member's job is to ensure that the Association is well managed, not to manage the Association.
 - K. Vote to hire the best possible person to manage the Association.
 - L. Represent all constituents of the Association and not particular geographical or special interest groups.
 - M. Act as a "trustee" of the Association and ensure that the Association is well maintained, financially secure, growing and always operating in the best interest of the Association and its constituents.
 - N. Always work to learn more about a board member's job and how to do the job better.
 - O. Declare any conflicts of interest and avoid voting on issues that appear to be a conflict of interest.
 - P. Not be critical, in or outside of the board meeting, of fellow board members.
 - Q. Not use the Association or any part of the organization for personal advantage or the personal advantage of my friends or relatives.
 - R. Not discuss the confidential proceedings of the board outside the board meeting.
 - S. Not promise to anybody prior to a meeting how they will vote on any issue in the meeting.
 - T. Not interfere with the duties of the Executive Director or undermine the Executive Director's authority.
 - U. Not accept, or give, any cash, gifts, special accommodations or favors from or to a person with whom Oregon Youth Soccer transacts or expects to transact business. Occasional meals, mementos or entertainment of nominal value when given or received in the course of accepted social and/or business practice will not generally be considered violation of this policy.

OREGON YOUTH SOCCER ASSOCIATION

**PROPOSED NEW POLICY 302
SEPTEMBER 8, 2009**

POLICY 302-1 CONFLICTS OF INTEREST POLICY

Section 1. Purpose

The Board of Directors shall monitor the transactions between OYSA and insiders to ensure that any transaction between OYSA and an insider is fair to OYSA and does not grant excessive benefit to the insider. The purposes of this policy are to ensure that directors and officers act loyally to OYSA and that directors, officers and those who exercise substantial influence over OYSA do not use their influence to obtain benefits in excess of fair market value in transactions with OYSA. This policy seeks to ensure that OYSA observes both state and federal laws concerning conflicts and excess benefits transactions.

Section 2: Definition of Insider

For purposes of this policy, "insider" has the same meaning as "disqualified person" under the Internal Revenue Code, 26 USC §4958. The current IRS definition is explained in A through C below and will need to be updated if the IRS definition changes. In addition, the entities described in D and E below are also considered insiders.

- A. An insider is any person who exerts substantial influence over OYSA, including directors, officers, the Executive Director, other key employees, and major donors.
- B. Family members of insiders are also insiders. Family members include the spouse or partner in a civil union recognized by state law; children, grandchildren, great-grandchildren, whole and half-blooded brothers and sisters, and spouses of any of these people; and any ancestors (parents, grandparents, etc.)
- C. An insider who becomes an insider by virtue of A & B above remains an insider for five years after his or her influence over OYSA ends.
- D. An entity in which a director has a material interest or is a general partner is an insider.
- E. An insider is any other for-profit or nonprofit entity in which a director of OYSA is a director or officer and the entity and OYSA are parties to a transaction that is or should be considered by the boards of both corporations.

Section 3: Identification of Insiders

In order to identify insiders:

- A. On an annual basis, the Secretary of OYSA or the Secretary's designee shall develop and maintain a list of insiders who engage in or are reasonably likely to engage in transactions with OYSA during the year.
- B. The officers, directors and key employees shall each year disclose interests that could give rise to a conflict of interest under this policy. Such disclosure shall be made on a Disclosure and Acknowledgement form shall be filed with the Secretary or the Secretary's designee.
- C. The Secretary or the Secretary's designee shall monitor and enforce compliance with this policy by reviewing the list of insiders and the Disclosure and Acknowledgement forms each year and by bringing potential or actual conflicts to the attention of the President of the Board. The President shall disclose conflicts to the Board as they arise and ensure that the procedures in this policy are followed.
- D. The Secretary or the Secretary's designee shall convey the list of insiders identified above to the Executive Director and shall instruct the Executive Director to notify the Board if the Executive Director or any employee plans to engage in a transaction with an insider, including payment or reimbursement for business or travel expenses of the insider and/or members of the insider's family. If so, the Board shall monitor the transaction to ensure that it complies with the procedure in Section 4 below.

