Hilton Bayfront Hotel
San Diego, California

March 18th, 2023
8:05 a.m. - 10:18 a.m.

## AGENDA

Page Line
I. Opening Remarks and Introduction 4
II. Moment of Silence
$6 \quad 12$
III. Roll Call -- --
IV. 2023 Credentials Committee Report 620
V. Approval of AGM 2022 National 264

Council Meeting Minutes
VI. CEO Report $19 \quad 10$
VII. Approval of 2022 AGM National Council Meeting Minutes
VIII. Election of Independent Director 276
IX. New Business
A. Life Member Nominations
Bill Bosgraaf 2825

Kevin Payne $30 \quad 5$
B. Proposed Budget FY $2024 \quad 31 \quad 7$
C. Membership Applications Down 3918

Syndrome Sports of America
X. Bylaw Amendments.
$\begin{array}{lll}\text { A. Bylaw } 401 \text { Section 1C (Uro) } & 43 & 3 \\ \text { B. Bylaw } 401 \text { Sections } 4 \& 7 & 53 & 7\end{array}$ (Collins)
C. Bylaw 413 Section 1C (Collins) 60

4
D. Bylaw 413 Section 2C (Collins) 6215
E. Bylaw 109 (18) (USASA) $76 \quad 13$
F. Bylaw 312 Section 3 (Youth 683

Council)
G. Bylaw 312 Section 3D (Youth $71 \quad 15$ Council)
H. Bylaw 312 Sections 2A \& 3D, 7415 Bylaw 313 Sections 2A \& 3D, Bylaw 412 (4) \& (5) (Mike Cullina) I. Bylaw 313 (USASA) $76 \quad 9$
XI. Policy Amendments
A. Policy 214-2 (Cindy Cone) 812
XII. Affirmation of Federation Policies

Adopted Since 2022 AGM
A. Policies \& Amendments from USOPC

Audit
i. Policy $105 \quad 859$
ii. Policy 411-2 $\quad 85$
iii. Amendment to Policy 431-1 $85 \quad 9$
I. Amendment to Policy 703-1

PRESIDENT CONE: What a great video.
On behalf of everyone at U.S. Soccer, welcome to San Diego and our Annual General Meeting. Thank you for joining us today.

I hereby call our National Council Meeting to order. It's so wonderful to see people from every state across the country at our first in-person National Council Meeting since I became president. One reason why I love our sport so much is because it brings people together, and we are all here for the same reason - our love of the game and our aim to continue to grow and develop it at every level.

Before we get going, a special thanks to San Diego and Southern Cal for hosting us. The sun is finally out. When I got here, it was nice and rainy. Cal South President Cindy Quan and AYSO President Mike Karon, it's a pleasure to be hosting our AGM here in your area and thank you for all your work in the lead up.

Before we get into the main part of our meeting today, I'd like to take a moment to thank a number of people within our sport. First, we are delighted to have a number of our distinguished Life Members with us here today.

Their devotion to soccer and the Federation has
helped us to get to where we are today.
Life Members, if you are able,
please stand up or raise your hand and accept our appreciation.

While they couldn't be here with
us today, I'd also like to say thanks to our
friends at FIFA and CONCACAF, both of whom I know
are watching from afar. And a huge thanks to our entire U.S. Soccer staff for their diligent and tiredless work, not only in putting together this weekend's events, but for all the efforts throughout the year. I can't say it enough, but our staff is amazing, and I appreciate everything they do to help us continue to grow the sport in this country. I truly love working with each and every one of them.

Speaking of our staff, I want to welcome our new CEO JT Batson to his first AGM.

As you all know, JT started a little over five months ago and has already done a great job for us. Welcome to the team, JT.

And to all of us on the stage, our Board, thank you for all the time, energy and effort you have put in over the past year.

1 Together, we have accomplished a lot. Thank you.

It was so great to see all of you at the various
meetings yesterday and at the welcome event. How great was that welcome event? Yeah, Mel Radke.

Great job.
MS. RADKE: That was Alex.
PRESIDENT CONE: And Alex. We have
a ton on our agenda today. So let's get right to
it. The past year we lost a number of those
within our soccer family, people we all care for deeply and will always hold close to our hearts.

Please stand, if you are able, for a Moment of Silence as we remember and honor the friends and members of our soccer family who left us this past year.
(Whereupon, a Moment of Silence took place.)

PRESIDENT CONE: Thank you. Now,
I'd like to call up Siri Mullinix for the
Credentials Committee Report. Come on up, Siri.
MS. MULLINIX: I was just trying to make sure I got as much time as I got last year so I wanted to enter from the rear.

Thank you, Cindy. Good morning.
After two years of virtual meetings, it is great
to be back in the same room with everyone today.
Before I present the Credentials Report, I would
like to take a minute and thank a handful of people who have spent countless hours over the last few months preparing for today's meeting and vote.

First, I'd like to thank the members of the Credentials Committee: Kathy, Bob, Diane, Jonathan and Megan. Thank you. And also a big thank you to the staff at U.S. Soccer on behalf of myself and the Credentials Committee. Their hard work has made the process flow smoothly and efficiently. So Melissa, Greg, Mike, Raj, David, Caitlin, I'm sure there's a few more that work from behind the scenes, thank you very much.

You can scroll forward further.
All right. Sorry about that. Just to remind everyone, the role of the Credentials Committee is to establish a uniform procedure for submitting and certifying votes. Before -- the committee is made up of one representative from each council in addition to myself and co-chair Bob Kepner.
U.S. Soccer bylaws regarding
composition of voting lays out the structure we must follow in preparation for a vote and define
who qualifies as a delegate of the National Council. As you are aware, the National Council consists of the Youth, Adult, Pro and Athletes Council, as well as individual members which include Board of Directors, Life Members, Past Presidents and Other Members and Affiliates.

Under Bylaw 302, only -- an
individual is only eligible to vote in one capacity. For any National Council Meeting, a delegate of an organization member may not cast a vote to exceed 2 percent of the total votes eligible to be cast. The exception is the Athletes Council.

Based on Bylaw 302, and the amendments passed in October of 2021, total votes available to be cast is now set at 1,500 . Equal voting strength must be provided to the Youth, Adult and Pro and each will receive 20 percent of the total allocated vote, which is 300 .

The Athletes Council voting strength is 33 percent and the total allocated vote is 500 . The weight of each vote cast is determined by a multiplier. We also have the individual members voting, which include the Board of Directors, Life Members, Past Presidents and

2 for each registered delegate. a multiplier. roll call visually this morning. The slides on close attention as we go through them. Next, we will move to the Adult Council, 178. multipliers where needed.

