

Oregon Youth Soccer Association
Regular Board Meeting
October 6, 2008
Beaverton, Oregon

1. Meeting called to order by President, Ric Listella, at 6:50 PM

2. A quorum was declared by Ric Listella, a sign in sheet was distributed.

Board members attending:

Ric Listella, President	
David Wagner, Secretary/Treasurer	Steve Meckel, District Director
Steve Asakawa, District Director	John Thomas, District Director
Rick Puckett, District Director	Matt Madeira, District Director

Board members via phone

Al King, Director at Large	Dan Dieter, Vice-President
John Cronkrite, Director at Large	

Others attending:

Chuck Keers, Executive Director	Brian Scott, Member Serv. Director
Scott Enyart, Director Program Services	Kelly Ward, Director Admin
Larry Adams, Hillsboro Soccer Club	

3. Consent Agenda:

A motion was made and passed to approve the following consent agenda items:

- o Board Minutes from the September Board Meeting.

4. The following Board and Staff Reports were accepted as presented:

- o Finance Committee Report – Exhibit A
- o Vice-President's 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- Exhibit E

4. Board Discussion of Strategic Topics:

- o October Board Retreat
 - Will be held on October 25th from 9am-5pm. Agenda was distributed electronically (Exhibit F)
- o Strategic Plan Update
 - Chuck distributed his Status Report electronically (Exhibit G) and touched on some highlights.
 - Chuck is working on a revision to the Strategic Plan with Marc Smiley. Board Members were asked to review the plan and provide input for the revision to Chuck by October 24th.
- o Board Ground Rules

- Drafted Board Ground Rules distributed prior to the meeting (Exhibit H)
- Feedback provided via e-mail by October 15th.
- Policy 701-1, Grievance, Protests and Appeals
 - Dan Dieter provided update.
 - Ric developed a committee to aid in the finalizing of the policy. Ric Listella, John Thomas, Dan Dieter, Brian Scott and another club representative to serve on committee. Kelly to schedule meeting.

5. New Business

- FY 09-10 Budget Drafting Update
 - Update provided in the Finance Committee Report.
 - The Finance Committee is not recommending a membership dues increase. A discussion followed regarding this.
 - The Finance Committee has provided recommendations to fee increases. A motion was made to adopt the staff's recommended fee structure. Second to the motion. An amendment to the motion was made to make the Winter Fee's \$875. Amendment carries. Motion as amended passes.
- Foundation Status
 - Al King provided history of the Foundation. Recommends that the Foundation Board would transfer authority to the Association's Board while there is little activity and funds to hire an executive director.
 - Steve Meckel suggested not transferring the authority. Instead appoint 3 Association board members to the Foundation's board.
 - Ric asked Chuck to research the appropriate action to take with the Foundation Board.
- Pilot Project, nontraditional club
 - Chuck discussed memo provided electronically (Exhibit I).
 - The Board needs more information about the program and how it will operate before making a decision. Chuck will report back to the Board.

6. Old Business

- Draft Bylaw change for AGM – Proposed elimination of BOD Term Limits
 - Two versions of proposed bylaw changes were distributed. Version 1 was prepared by Ric Listella (Exhibit J). Version 2 was prepared by Steve Meckel (Exhibit K).
 - Discussion regarding the proposed changes.
 - The topic was tabled for the Board Retreat.

- THJSL field issue with Constellation Soccer Club
 - THJSL has asked OYSA to review Constellation Soccer Club's membership. OYSA Staff is working with Constellation and will work with John Thomas on the issue.

The October BOD Meeting will be held on November 3, 2008 at 6:30 p.m. in Beaverton at the OYSA Office, conference calling will be available.

There being no further business, the meeting was adjourned at 8:31 PM.

Respectfully submitted,

Kelly Ward
Director of Administrative Services

Finance Committee Meeting
October 3rd, 2008

Internal Controls Policy:

A motion was made and passed to accept the amendments to the OYSA Internal Controls Policy. The policy will be reviewed annual by the finance committee.