Section 4: Procedure

When OYSA engages in a transaction with an insider, the Board shall monitor the transaction as follows:

- A. If the Board determines that a director is an insider with respect to a transaction, the Board shall appoint a committee, consisting of all directors who are not insiders, to consider the transaction.
- B. The Board shall gather appropriate data to ensure that the compensation for each insider is reasonable.
- C. The Board shall document its decision by keeping written records that state the terms of the transaction and date approved, the directors present and who voted on it, the comparability data and how the data was obtained, and any actions taken with respect to directors who had a conflict of interest with respect to the transaction. The records must be prepared before the latter of the next Board meeting or 60 days after the final action is taken. Once prepared, the records must be reviewed and approved by the Board within a reasonable time.

When employee compensation packages are established each year, the Board shall identify those employees who are insiders. The Board shall monitor the compensation packages of insiders in accordance with the procedure in A above.

The Board may delegate its responsibilities under this policy to a committee of the Board. The committee shall report to the Board in timely fashion the results of all monitoring of insiders that the committee is required to do under this policy.

POLICY 302-2 WHISTLEBLOWER POLICY

OYSA seeks to conduct all of its activities in a responsible, legal and ethical manner. All officers, directors, employees and volunteers of this corporation must practice integrity and honesty in fulfilling their responsibilities and must comply with all applicable laws and regulations. The purpose of this Whistleblower Policy is to provide a mechanism to report irresponsible, illegal or unethical behavior.

Section1: Whistleblowing Complaints

If an officer, director, employee or volunteer should discover information leading him or her to believe that a serious wrongdoing or illegal or unethical behavior has occurred in OYSA, he or she shall report this information to the President of the Board. If the President of the Board is not available or is implicated in the wrongdoing, he or she shall report the information to another Board officer.

The President of Board officer shall conduct an investigation. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation. Appropriate corrective action will be taken if warranted by the investigation.

Section2: No Retaliation

- A. An officer, director, employee or volunteer of this corporation shall not, with intent to retaliate, take any action harmful to any person, including interference with the lawful employment or livelihood of any person, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any federal, state or local offense or for reporting a compliant pursuant to this Policy.
- B. In the event that an officer, director, employee or volunteer intends, for any reason, to take any action harmful to any person who has provided information to a law enforcement officer relating to the commission or possible commission of a federal, state or local offense or for reporting a complain pursuant to this Policy, the officer, director, employee, or volunteer must obtain the approval for such action from the President of the Board prior to taking action. If the President of the Board intends to take such action, the President must obtain the approval of the board of directors prior to taking action. Such approvals must be obtained even if the officer, director, employee, or volunteer believes that the person who provided information to the law enforcement officer provided untruthful information.

Exhibit J:

Memo

To: OYSA Board of Directors
From: Chuck Keers
Date: August 31, 2009

There are two issues I believe the board should consider taking action on in September, 2009.

Item 1. US Club Soccer, AYSO and a number of other organizations have filed a Grievance and Complaint against US Youth Soccer and a number of state youth soccer associations regarding interplay issues, including requiring members who wish to participate in programs sanctioned by other USSF Organization Members to purchase additional insurance. Apparently, a decision made by the USSF Board of Directors on February 16, 2003 prohibits any USSF Organization Member from using insurance to prohibit players or teams from participating in competitions sponsored by USSF Organization members.

OYSA Policy 802-1, (4)(B)(2) is very similar to some of the alleged prohibited practices of those named in the Grievance and Complaint, in that we state; "Insurance provided through membership in OYSA will not extend to players or teams that participate in non-OYSA sanctioned leagues." Our Policy 802-1, (4)(A)(2) also requires an OYSA affiliated organization that applies for OYSA sanctioning for an unrestricted tournament to obtain an additional General Liability policy as well as participant/spectator medical coverage insurance.

As a practical matter, we have not enforced Policies 802-1 (4)(A)(2) or (4)(B)(2). I would therefore suggest the board consider eliminating these policies until guidance and precedent is established through the Grievance and Complaint filed by US Club Soccer, et. al.

Item 2. The Portland District has only three member soccer clubs. This District also has a vacancy on the OYSA Board of Directors. I suggest the Board of Directors eliminate the Portland District as one of the 9 Districts that comprises Oregon Youth Soccer. The three remaining clubs would be assigned to one of the other districts that are adjacent to what was the Portland District. I'd suggest PCU be placed in the South Metro District, Alameda in the Columbia District and Bridlemile in the Willamette District.