Sustaining Members, which are entitled to one vote

Last, the delegates from Other Members, which include Other Affiliates, National Affiliates, Indoor Professional Leagues, Disabled Service and Associate Members, all those members have a voting strength equal to 100 less the total number of delegates from the individual members. The weight of each vote cast is also determined by

Okay. Now for the report. And we do have a quorum today. We will be conducting the screen recognize all the organizations and delegates registered to vote today. So please pay

The Youth Council, 295. Okay. Next is the Pro Council, 18. Moving on to the Athletes Council, 7. Individual members, 28. And Other Members, 23. As we can see in the summary of the Credentials Report, the number of delegates and votes, the voting strength of each council, Individual Members and Other Members and

If all eligible votes are cast
today, the bottom right of the screen displays
votes needed to reach a simple majority greater than 750 votes and a $2 / 3$ s majority greater than or equal to 1,000 .

This concludes the Credentials
Report for the 2023 National Council Meeting. Do
I have a motion to approve the Credentials Report?
AUDIENCE: So moved.
MS. MULLINIX: Do I have a second?
AUDIENCE: Second.
MS. MULLINIX: Do I have an
objection? Hearing none, the Credentials Report
has been approved. As we prepare for the vote, we have two test questions to get familiar with the voting process and the clickers. You will answer by pushing 1 or 2 on the clicker.

Being that we are in San Diego, and it is National Women's History Month, I thought it would be fun to ask a few questions about women's soccer in San Diego.

Test Question 1. Is this your first time in San Diego? 1, yes. 2, no. Please cast your vote now. 5, 4, 3, 2, 1. Voting is closed. I hope those of you who are here for the
first time got to enjoy some of the great things about the water and maybe even the zoo.

Test Question 2. The U.S.
Women's National Team will play the host country of Australia in their first match of the 2023 FIFA Women's World Cup. 1, true. 2, false. Voting is now open. $5,4,3,2,1$. Voting is closed.

Good job. Thank you for your time and approval of the Credentials Report. I will now pass it back to Cindy.

AUDIENCE: What was the right
answer?
MS. MULLINIX: No.
PRESIDENT CONE: Thank you, Siri, and thanks for being much speedier this year than you were last year. I think the questions got changed up on you as well.

Well, after running for VP -- or President for four years in a row now, it is actually great to be here and not to be stressing about an election. Seriously, though, it has been so great connecting with all of you throughout the year and this weekend. We are making changes at U.S. Soccer to be more membership focused and I really hope you're starting to feel that.

I'm really excited about the newly formed Member Advisory Committee, the MAC.

This will add another formal pathway for me and the Board to hear from all of you and for our councils to collaborate more. All of you are doing important things in our game. I appreciate everything you do to help grow the sport in this country and to make it better and safer.

We all have more work to do.
That's for sure. But I'm excited about the years ahead. But before we look forward, I want to take a look back at what we accomplished this year. The Women's National Team, best team in the world, remained number one in the FIFA world rankings. They won the SheBelieves Cup and CONCACAF W Championship qualifying for the Women's World Cup this summer and the Olympics in '24.

The Men's National Team had quite a year; qualifying for the World Cup, they performed quite well at the World Cup and provided us a glimpse of what the future holds. We had one of the youngest squads we've ever had at a World Cup earning a win and two draws to advance out of the group, the only team in CONCACAF to do so.

While we all would have loved to
see better results, we all saw the future is bright for our Men's National Team. And while we celebrated our players' performance at the World Cup last year, no one should forget the impact our American referees made at the highest level in Qatar. What a remarkable achievement by Ismail, Kyle, Kathryn, Corey and Armando, all of whom made the referee community and entire U.S. Soccer family very proud with their performances.

Kathryn was one of six female referees selected to officiate in the Men's World Cup for the first time. Not only that, she was part of an all-female crew for the Costa Rica Germany match, another first, and was one of four appointed to the World Cup final along with our very own Ismail, Kyle and Corey. Come on, guys. That deserves a round of applause. Quite impressive.

We're also leading when it comes to Extended National Teams, and now with nine Extended National Teams no other Federation in the world has as many National Teams as we do here at U.S. Soccer. And this past year we hosted more ENT camps than ever before with 34 total, including the first for our Men's and Women's Deaf

1 National Teams since officially joining U.S.
2 Soccer last year. And our CP National Teams
3 continue to impress with our Women's National Team
4 winning their first ever World Cup, while the
5 Men's Team finished fourth in the Men's edition.
6 It's the best ever finish in the tournament.
7 Congratulations.
8 Just a couple weeks ago, JT and
9 I had the pleasure to join the second annual
10 ADAPTandTHRIVE Invitational with five of our
11 National Teams, the Men's and Women's CP team, the
12 Men's and Women's Deaf Team and Power. It was

22 organizations, I continue to be impressed by all
23 of you. Your programs are growing and improving.
24 I absolutely loved reading about the Innovate to Grow grants and all the amazing things everyone is
doing to grow and increase access to our game. I
love that we are changing how people view soccer.
All soccer is soccer and it doesn't necessarily
have to be played 11 a side played on pristine grass. It can be 2 v 2 in your backyard, futsal in a gym or a parking lot, beach soccer, power soccer and so many more.

Everyone at every level with every ability can play our game. Over the past year, we have spent time sharing the top-line insights from our study into why youth minorities are not choosing to participate in our sport. The information and ideas gleaned from those discussion will serve as a foundation for us as we develop an overall action plan around transforming the game to become more accessible, inclusive and diverse.

As we continue to be leaders on
the field, we are also leaders off the field. A little more than a year ago we agreed to a historic agreement that achieved equal pay, including FIFA World Cup prize money, and set the global standard. And we have already seen the ripple effect of this accomplishment.

We have also made important
strides in player safety under Danielle Slaton and Mike Karon. We -- not Mike Karon -- Mike Cullina.

We are implementing all of Sally Yates'
recommendations. Mana Shim, chair of the
Participant Safety Task Force, who I think all of you heard from yesterday, has been absolutely incredible building out our approach to ensuring that we are doing everything we can to make everyone who participates in our game as safe as possible. We're looking forward to working closely with all of you to ensure substantial progress continues to be made. Creating meaningful change across the entire soccer ecosystem will improve the game for everyone.

On the commercial side, this year as of January 1, marked the start of U.S. Soccer bringing our commercial rights back in-house. And I give a lot of credit to our incredible staff and our Commercial Committee for re-signing one-hundred percent of our sponsors and adding new sponsors as well. This is a real game-changer for U.S. Soccer and for our members.