Planning for the 2009-2010 Fiscal Year Budget:

The 2008-2009 operating project as passed projected a \$205,000 operating deficit for the year. When the budget was passed, it was the goal of the finance committee and staff to prepare a balance budget for the 2009-2010 fiscal year.

The finance committee reviewed a myriad of budget changes prepared by staff for 2009-2010 which would bring the budget back into balance. For purposes of planning for the 2009-2010 budget, the finance committee recommends the following changes to fees and/or cost savings. The committee recognizes at this point in time this is a plan, which may be subject to change based on operating results, and changes in other economic factors between now and the final preparation of the budget in May of 2009.

Player Insurance Savings \$30,000- Based on discussion with our current insurance carrier, the office was able to negotiate additional policy savings which should remain in place for the next fiscal year.

Affinity Efficiencies \$30,000- Office efficiencies of \$30,000 have been identified as a result of implementing the Affinity software.

League & Tournament Fees \$37,000- The finance committee recommends a 5% increase in fees charged for competitive leagues and tournaments. The cost for these programs has not been increased for operating costs (other than referee fees in 2008-2009) in 4-5 years.

Goal Lines \$50,000- This item will be derived by a reduction of goal line issues and revenue generated by the offering of online advertising. OYSA staff is currently developing a plan to best implement this change.

Coaching Clinics- \$50,000 This item consists of a combination of office efficiencies and changes to coaching clinic fees and/or camp fees. The specifics for this item will be determined by Chuck Keers and the new Technical Director prior to preparation of the final budget in May 2009.

ODP Deficit Reduction \$50,000- This item will be derived by a combination of fee increases to ODP players and efficiencies which are to be identified by Chuck Keers and the new Technical Director prior to the preparation of the final budget in May 2009.

Salary Freeze/Benefit Changes \$25,000- This savings will be generated by limiting next year's salary increases, or making changes to employee benefits. The specifics for this savings will be determined as the final budget is prepared in the Spring of 2009.

Cash Reserves \$25,000- If necessary, the finance committee agreed \$25,000 of existing reserves may be utilized to balance the 2009-2010 budget.

Membership Dues- The finance committee does not recommend any changes to membership dues for the 2009-2010 budget year. However, the committee feels membership dues will likely need increased in 2010-2011, and the membership due should be evaluated and adjusted yearly based on economic factors each year going forward.

Fee Review - Leagues and Tournaments:

Event Name	# of teams	2008 fee	Revenue	% 5 increase	projected fee/2009	Revenue	recommenda tion	Revenue
Leagues								
Fall								
U11	50	450.00	22500.00	22.50	472.50	23625.00	475.00	23750
U12/14	200	975.00	195000.00	48.75	1023.75	204750.00	1000.00	200000
Winter	140	825.00	115500.00	41.25	866.25	121275.00	900.00	126000
Spring	160	575.00	92000.00	28.75	603.75	96600.00	600.00	96000
DRL	60	350.00	21000.00	17.50	367.50	22050.00	375.00	22500
Tournaments								
Qualifying	230	625.00	143750.00	31.25	656.25	150937.50	650.00	149500
President's Cup								
U11/14	150	375.00	56250.00	18.75	393.75	59062.50	400.00	60000
U15/18	35	425.00	14875.00	21.25	446.25	15618.75	450.00	15750
State Cup								
U11	0	400.00	0.00	20.00	420.00	0.00	425.00	8500
U12/14	133	500.00	66500.00	25.00	525.00	69825.00	525.00	69825
U15/19	75	600.00	45000.00	30.00	630.00	47250.00	650.00	48750
Kohl's	75	125.00	9375.00	6.25	131.25	9843.75	150.00	11250
			781750.00			820837.50		831825
				Diff.	39087.50		50075.00	

* U11 State Cup was recently added, 20 to 30 teams projected

* # of teams reflect budget

Exhibit B:

Date: September 26, 2008

To: All Board Members

From: Dan Dieter
Vice President, Oregon Youth Soccer Association

Approved 11/3/2008

Page 5

Re: Vice President's Report for October Board Meeting

PROTESTS AND APPEALS

As reported by Chuck Keers in last months Executive Director's Report, the Westside Metro's appeal issue is closed, as there is "...no direct evidence that any coach, manager or official associated with the team actually knew the player was ineligible at the time of the State Cup Final. This is a critical determination as any such person found guilty of knowingly playing an ineligible player is prohibited from participating in next year's State Cup Competition."