This summer I know we're all looking forward to the Women's World Cup. We have the best team in the world, winners of the last

1 two World Cups and, yes, the competition will be
2 tough, but there is no doubt in my mind that our
3 team will be doing everything they can to add that
4 fifth star.
And this summer we will have six
6 officials at the Women's World Cup; Kateryna,
7 Tory, Kathryn, Felicia, Brook and Armando. We
8 can't wait for you to join on the world stage.
9 Although I hope none of them get the final because
10 I want our team playing in the final.

As we look to the runway ahead
of us and the amazing opportunities to exponentially grow the game with the World Cup in ' 23 with the Women, the '24 Olympics with both our Men's and Women's team and hosting COPA America in '24.

We also have a number of Youth World Cups, plus Beach, Futsal, Deaf, CP and Power, all leading up to the 2026 FIFA Men's World Cup coming to us here in the U.S., Canada and Mexico. With the world's largest sporting event in history on the horizon, we have an unprecedented opportunity ahead of us. It's up to all of us in this room to work together to ensure that we're prepared to maximize our potential
every step of the way as 2026 is quickly approaching.

As we lean into the 2026 World Cup, we are focused ensuring that everyone that wants to play our game can walk, ride a bike or take public transit to a safe place to play. We want soccer in every elementary, middle and high school and we want our players, coaches, referees to reflect the diversity of our country. And to accomplish these three really large goals, we will need all of your help.

I am so fortunate and so honored to serve as your President and excited to work alongside all of you to capitalize on the moment we have created as we fully dive into one of the greatest periods of opportunity for our sport in this country over the next decade. And I know the next person coming to the podium believes the same.

In his short time as CEO, he has made an incredibly positive impact. JT has brought thoughtfulness, smarts sometimes, passion and energy to the organization. JT stood out in the interview process, and I have shared this with many of you. He stood out in ways, but one
attribute I really honed in on and -- was that in every question his answers were very membership focused. And for those of you who have had the opportunity to interact with him, you have seen this.

And there is a lot more to come on this and many other topics. I am incredibly excited to be working with him. It is my pleasure to welcome our new CEO JT Batson.

MR. BATSON: Thank you, Cindy, for that warm introduction. Thank you and to our Board of Directors for being such great partners. While we haven't known each other long, we all very much feel like family and I definitely appreciate that.

I'm so excited to be with you today and to be working with all of you. What an awesome opportunity that we have in front of us. Soccer has been in my blood since I was a little kid. I started playing club soccer for Augusta Arsenal in Georgia, went on to work as a coach for boys and girls club teams and served as a referee and referee assigner.

One of my friends the other day reminded me that we literally helped build the
first field at the soccer complex back home. Our overall number one priority at U.S. Soccer is building, or in certain instances, rebuilding trust.

As Cindy mentioned, this means listening over communicating, bringing people together, being open to feedback and ideas that come from outside the U.S. Soccer offices. I am absolutely confident that we can bring great opportunities to life when we're all rowing in the same direction. As we look ahead to an incredible decade for soccer in America, financial success is vital.

## Without resources, we cannot

 achieve our ambitious goals. Delivering financial success will require us to be great at prioritization, more transparent and more efficient ensuring that we have the right controls and ultimately it will require growth, lots and lots of growth.> In the next fiscal year alone, we are on track to grow our revenue from $\$ 136$ million to $\$ 173$ million. For everyone in this room and across the country, this has to keep growing. We scaled our organization quickly and
successfully to do just that. As you've heard from Cindy, we brought our commercial rights in-house. In addition to a hundred percent renewals of our commercial partnerships to date, we've also started adding more with a robust pipeline of some of the biggest brands in the world. We've launched new media partnerships with Warner Brothers Discovery and NBC Telemundo. These deals are transformative in visibility, access, production quality and resources. Including a very special first, having all Women's National Team games available on Spanish language television. We spent -- set records for merchandise sales. In fact, in 2022, our online sales were 44 percent above our previous record.

Our commercial team and our entire Federation should be proud. I know they are fired up to keep the momentum going. We're also very thankful for our donors whose generous donations are directly impacting and enabling programs across our organization and ecosystem.

This will be an even bigger
focus area as we march forward. To achieve meaningful growth, U.S. Soccer must continue to
strive to be a leading and world-class
organization on and off the field. Many of you
have probably heard me say how blown away I have been by the staff at U.S. Soccer. They are smart, passionate, hard-working and good people. We're investing in our existing team, attracting amazing new colleagues and ensuring DEIB is at the core of everything we do. I'm particularly proud of our new sports industry-leading parental leave program of four months of leave plus two months work from home.

Of course, this was implemented
after I became a new dad this fall, but I'm still excited for my colleagues going forward.

Achieving growth also requires U.S. Soccer to think differently about how we partner with our members. This year we're proud to have awarded the highest amount ever through Innovate to Grow with more than $\$ 3$ million granted towards programs designed to impact more than a half a million players, coaches and referees.

As we continue to focus on
growing the game at the grassroots, we also know that the success of our Professional Leagues will continue to drive the sport forward on and off the
field.
My introduction to professional soccer as a kid was through going to Atlanta Silverbacks, Charleston Battery and Atlanta Beat games with my family. We sure have come a long way in pro soccer in this country since those days; the number of teams, the quality of players and coaching, the facilities, the development programs, the fans, the media and marketing deals; MLS, NWSL, USL and NISA are pushing soccer in this country to levels young JT could have only dreamed
of.
One personal antidote of progress, my mom now rearranges her weekends to be able to watch Atlanta United games. On Wednesday, I'm excited that our Chicago-based staff and I are heading to watch Chicago House AC and the Milwaukee Bavarians kick off the Open Cup, the country's oldest annual competition and the only platform in American team sports where amateurs and pros can square off.

I encourage you and those
listening from home if there's a game in your area, go check it out and, if not, watch it on TV. The success of all our professional leagues and
our grassroots organizations is also directly linked to the success of our Youth, Extended and Senior National Teams and vice versa. We're focused on working with all of you to improve access to our sport, promote lifetime participation, foster the best environments to play and develop the ideal player pathways.

We're actively developing more
ways to work with you to collaborate and improve our service to you ranging from coaching and refereeing, player registration, ticketing, Safe Soccer development and general operations.