I have not had time to edit the draft of our current Protest and Appeal policy. As I have not had any responses to the draft that I submitted with this report last month, I will continue to work with staff to put a final draft before the board for approval.

BOARD DEVELOPMENT COMMITTEE

No new developments from this committee. I would hope to include some of the key issues for this committee, as they relate to our strategic plan, in our retreat planned for October 25.

RISK MANAGEMENT

There are no current issues in the hopper. Brian Scott and I will also be looking at Risk Management Policy 801-1.

Respectfully submitted,

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

Exhibit C:

**Executive Director's Report
October 6, 2008**

Fall League and District Recreational League - Both leagues began last month. The DRL launched without much incident, however the schedules for the Fall League were extremely problematic. We did not know until the date we

were to publish the schedule that they were not ready. We also missed our second target publish date. Steps have been taken to make sure this never happens again. On a positive note, referee coverage is much improved compared to last year, at least in the Portland Metro area. With over 600 games played so far, we have 93% referee coverage compared to 75% this time last year.

Technical Director – Management Team conducted primarily phone interviews with the top candidates for the Technical Director position. The group was narrowed down to three finalists who will be interviewed in person on October 8th. The evening of the same day we will host a meeting to provide selected club representatives to meet, ask questions of and provide us feedback on the finalists.

Strategic Plan – Marc and I have revised the Goals, Strategies and Benchmarks document that was the subject of an Executive Board Meeting last May. Marc and I have also drafted a preliminary Revenue Plan as well. I am in the process of revising the plan to reflect a narrowing of goals and strategies to more realistically reflect achievable outcomes.

Board Retreat – There is a Board retreat scheduled for Saturday, October 25th from 9 am – 5 pm at the Intel facility on the Jones Farm Campus in Hillsboro. Marc Smiley is donating his time and will facilitate discussions regarding alternative service models, association revenue models/the role of the Foundation and board governance issues. Please plan on attending, if possible.

Oregon Youth Soccer Foundation – The Foundation Board met last month and is considering suspending regular meetings and operations until such time as a full-time Executive Director can be hired – potentially delegating governance authority to the OYSA Board of Directors. Existing grant administration, grant renewal efforts and minimal operational maintenance would be performed by OYSA staff.

Giant Jersey Tour – US Youth Soccer concluded their 7,500 mile month-long celebration of Youth Soccer Month – Giant Jersey Tour – at the adidas America headquarters here in Portland. Ric and I attended the event to support US Youth Soccer and Youth Soccer Month on behalf of OYSA.

Personnel – We currently have a vacancy in our Programs Services Department as our Game Scheduler is no longer with the Association. We are seeking to have many of the responsibilities of this service performed by an independent contractor for the President's Cup and the Winter League. We will evaluate our long-term organizational model relative to scheduling over the next few months.

Member Services Report

October 6, 2008

Club Development

Bandon

Bandon Youth Soccer Club's registration process for the fall is well under way. They have registered 62 players and 17 coaches and administrators as of September 29th. They are continuing to register players as they prepare for a playing season that begins in October.

Bandon Youth Soccer Club hosted a coaching clinic on September 24th. The U6/U8 Youth Module is reported to have been well attended and well received by the coaches who attended.

Columbia Youth Soccer Club

This first-year club has had a very successful registration year. They have registered 178 players and 32 coaches and administrators. They also hosted two coaching clinics in August as they adjust to participating with Oregon Youth Soccer.