And on a topic very near and dear to my heart, we've got real work to do to increase the number and improve the overall experience for referees. We have been listening to our member and state association's perspectives and are finalizing a plan that will drive increased accessibility, recruitment and retention more very soon on this front and we will absolutely need the help of everyone in this room.

All of what we're building here at U.S. Soccer comes at one of the most important times in this sports history. The calendar in just the next three years is unbelievable. The

FIFA Women's World Cup in Australia and New Zealand this summer, COPA America, the inaugural

Women's Gold Cup and the Paris Olympics in '24, then we have the biggest sporting event in global history in 2026 with a FIFA World Cup in Canada, Mexico and the United States.

This is a once-in-a-generation moment and an opportunity that will help us generate excitement about our sport, energize our fans and attract more participants to the game.

As we look to 2026, the question we should all be asking is what will our legacy be? Through our shared efforts and the brilliant spotlight of the 2026 World Cup, we will capture the hearts of Americans and transform soccer in the United States. In fact, we are in the process of developing a new major campaign uniting all of us to do just that.

As Cindy said, to ensure that we capitalize fully on this moment, we need to work with everyone in this room to pull that off. I look back fondly on my days working at Augusta Arsenal, lining fields, coaching kids or doing any administrative work they would throw at me. I know how much blood, sweat and tears everyone in you.
minutes. down. Atlanta --
this room puts into the sport everyday and I'm excited to be right there with you. So, thank

PRESIDENT CONE: Thanks, JT. We will now approve the minutes from the 2022 AGM National Council Meeting. Everyone should have received the transcript of our meeting last year in Atlanta. The transcript was approved by the

I need a motion to approve the

BOARD MEMBER: So moved.
BOARD MEMBER: Second.
PRESIDENT CONE: Anyone opposed?
Thank you. The minutes are approved. Sorry. I'm informed we are not recognizing you. You are not a delegate --

UNIDENTIFIED SPEAKER: I am --
PRESIDENT CONE: -- so please sit

UNIDENTIFIED SPEAKER: Last year in

THE PARLIAMENTARIAN: Thank you, sir. You are not a recognized delegate. Thank you. You will be heard in the appropriate forum
at a later time. This is the National Council
Meeting and only recognized delegates may speak.
Thank you very much.
PRESIDENT CONE: All right. With
that, the minutes are approved. Moving on to Independent Director.

As you all know, our Federation
and our Board of Directors benefit from the service and contributions of Independent

Directors. Our Independent Directors bring unique experience and expertise to help make our Federation even stronger and more effective.

At this time, I'd like to invite
Sean Boyle up to speak.
MR. BOYLE: This is on the Teleprompter, but I don't really need it to talk about Juan. Juan has been awesome since I joined the Board. Some of you might know him for being incredibly instrumental in starting up the new governance process and coming up with the Membership Advisory Committee.

At this time, Juan has been unanimously approved by the National Council -not by the National Council -- by the Nominating Governance Committee. Sorry. Next job. I'll
just jump in and say Juan is an exceptional human being. He's incredibly smart. He's incredibly empathetical. We're lucky to have him, and I would definitely encourage you guys to vote for him.

MR. FIKE: The parliamentarian requested I say the minutes stand approved. I think Cindy said that, but maybe it was missed. So just to -- on this topic, Juan Uro is standing for election as Independent Director. Everyone in favor, please say aye.

AUDIENCE: Aye.
MR. FIKE: Juan is elected by acclimation. Congratulations, Juan.

PRESIDENT CONE: We began our meeting today by saluting our great Life Members and I can report that the Board of Directors approved the nominations of two new Life Members, Bill Bosgraaf and Kevin Payne. I'd like to invite -- go ahead. You can clap for them.

I'd like to invite John Motta to come up and speak on Bill Bosgraaf and following John will be Mike Cullina to speak on behalf of Kevin Payne.

MR. MOTTA: Thank you, Cindy, and
good morning, everyone. Bill Bosgraaf was approved by U.S. Soccer's Board of Directors as a Life Member during our August 2022 Board meeting. It is my pleasure to introduce him for a vote by the National Council as a Life Member. Bill Bosgraaf has devoted his lifetime for the game at both the local and national level. Bill's devotion to the sport as a volunteer has been truly inspirational.

Bill has been President of the
Utah Adult Soccer Association for well over 30 years and also past Vice President of U.S. Adult Soccer. Bill also chaired our former select team program, a program that was used by U.S. Soccer to identify players to our National Team at a time when professional leagues were non-existent.

And another area Bill has a lot of passion for is coaching education. Bill has always advocated for coaching education in the adult space. At this time, I'd like to ask the National Council to vote in the affirmative to confirm Bill Bosgraaf as a U.S. Soccer Life Member. Thank you.

PRESIDENT CONE: Thank you, John.
If you approve of this, please say aye.

AUDIENCE: Aye.
PRESIDENT CONE: It is approved. I don't think we need to vote. You can take that down. Thank you and congratulations, Bill.

MR. CULLINA: It's my pleasure to present Kevin Payne. I think if you look in the Book of Reports and see the nomination letters from Paul, Sunil and Dan, it speaks to the impact

Kevin has had on our sport. I'd also like to thank the Foundation, Ed and Jen put together; an absolutely wonderful event in D.C. to celebrate

Kevin's life. It was a who's who of American soccer filled with national team players, Hall of Famers.

We might as well have done it in Frisco, but Kevin's impact on the sport was immense. His impact on those of us who had a chance to work with Kevin, to know Kevin, to sit in the car with Kevin going to get ice cream or just listening to one of his rants was absolutely thrilling and the other thing I'll say is when you had those opportunities alone with Kevin a word that wasn't often used to describe him of humble was -- came through. And so it is my great pleasure to present Kevin Payne posthumously as a

6 Thank you. Thank you to John and Mike.
$7 \quad$ To take us through the fiscal

15 Chair of the Budget and Finance Committee, I want
Life Member.
PRESIDENT CONE: If you approve of Kevin Payne as a Life Member, please say aye.

AUDIENCE: Aye.
PRESIDENT CONE: It is approved.
year '24 budget, I'd like to now invite Lisa
Carnoy to the podium.
MS. CARNOY: Good morning, everyone.
Today, I'm recommending you approve the proposed
Fiscal Year 2024 budget included in the 2023 Book of Reports.

As U.S. Soccer Treasurer and to first thank the tremendous work of our committee for their oversight of the budget process. That includes members Nicole Barnhart, John Collins, Sean Boyle and Bill Taylor, as well as Vice Chair of the committee Michael Karon.

I'd also like to thank the U.S.
Soccer staff for their extraordinary efforts
through this process. In the lead-up to the 2026
World Cup, U.S. Soccer is reorienting its capital allocation to invest in growing the game in close

1 partnership with membership. The fiscal year '24
2 budget with an operating deficit of $\$ 9.5$ million
3 reflects revolving conditions in both the soccer
4 landscape and business operations.
In January of this year, the
6 Budget and Finance Committee reviewed the fiscal
7 '24 budget. The committee recommended approval of
8 the budget to the Board of Directors.
9 Subsequently, the Board approved the fiscal ' 24
10 budget. Let's now review the budget highlights
11 narrated by U.S. Soccer Chief Financial Officer

With commercial rights in-house,
U.S. Soccer is focused on creating predictable, sustainable and scaleable revenue that will enable continued investment in the soccer ecosystem.
U.S. Soccer plans to spend more than $\$ 35$ million in the soccer ecosystem.

This includes investment in participant safety, sport development and member programs and elite sporting success. U.S. Soccer is committed to developing players and teams that win world championships. All in, we are budgeting an operating deficit of $\$ 9.5$ million for $\mathrm{FY}{ }^{\prime} 24$. U.S. Soccer is projecting $\$ 172.7$ million in total operating revenue.

The key drivers are, one, National Team programming projected a $\$ 46$ million includes event revenue from the Men's and Women's National Teams; two, sport development programming projected at $\$ 5.7$ million includes coaching and referee program revenue; three, member, donor, fan and other programming projected at $\$ 22.1$ million includes Insiders and donor contributions that elevates U.S. Soccer's profile and engages fans and donors; four, partner programs projected at $\$ 57.9$ million includes all U.S. Soccer sponsorship
and apparel rights; five, Federation operations projected at $\$ 40.9$ million mainly includes U.S.

Soccer's long-term media contracts with Warner
Brothers Discovery and Telemundo.
FIFA reviewed and approved funding for U.S. Soccer across two areas. FIFA Forward provides \$3 million for relaunching Youth National Teams and implementing Sporting's technical plan.

And Women's futbol development is $\$ 56 \mathrm{k}$ in scholarship support for female pro licensed candidates. U.S. Soccer is projecting $\$ 182.1$ million in total operating expenses in FY '24. Sport development programing represents $\$ 5.5$ million of our investment. We are focused on creating topnotch environments by offering thousands of in-person courses for coaches and referees throughout the year.
U.S. Soccer is committed to advancing the power of women. The Federation's women's coaching scholarship and mentorship program provides financial aid and hands-on guidance to women at U.S. Soccer managed courses.

Game Changers United, our external advisory council, announced the inaugural

Kim Crabbe Game Changers Award. The award recognizes a member of the soccer community who has elevated the sport through the lens of diversity, equity, inclusion and belonging. Partnership with membership remains a priority for the Federation. In $\mathrm{FY}^{\prime}$ '24, $\$ 14.2$ million is budgeted towards membership. This includes Innovate to Grow, which directly supports membership-run programs driving participation.

In January 2023, more than \$3
million in ITG was approved and we're excited to continue the same level of investment in FY 2024. This year U.S. Soccer will invest $\$ 11.6$ million in partner programming. We are looking to add new official partners and invest in building marquee events and platforms to showcase the growing value proposition of U.S. Soccer.

National Teams programming includes the areas of MNT, WNT, YNT, ENT and sports performance. The Women's National Team is energized by the opportunity to win their fifth star at the 2023 FIFA Women's World Cup in Australia and New Zealand this summer. The Men's National Team has two opportunities to lift trophies this year at the conclusion of the

CONCACAF Nations League in June, followed directly by CONCACAF Gold Cup.

Federation operations represent
$\$ 68.1$ million of our investment. We are focused
on providing a safer ecosystem for all participants, including the development of our Safe Soccer program, identification and implementation of new safeguarding initiatives and establishing a permanent Office of Participant Safety. Federation operations also include all personnel, administrative and general operating expenses.

We are grateful for all the work
that our member organizations, athletes, fans, donors, coaches, referees and staff do to elevate soccer in the United States and we are energized by the bright future ahead.

With that, we ask that the
National Council approve the FY '24 budget. Thank you for your support.

PRESIDENT CONE: Thank you, Pinky and Lisa. I will now invite Mike Karon up to the podium.

MR. KARON: Thank you, Cindy, and thank you, Pinky, actually and the rest of her
team. Just to pile on to JT's and Cindy's comments, working with them has really been a tremendous pleasure and, frankly, this is a very
hard group -- very hard-working and capable group of people. So thank you, guys.

It's an exciting time for soccer
in the U.S. Over the next several years, we have numerous opportunities to showcase our sport and dramatically increase participation. To realize these opportunities, we need to invest in our soccer ecosystem, drive elite sporting success and build out our commercial capabilities. This past year the Budget and Financial Committee and the finance team have worked diligently together, together being the operative term here, to develop a budget that deliberately and responsibly supports these key priorities. I hereby make a motion to approve the project.

BOARD MEMBER: Second.
PRESIDENT CONE: All right. Mike, thank you. Thank you to Lisa and Pinky. We have a motion and I heard a second. Any objections?

MR. DES BORDES: Questions. May I
ask a question?
PRESIDENT CONE: Yes, we can either
bring a mic to you or you can go back to the mic there.

MR. DES BORDES: Hank Des Bordes, Life Board Member. How long can we continue to operate at a deficit and what is being done to make sure we don't have to operate at a deficit anymore?

PRESIDENT CONE: You can either speak from your chairs or come up here. Either one. Whichever is more comfortable for you.

MR. KARON: This was a topic of considerable discussion over the last year, and the short answer to the question is we've got to bring the expenses and revenues in line. The question is how quickly can you do that and how do we manage a process to get there?

A lot of discussion, a lot of effort went into figuring that out this year and, candidly, it was a priority for us to be able to align our expenses and revenues in a way that didn't force significant program cuts at the same time since we've got these opportunities in front of us. So it's a bit of a balancing act.

I expect that over the course -the current course and speed along the direction
we're headed we should get very close to break even over the course of the next -- of the next budget cycle and actually move from a deficit position to a surplus, but it won't happen this year. It wasn't possible to do without making cuts I think nobody in this environment would have liked.

MR. DES BORDES: When is the next
budget cycle?
MR. KARON: The following year.
PRESIDENT CONE: Thanks, Mike. We
have a motion on the floor that has been seconded.
If you approve the budget, please say aye.
AUDIENCE: Aye.
PRESIDENT CONE: Any objections?
All right. The budget is approved. Thank you.
I'd now like to invite John Collins up to introduce the member application from the Down Syndrome Sports of America.