Club Services

Risk Management

With a few exceptions, our member clubs are doing a good job of getting their coaches and other club administrators registered in Affinity with background checks completed.

TOPSoccer

Oregon City is once again presenting a TOPSoccer Rama. The event will be October 19th, 1-3pm , at Portland Futsal. Fall programs are beginning. Updated information is on our website.

Coaching Education

We have been catching up with entering clinic attendance lists in Affinity for those clinics that took place before most coaches had registered. Certificates have mostly been mailed. We are now working on getting Affinity registrations for people who attended clinics but are not yet registered in Affinity.

Rec Council

The Recreation Advisory Council is now meeting bi-monthly. The last meeting was September 10th. The next meeting will be November 12th at 6:30pm. The Rec Council is working on a Club Administrative Manual. We have a general outline of topics and are seeking authors and additional existing materials for the manual.

Brian Scott
Member Services Coordinator

**Program Services Report
September 2008
Submitted by Scott Enyart, Director, Program Services**

2008/09 competitive season:

Fall league – we are approximately half way through the fall season. After a slow start, things are running well. There has been a learning curve for teams surrounding the Affinity system. SO many options tends to create some confusion, staff has taken a “let’s help you out” approach to correcting these issues as opposed to forfeiting games because the coach was not able to get a roster.

District Recreational league: We are in need of a complete review of this league. While it continues to grow, there are issues surrounding: travel, referees, team formation.

Referees:

Metro area coverage is improved over last fall
Mid Valley, Southern and Central Oregon all struggle for referees on Saturday because their area high schools have matches that start anywhere from 10 am to 2 pm. Working with the ORC we will target those areas for classes in 2009 and staff will schedule around that known conflict as best we can.

Winter League 08/09:

Entry deadline is December 9
League play starts January 11 and ends March 21 – playing 10 games
Teams are able to “black out” two weekends.

State Cup 2009:

Preliminary rounds will be April 4,5,11,12,18,19; Quarterfinal round April 25 and 26
Semi finals May 2
Finals May 9

Kohl’s American Cup finals:

55 teams have entered our event. Preliminary games start October 5. The finals are October 19th at the Rec Center. The Kohl’s event truck will be on hand – interactive play area etc. – we are inviting all teams to come to the finals and take part in the final

Director’s Cup Regional Tournament:

Washington Youth Soccer and OYSA have expressed our interest in hosting this event. Region IV has requested a presentation at the October workshop.

**OREGON YOUTH SOCCER ASSOCIATION
BOARD RETREAT**
October 25, 2008
9 am - 5 pm

Mission Statement: To foster an environment that promotes the physical, mental and emotional development of Oregon's youth through the sport of soccer

- Alternative Service Models
 - Association Revenue Model/Role of the Foundation
 - Board Governance Issues
-

Location & Directions

Location: Intel facility on the Jones Farm Campus in Hillsboro.
Building JF3, Room Number JF3-101
2111 NE 25th Ave. Hillsboro, OR. 97124

Directions:

1. Hwy 26 west toward the beach
2. Take exit 61 for Helvetia Road
3. Turn left at NW Helvetia Rd/NW Shute Rd
 - a. Continue to follow NW Shute Rd
4. Turn right at NW Evergreen Rd
5. Turn left at NE 25th Ave
6. Turn right at NE Griffin Oaks Street

Exhibit G:

Oregon Youth Soccer
Proposed Board Meeting Ground Rules
October 6, 2008
Draft

1. Every meeting shall have a written agenda.
2. Board Meetings will begin on time and will generally not last more than an hour and a half unless the board takes action to extend the meeting.
3. Board Members will make every effort to attend all board meetings and arrive/call in on time and if unable to do so shall inform the President and/or Executive Director in advance.
4. Guests are welcome; however any guest that wishes to address the board must fully disclose the topic(s) and major points they wish to convey to the Board President and/or the Executive Director at least a week prior to the meeting. Any guest's request for a Board Decision must be submitted in writing.
5. The Board President shall determine whether a guest will be allowed to present their issues to the board and if so, how much time will be allotted. If the guest is allowed to present an issue, it will be included on the agenda distributed to Board Members prior to the meeting. Guests will generally not be allowed more than 3 minutes to speak.
6. Guests shall refrain from speaking during board meetings and shall not contribute or participate in board discussions unless recognized or called upon by the Board President/Chair.
7. All Board Members are encouraged to actively participate in discussions at the meetings.
8. Participants who are physically present and wish to speak shall raise their hand and wait to be called upon by the President/Chair.
9. One person shall speak at a time.
10. The speaker may speak only on the issue being considered.
11. All board members wishing to speak on an issue will be given an opportunity.
12. Contrary views and different opinions will be encouraged.
13. Side conversations will be discouraged.
14. All ideas will be treated openly and with respect.
15. No derogatory or negative phrases will be used, or personal attacks allowed.
16. Decisions require a motion, a second and a vote.
17. Prior to a vote on a motion, every board member shall have an opportunity to speak for up to three minutes.
18. Once voted upon, no further discussion is permitted.
19. All Board members shall support decisions of the Board, regardless of their personal opinion of the decision, or whether they were present when the decision was made. Board members shall confine expressions of disagreement with a Board decision to discussions at a Board meeting at which the topic of the decision is part of the agenda.

20. Board Members and guests shall turn off or place their cell phones on “vibrate” during board meetings. Individuals who must respond to a call or text shall excuse themselves from the meeting.
21. Laptops are permitted for the purposes of taking notes and researching topics under discussion only. Participants shall refrain from accessing e-mail during board meetings.
22. Board members are volunteers and are donating their time to contribute to the goals of the organization, gain experience and have fun. Every effort will be made not to lose sight of these objectives and humor will be encouraged, when appropriate; however humor that is demeaning is not allowed.

Memo

To: OYSA Board of Directors

From: Chuck Keers

Date: October 2, 2008

Subject: Pilot Project w/the Foundation

Summary:

The Oregon Youth Soccer Foundation, while running a summer camp, was approached by a member of the Southeast Rotary to partner in funding a new kind of affiliated soccer club that would register members solely for the purposes of participating in an ongoing local street-soccer type soccer experience. The Foundation is seeking support from the OYSA Board to endorse and potentially approve a new model of member soccer club for the purposes of managing this type of non-traditional soccer experience for economically disadvantaged underserved youth.

Overview:

One of the activities funded by the Oregon Youth Soccer Foundation the last two years involved informal “soccer camps” kind of experience for youth in underserved areas of Portland. They have administered one-week and two-week camps as well as a summer-long, one-day-per-week “soccer- in-the-parks” activity oriented to young kids not otherwise involved in youth soccer. The activities occur in local school yards and parks, are free and informal and target children from families who typically cannot afford the cost of transportation or membership - even to local, “low-cost” recreational clubs.

Southeast Rotary contacted a member of the Oregon Youth Soccer Foundation board and has expressed an interest in partnering with the Foundation for purposes of setting up a permanent and ongoing presence in Southeast Portland to provide these activities for the benefit of the children who live there. Rotary has suggested that they would provide some funding for such a program and the Foundation has also been asked to provide financial support. One hundred percent of the participants are on “free and reduced lunch programs within their schools and are members of the Oregon Health Plan.

Central to this project moving forward is whether or not such a club model is appropriate within Oregon Youth Soccer. The Foundation acknowledges that this is a non-traditional type of participating club and is requesting direction from the Association regarding this kind of approach to bringing the benefits of soccer to youth and families who otherwise would likely never experience them.

Specifics:

Would the OYSA Board approve in concept and principle the establishment of a new club in Southeast Portland called **INCLUSIVE** that would register members with OYSA, but who would not participate in traditional established OYSA or member club leagues.

The soccer model would be an informal camp structure in which interested neighborhood kids could show up on a scheduled day each week to participate in “age appropriate” soccer clinics and scrimmages. The tentative structure allows for one practice a week and one game day on Saturdays. One or two week-long camps would also be offered – using volunteers from Rotary and the local neighborhood.