MR. COLLINS: Thank you, Cindy.
It's my pleasure to introduce the Down Syndrome Sports of America, which was approved for provisional membership by the Board of Directors during our May 2022 meeting. The Rules Committee has reviewed their bylaws, has recommended the

National Council to vote to admit the Down
Syndrome Sports of America as a disabled service organization.

Down Syndrome Sports of America
is recognized -- is the recognized national sports organization in the United States by the futbol International Federation for players with Down Syndrome, which grants the honor to participate in international Down Syndrome events like the DS World Cup, which was held last year in Peru.

As members of U.S. Soccer, Down
Syndrome Sports will have our support to all of us as they play, and particularly athletes with Down Syndrome, to ensure that soccer becomes a part of their lives and provide the best programs for athletes and coaches.

At this time, I'd like to ask for a motion to admit Down Syndrome Sports of America as our newest member.

BOARD MEMBER: So moved.
BOARD MEMBER: Second.
PRESIDENT CONE: All right. We have a motion and a second. Is there anyone opposed?

All right. It is approved. Welcome to the
Federation DSSA.

Thank you. I have asked Greg
Fike to preside over the next portion of our meeting; consideration of bylaws and policy amendments. Greg, thank you for assisting.

MR. FIKE: Thank you, Cindy. So included in your Book of Reports Section 10 are a series of bylaw amendments. As required by Bylaw 802, all of the proposed amendments have been reviewed by the Rules Committee and the reports are included in your Book of Reports as well.

We will now proceed to the consideration of the proposed bylaw amendments.

The first item for consideration under this topic
is the amendment to Bylaw 412 proposed by Juan Uro and the Governance Task Force.

It is included first in your
Book of Reports in the bylaws section, Section 10, Subsection A. This is a proposal to change the composition of the Board by essentially changing the Vice President to non-voting. The proposed -sorry. I'm going to go ahead and get this clip off so I can do this right. Thank you.

The proposed amendment was proposed by the Governance Task Force made up of many members, which recommended the proposal --
proposed amendment after several in-person and virtual meetings. The Rules Committee made no specific recommendation and its rationale is printed in the Book of Reports in the bylaws section related to that amendment.

The question is on the adoption
of the proposed amendment to Bylaw 412 as found in the Book of Reports. Is there any discussion?

All right.
If there's no discussion, the
question is on adoption of the proposed amendment to Bylaw 412 as found in the Book of Reports.

This motion requires a two-thirds vote for
adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: All those -- Bylaw 412. 1, yes. 2, no. Voting is open. 5, 4, 3, 2,1 . Voting is closed.

MR. FIKE: The vote is 88.92 percent of the weighted vote in favor and 11.08 percent opposed. Therefore, there are two-thirds in the affirmative and the motion is adopted. Bylaw 412 is amended as proposed. Thank you.

We're making record speed. The next item for consideration is the amendment to Bylaw 401, Section 4 -- Section 1C proposed by Juan Uro. It is included in your Book of Reports in the Bylaws Section 10, Subsection B.

The proposal is to pay the
President consistent with the terms in the bylaws.
The Rules Committee rationale is printed in the
Book of Reports and the bylaws section as well.
The question is on adoption of the proposed
amendment to Bylaw 401, Section 1C as found in the
Book of Reports.
Is there any discussion? Please
line up at the mic if there is. Dave?
MR. GUTHRIE: Dave Guthrie, Indiana.
I speak and I'd like to oppose this motion. There are volumes and volumes of information about high-performing, not-for-profit organizations, none of which will support this bylaw.

I've heard those who commented favorably about the bylaw. What they say is our chief executive, or at least our president, our chairman, spends a lot of time. That's another red flag for me. Because if, in fact, they're operational, we want our Board to be oversight.

We need a disconnect from staff and Board to make sure that somebody is watching the direction of the Federation.

I think if we look back on the last 20 years, one can make an argument that we have drifted from our mission. We have heard a lot of comments recently about turning our focus back to the membership and I'm very hopeful that will take place. But by making our chairman an employee lies in the face of all business practices for not-for-profit organizations and I would think you would want to become the highest, most high-performing organization we can be.

We also have a problem in that
the President would be an employee. You've got a CEO and then you have the Chairman or the President also as an employee. How does that work? So, again, I think bad ideas have bad consequences, and I see this as a very bad idea. So, again, I would urge you not to support this bylaw amendment.

MR. FIKE: John Collins, please state your organization you're with or the Board you're with for the record.

MR. COLLINS: Hi. John Collins,
U.S. Soccer's Board of Directors. I rise to speak against this proposal and I want to make it clear that I'm speaking against the proposal. I'm not fundamentally against the concept of paying the President's position, but I think this proposal, which raises valid issues about the amount of time and effort that the President currently puts into this position, is something that needs to be addressed, but I believe that just paying the President is treating a symptom and not actually looking at the overall situation.

I believe that we should look at the President's position and the holistic view as to whether it's a chairman or whether it's an executive chairman and is it paid or is it not paid and in doing so, we need to figure out how it works in our overall structure. We just went through, and our bylaws make it clear, the CEO is the Secretary General.

We just went through a process
where we had job descriptions, hired headhunters, looked for qualifications, interviewed throughout the country for the best possible candidate and retained that person to be the CEO. And we also, in retaining that person, had the ability to
terminate the CEO if they're not performing. I trust you will, JT, but I just want to point it out.

When you then look at the
President's position as it is today, the only requirement to become President is to get three nominations and then get 50 percent plus 1 on a weighted balance from this body. We have no ability to -- if the President is an executive chairman, there is nothing in our powers or bylaws as to how we remove that President -- or the executive chairman if they're not performing how the body would like them to.

And the Board of Directors
couldn't -- cannot remove the President. Under New York non-profit law, the only way an elected person may be removed is by the body that elects them. So they'd have to come here. So I'm open to the concept of paying the President. I think we need to have a task force or group to come in to look holistically at our bylaws, our structure as an organization and what do we do going forward.

So my recommendation would be that this is sent to a task force to come back
next year with a thorough plan on all aspects of our structure and how to do it.

MR. FIKE: Thank you. Hank.
MR. DES BORDES: I'm Hank Des
Bordes. I know what it is to be poor and have to
do this as an office for eight years and finally
have to resign because you need to support your
family more than you need to run around in soccer,
but I support this motion because it's time we get back to soccer.

It's time we have a full-time
President that can do all those things to make us win World Cups. We have all these fine programs we're doing. We have the Women where we want them to be. We have to keep them there.

But if we don't have a President that can go out and do the things necessary to put the Men in contention to win World Cups, then we're not doing our job. The Soccer Federation owns the National Teams and we have to support.

We have to get back to winning and soccer. And I
support -- I hope you vote for this motion.
MR. FIKE: Thank you. Chair recognizes Juan Uro.

MR. URO: Can I speak?

MR. FIKE: You can speak from there.
MR. URO: Maybe -- let me go back to some -- square one because I think 95 percent of this room, right, do not know me and they are thinking who the heck is this guy and why the heck is he proposing this?

And who the heck is this guy is 25 years of experience working on seeing issues in organizations and solving those issues in organizations. And the issue that I have seen, which is actually a challenge because how successful you have been on the ground, is that the reach and relevance of soccer in the U.S. has grown over the last 20 to 30 years.

The issue that I also see is on the point of the Chief Executive Officer by definition is a Chief Executive Officer. They execute the vision, the plan that is embraced and voted by the members. The public figure, the leader of this Federation, is not a person selected by the Board, which, by definition, is the Chief Executive Officer. It's a person selected and voted by you because the vision that that person share with you and gain your support.

So, to me, that public figure
that is in front of our sponsors, in front of our competitions, in front of Capitol Hill, in front of you and that requires more than 40 hours of work and we are not paying that person by definition the only people that can do that is a subset of the qualified potential candidates. So I encourage you to look around, look at the faces of people next to you. Who is qualified to be a President? And then ask the second question. Who can afford not to work to be a President? Are we going to vote on the people that are retired, wealthy or that they may have the benefit of flexibility in their job in order to put the 40 hours?

I was chatting with my good friend Bill Taylor. If something, knock on wood, happens to Cindy, Bill, can you give up your practice to do the 40 hours? I'm not going to let you respond because I know what you will say. So, to me, it's very simple as, yeah, we are breaking new ground. We are leading from the front. When you are leading and you look to the sides, you are pretty lonely.

Maybe other non-profits that -are not doing this, but I ask you to really look
for the best candidates for President and as a result of that to pay that President so we don't discriminate and we don't constraint only to the people that can afford to do this. Thanks.

MR. FIKE: Is there any further
discussion?
MR. MARION: Yes, Andy Marion, South
Carolina Adult. I would simply like to state that I am against the motion and I support what John Collins suggested as a task force. The problem we have had with this proposal is all we have gotten is basically -- not to be overcritical, but what we just heard, an emotional appeal. This person works hard, has to commit a lot to be paid. Well, hell, this whole room is full of people who do that and don't get paid a penny.

We also don't have the opportunity to sit on the CONCACAF Board, the FIFA Board or whatever else they have and getting paid goggles of money to do that. We just do what we do day in and day out for nothing because we want to. I'm not opposed to the general idea, but I think John Collins is right and Dave Guthrie before him.

It's not an emotional issue to
decide here. They're a lot of governance and legal issues involved. If the President is a paid employee, then does she work for JT Batson now? Because he's the CEO. I mean, there are some serious legal issues here. Anybody who has filled out a Form 99 knows there are whole sections in that IRS file that has tests on when you are paying insiders, people on the Board.

They ask you to the penny how
much are you paying these people and then they're tested whether they're conflicts of interest. I assume all that will be just technical issues and we won't have to worry about them, but I don't know that because I've had no discussion about it. So there are a whole host of issues that need to be explored, not just an emotional appeal that somebody works on ought to be paid. Thank you.

MR. URO: To clarify.
MR. FIKE: Go ahead, Juan.
MR. URO: My opinion is far from
being emotional, and I don't think I have been
leveled as an emotional person usually.
But to the point of the legal
implications and things like that, we are not the only one that will do this. I mean, John, you
asked and you stated the association, just to name one. When you look at around the world and you look at all the Federations, Presidents are being paid. Are we competing in soccer or are we competing in non-profit like -- so, look, it's not emotional.

In fact, it's pretty rational.
Again, do you want the best possible candidate or do you want the best possible candidate that can afford to do it? I'm all for the best possible candidate. I'm not trying to limit people based on affordability, wealth, status in their age, retirement. So on and so forth. That, to me, is very rational and not emotional.

MR. FIKE: All right. I think there's no further discussion. I don't see anybody else lined up. So the question is on adoption of the amendment to Bylaw 401, Section 1C as found in your Book of Reports. This motion requires a two-thirds vote for adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 401, Section
1C. 1, yes. 2, no. Please vote now. 5, 4, 3,

12,1 . The voting is closed.
2,1. The voting is closed.
MR. FIKE: There are less than
two-thirds in the affirmative and the motion is lost. Bylaw 401, Section 1C will remain unchanged. The next item for consideration is the amendment to Bylaw 401, Section 4 and 7 proposed by John Collins. It is included in your Book of Reports in Bylaw Section -- Section 10, Subsection C. The proposal is to change the term limit for the President to two terms and remove the term limit for the Vice President based on the fact that he is -- that position is non-voting.
The Rules Committee rationale is printed in the Book of Reports as well.

The question is on adoption of the proposed amendment to Bylaw 401, Sections 4 and 7.
Is there any discussion? The

Chair recognizes John Collins.
MR. COLLINS: Thank you, Greg. This is similar to the motion I made last year for a bylaw proposal which last year came very close to passing, but I had all three things lumped together and there were different people that had
different issues with it and so this year I
thought I would put the three different components
into three bylaw proposals. So you'll see two more after this.

One is with the President going
from three four-year terms to two four-year terms.
It's lowering the Board of Directors from 16 years
to 8 years in a 12-year period. So you'd have to
take some time off before you can go more than 8
years. And then, lastly, to reduce the
Independent Directors from three three-year terms to two three-year terms.

I bring this for purposes of good governance and if you look at Board Source, which is one of the leading places and sources with respect to Board of Directors, they recommend term limits for all of them and the term limits that they propose and are most frequently used the typical term limit on a non-profit would be two three-year terms.

> The typical term for Board

Source would be -- for the President or Chair would be two one-year terms. Obviously, we have four-year terms. So these are a little longer, but these are brought to do it. They are brought
to make sure that everybody understands. As Jim Hamilton used to say, "All of us up here are just stewards of the game."

We don't have any copyright or we shouldn't be thinking do we want to be in this position longer than perpetuity or for a very, very, very long time. We should be looking at how to develop succession planning and how to get people to replace us.