The new club would not take players away from existing club, nor would they compete for fields as they target severely economically disadvantaged neighborhoods and use neighborhood parks and open spaces to play. If a child has the means to financially be involved, they would register with a neighboring club for participation in the existing traditional structure.

In fact, experience has shown that a dozens of youth who participated in the street-soccer and camp activities of the prior two years seek out and become main-stream members of local OYSA clubs. The first year of exposure to this community effort, sixty children became members of the local Southeast Soccer Club and are members of OYSA as a result. These players typically receive scholarships through the local club. The program model not only brings the life-skills, team involvement, sportsmanship and physical fitness benefits of soccer to kids and families who otherwise wouldn't have the opportunity to experience them but promotes and markets membership in more traditional OYSA soccer clubs and activities for a more structured and hopefully a longer lasting soccer experience.

The visibility of Foundation's program has created a potential partnership with a great community entity, The Rotary. Members of the Foundation believe that the establishment of this type of program is very important to the success and recognition of the Association and promotes awareness and good publicity that will pay dividends when seeking support.

Three thousand dollars is being sought from the Southeast Rotary and \$2,000 from the Oregon Youth Soccer Foundation to establish the pilot project known as **INCLUSIVE**.

Question:

Would the OYSA Board approve in principle the establishment of a non-traditional club to run a soccer program based on the model described above?

Bylaw 404 ELECTION AND TENURE OF OFFICERS AND ALL DIRECTORS

Section 1. The Officers and all Directors shall be elected to three-year terms by a majority vote of voting members represented and voting at an AGM. ~~[All Officers and all Directors shall be limited to a maximum of two three-year terms for the same position.]~~

Section 2. The District Directors shall be nominated and elected by the member clubs within their respective Districts.

Section 3. Groupings and election years at AGM are as follows:

- a. Group A: (2007 and every three years following) – Vice President, Columbia District Director, Willamette District Director and Southern District Director.
- b. Group B: (2008 and every three years following) – President, Director-at-Large #1, Tualatin Hills District Director, Central/Eastern District Director and Central Valley District Director.
- c. Group C: (2009 and every three years following) – Secretary/Treasurer, Director-at-Large #2, South Metro District Director, Portland District Director and Western District Director.

Section 4. All Officers and Directors shall have their primary residence in the state of Oregon.

Section 5. Vacancies on the Board of Directors arising from the removal, resignation or departure of an incumbent shall require the President to appoint (subject to Board of Directors approval) a Director or Officer ~~[within 180 days]~~ as soon as reasonably possible. ~~[of said vacancy. Within this period, e]~~ Once a candidate is named, the President and Board of Directors shall act on the candidate within 45 days. The appointed officer or director shall serve the remainder of the term of office. Terms of 660 consecutive days or more shall be counted as a full term.

Section 6. An Officer or Director may be suspended or removed from office for failure to meet the responsibilities as described in Bylaw 401, 402, 403, 404, or related policies, or for otherwise acting in a manner detrimental to the interest of OYSA. Absence from two (2) consecutive regularly scheduled Board of Director's meetings without prior notification to the President or Executive Director shall be cause for removal from the board. Such suspension or removal shall be by a three-fourths majority vote of the Board of Directors. The quorum for the meeting shall be ten (10) other uncontested Board members. Such vote shall be in an open hearing with at least 30 days notification to all officers and directors.

Section 7. One individual shall not hold more than one position as officer or director at the same time. An officer or director of OYSA shall not serve concurrently as:

- a. A representative from a district on a standing advisory committee
- b. A President of a member club
- c. An employee or contractor who receives compensation (\$600 or more) from OYSA, a member club or a league administering competitions for a member club or clubs.
- d. Have an immediate family member who is an employee or contractor and receives compensation (\$600 or more) from OYSA, a member club or a league administering competitions for a member club or clubs

USSF referees, who are independent contractors and receive compensation for their duties, are excluded from this provision.

Background:

Over the past 7 plus years OYSA has had continual difficulty seeking and finding necessary candidates to fill various positions on the Board and committees of the Association. We have operated with less than full composition of Board members and lacked significant participants on various committees, advisory or otherwise.

The Board and OYSA's member clubs believed that the significant revisions of the organization and Bylaws made several years ago would have placed the Association in a better position to gain stronger participation within the organization. Many of the Bylaws changes were directed at responding to the continual shortage of volunteers to take on various positions of leadership to provide connection between the Association member clubs and the Board/staff for optimum coordination and communication leading to better accountability and performance for the delivery of services and maintaining the compliance functions required by USSF and USYSA. In addition some of the changes also maintained the stance that we need to avoid conflicts of interest and inappropriate bias in the composition of the Board and its decision-making processes.

We now find ourselves asking a similar series of questions concerning the lack of being able to fill important volunteer positions.

As good as some of our efforts may have been and the continued belief that there are quality individuals who could play an important role in these areas for the Association, we have not been as successful as we would have liked to be nor should have been in soliciting this participation.

Youth soccer in Oregon is in dynamic growth even if the aggregate numerical growth has slowed down from past years, especially as we observe the level of play and development at all ages within youth soccer around the state. So we are in need of seeing the broader picture of how the game is developed in the player and how the player is brought to the game, in this time and in future years. We do not need to reset to the past, but revisit for the future what serves this need as OYSA continues its role of oversight and assistance to youth soccer across the state. And perhaps, most of all, how do we organize the Association and the Board to meet this challenge of the future.

It has been suggested that we remove term limits on the Board positions. This would eliminate the forced, timeframe removal from the Board of incumbent Directors/Officers. Though that would help with not having to replace such positions, it does not answer the larger or perhaps more substantive issue of finding the correct composition of Directors/Officers and committee participants to effectively lead and govern the Association and oversee its delivery of services and compliance obligations. And to do that we must fundamentally have a larger conversation on the totality of the Association and youth soccer in Oregon.

Proposal:

Facets of proposal are listed below.

- 1) We would amend the Bylaws as noted below for the period of time from 2009 AGM to 2011 AGM. This is so we do not add to the number of replacements for the Board while we are processing the proposed changes that would be voted on at the 2011 AGM. And thus potentially add more forced vacancies needing to be filled in the interim.
- 2) We would create a Task Force that would take on the role of working under the direction of the Board in addressing a wider range of questions concerning the Association (outlined below). This Task Force would be comprised as follows: 3 members elected from member clubs at the 2009 AGM by the member clubs, 3 members elected from the member clubs by Board of Directors at the February 2009 Board meeting, 3 members of Board of Directors appointed by the President at February 2009 Board meeting, and 3 members appointed by the Board of Directors at the March/April 2009 Board meeting who would be considered outside the Association and thus be an added benefit to the Task Force and its composition.
- 3) The Board of Directors and Task Force will coordinate their activities with the mandate of having completed recommendation(s) to the Board of Directors by the June 2010 Board meeting. The Board and Task Force may meet jointly or separately on this assignment as best serves the Association to complete the recommendation(s) prior to the deadline. The Board will finalize the

recommendation(s) and communicate them to member clubs by September 15, 2010. All organizational and Bylaws changes will be submitted for consideration at the 2011 AGM that will support the recommendation(s).

- 4) If recommendation(s) and supporting Bylaws are not adopted, the Bylaws will return to the previously adopted language of Bylaws existing prior to the amended portion as noted below, related to term limits and its related language.
- 5) There may also be some Policy additions/changes that need to accompany the Bylaws changes in the recommendation(s). If so, the Board of Directors will be required to prepare and implement them in support of Bylaw changes as soon as possible following the 2011 AGM approval of Bylaw changes.
- 6) All Directors or Officers must acknowledge that the recommendation(s) may change or alter their terms or service on the Board and the ultimate organization of the Association.
- 7) Range of questions: including but not limited to...
 - a. What services should the Association provide/deliver directly to member clubs? What services should the Association govern but perhaps deliver through other agencies or organizations?
 - b. How will the Association continue its required role in compliance from the USSF and USYSA requirements?
 - c. What structure or organizational units best deliver services and meet the compliance obligations of Association?
 - d. What is the best structure of governance for Board and other leadership units to oversee and direct the affairs of the Association?
 - e. Are there others organizational units or changes that are needed and why?
 - f. Would there be any fees or income or fundraising implications required with recommendation(s)?
 - g. How might the Foundation fit into the recommendation(s)?
 - h. How does the existing Strategic Plan fit or need updating to coordinate with the recommendation(s)?
 - i. How do the concepts of recreational, classic, and other soccer levels/programs fit in the scope of the recommendation(s)?
 - j. How does OYSA relate to any other youth soccer organizations in the state of Oregon?
- 8) In #6 above, these may not perhaps be worded well or all that might be included, but it is a starting point for the work of the Board and Task Force for the next 2 years.

Unless we, the Association, take the effort, time, and resources to do this; we will be operating from the driving forces of renegade, disorganized factions targeting the state's youth soccer community and allow a less effective and more costly approach to youth soccer in Oregon.

Bylaws Amendment:

~~Double strike~~ = deleted, Underlined = added.

Bylaw 404 ELECTION AND TENURE OF OFFICERS AND ALL DIRECTORS

Section 1. The Officers and all Directors shall be elected to ~~three~~ four-year terms by a majority vote of voting members represented and voting at an AGM. All Officers and all Directors shall be limited to a maximum of two ~~three~~ four-year terms for the same position.

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Section 3. Groupings and election years at AGM are as follows:

- a. Group A: (2007 and every ~~three~~ four years following) – Vice President, Columbia District Director, Willamette District Director and Southern District Director.

- b. Group B: (2008 and every ~~three~~ four years following) – President, Director-at-Large #1, Tualatin Hills District Director, Central/Eastern District Director and Central Valley District Director.
- c. Group C: (2009 and every ~~three~~ four years following) – Secretary/Treasurer, Director-at-Large #2, South Metro District Director, Portland District Director and Western District Director.

Section 4. All Officers and Directors shall have their primary residence in the state of Oregon.

Section 5. Vacancies on the Board of Directors arising from the removal, resignation or departure of an incumbent shall require the President to appoint (subject to Board of Directors approval) a Director ~~within 180 days of~~ to fill said vacancy within a reasonable and expedient period. ~~Within this period,~~ Once a candidate is named, the President and Board of Directors shall act on candidate within 45 days. The appointed officer or director shall serve the remainder of the term of office. Terms of ~~660~~ 876 consecutive days or more shall be counted as a full term.

Section 6. An Officer or Director may be suspended or removed from office for failure to meet the responsibilities as described in Bylaw 401, 402, 403, 404, or related policies, or for otherwise acting in a manner detrimental to the interest of OYSA. Absence from two (2) consecutive regularly scheduled Board of Director's meetings without prior notification to the President or Executive Director shall be cause for removal from the board. Such suspension or removal shall be by a three-fourths majority vote of the Board of Directors. The quorum for the meeting shall be ten (10) other uncontested Board members. Such vote shall be in an open hearing with at least 30 days notification to all officers and directors.

Section 7. One individual shall not hold more than one position as officer or director at the same time. An officer or director of OYSA shall not serve concurrently as:

- a. A representative from a district on a standing advisory committee
- b. A President of a member club
- c. An employee or contractor who receives compensation (\$600 or more) from OYSA, a member club or a league administering competitions for a member club or clubs.
- d. Have an immediate family member who is an employee or contractor and receives compensation (\$600 or more) from OYSA, a member club or a league administering competitions for a member club or clubs.

USSF referees, who are independent contractors and receive compensation for their duties, are excluded from this provision.

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