I've heard some negative comments on this idea, and I suspect my friend to my left here is going to say that we actually have too much turnover on the Board of Directors. He's made that point to me previously.

With all due respect, I find that to be a bit of a red herring. If you're talking about a term limit and people are leaving too quickly, then the term limit didn't have any impact on it. Not having a term limit is not going to cause us to keep people longer.

So we as an organ- -- and having a term limit will be effective for those who need to move on. If you look at the Board Source website, you'll see there's a long list of the pros of it. There are some cons to it. We will
lose some institutional knowledge occasionally.
We've had that happen recently
when we lost Sunil and Dan and a bunch of other senior people, but we can plan for it. This will help us be a better organization where we plan and have succession planning and we actively recruit new leaders in the sport, which is critical. So

I'd ask your support.
MR. URO: Can I speak from here?
MR. FIKE: Yeah. Is there any --
yeah. Juan?
MR. URO: A couple of things. First one is you proposed last year and similar to what you just said you were proposing a task force. Last year, after you proposed it, we had a Governance Task Force in which you were a member and 20 other people were a member. I can see Chaz, Dave already, you know, stood up and they did a fantastic job.

One aspect was the Board composition that was voted ten minutes ago. The second aspect, and we spend -- every member spend more than 40 hours and I will say people like Chaz, people like Janet, people like Dave, people like Chris Daly they spend more hundred hours and

I'm very thankful for that, but that Governance
Task Force discussed every single of these issues.
And when there wasn't a consensus, the consensus was we had a fundamental issue to solve that is the lack of trust between the members and the Federation and we all collectively said let's attack the issues versus subbing for problems that do not exist. That's the reason why we created the MAC, the Member Advisory Committee, that Chaz will recognize and we said "All these other aspects we don't know really what good is for the Federation. So we will postpone."

The second observation to your point is the facts are the facts. We have in the last ten years 53 people sitting in our Board. I acknowledge that we increased from 15 to 22 . So remove those 7. We have 45 people for a Board of 15 over a decade. Literally, we had three different full Boards in a decade rotating every three years.

So I ask many people that are involved in governance, is that the normal rotation that you can even point me to one Board in a decade that had $3 x$ the amount of members than

2 Nobody can point to any.
rotation. I think your solutions are not aggravating it. So that's my statement.
discussion?
MR. COLLINS: Greg? decide.
the seats, you know, that the Board allows?

So I'm not an emotional person.
I'm a very pragmatic and practical person. I look
at the issues. The issues we have is excess
addressing that. So, again, the members for a
full year in the task force, you know, work on
this very diligently and, number two, I don't see
the issue that you are solving for. I think it's

MR. FIKE: Is there any further

MR. FIKE: I recognize John Collins.
MR. COLLINS: I would just make one comment. I was on the task force. If this issue was discussed, it was not a main focus of the task force and whether it was discussed by the task force or not, the task force is not the only way for a bylaws proposal to come together or come forward and I intended to bring this at all times because I think it's an issue for this body to

I don't think we should have a
task force that weeds out issues and doesn't present them. If this body wants this, they will vote for it. If they don't, they won't. But I trust and the value of the membership's participation in its wisdom as to what we should or shouldn't do and I ask for your vote and your opinion.

MR. URO: I fully agree you should introduce. I'm just trying to give everybody, the members, the benefit of the information that, again, people spent hundred hours on this.

MR. FIKE: Is there any -- seeing no further discussion, the question is on adoption of the proposed amendment to Bylaw 401, Sections 4 and 7 as found in the Book of Reports in the Bylaws Section 10, Subsection C. This motion requires a two-thirds vote for adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 401, Sections 4
and 7. 1, yes. 2, no. Voting is open. 5, 4, 3,
2,1 . Voting is closed.
MR. FIKE: There are less than two-thirds in the affirmative and the motion is
lost. Bylaw 401, Sections 4 and 7 will remain unchanged.

The next item for consideration is the amendment to Bylaw 413, Section 1C proposed by John Collins. It is included in your Book of Reports in Bylaw Section 10, Subsection D. The proposal is to change the term limits for voting members of the Board. The Rules Committee's rationale is printed in the Book of Reports with the amendment. The question is on adoption of the proposed amendment to Bylaw 413, Section 1C as found in your Book of Reports. Is there any discussion? MR. COLLINS: Greg, I'll be brief. I know everyone enjoys the Juan and John tag team, but I won't add it this time.

The slight difference on this one is it's not really a hard cap. It's just asking for people to take a break. I wanted to put it in last year and I didn't because I had been coming off of a break and I didn't think -- I didn't want anybody in this room to think I was doing something for my benefit and I'm not.

But there are people that asked that that be done so people could come back. Many
non-profit boards require people to take a break, reenergize, bring new views, new opinions. I know my view of the organization was different than it was when I was on previously from having taken a pause.

So that's why it's there and also I wanted to make sure that I'm proposing it -- for anybody else, I wanted to make sure I was proposing for the seats that I'm in. So that's why it's there.

MR. FIKE: Recognize the member.
MR. BALLISH: Chaz Ballish-Regueiro, Adult Commissioner. I speak against this as councils should have the right to choose an individual based on the parameters we put forward, not this body, and we would not want to be limited in any way by the body nor would we want to limit the Athletes Council, the Pro Council in any way. These are issues -- our representatives come from our councils and we should have the right to reelect them and they should be able to serve at our pleasure. Thank you.

MR. FIKE: Thank you. Is there any further discussion? All right. Seeing none, the question is on the adoption of Bylaw 413, Section

1C as found in your Book of Reports Section 10, Subsection D. The motion requires a two-thirds vote for adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 413, Section
1C. 1 , yes. 2 , no. Voting is now open. 5,4 , $3,2,1$. Voting is now closed.

MR. FIKE: There are less than
two-thirds in the affirmative and the motion is lost. Bylaw 413, Section 1C will remain unchanged.

The next item for consideration
is the amendment to Bylaw 413, Section 2C as proposed by John Collins. It is included in your Book of Reports in the Bylaw Section, Section 10, Subsection E. The proposal is to change the term limit for Independent Directors from three to two terms. The Rules Committee rationale is printed in the Book of Reports with the bylaw amendment -proposed bylaw amendment.

The question is on adoption of proposed amendment to Bylaw 413, Section 2C as found in the Book of Reports. Is there any
discussion?
MR. COLLINS: Greg, I would just
note that I greatly value the input and expertise
we get from the Independent Directors. The idea to lower them from three terms to two was sort of twofold.

One was to bring it in line with
the others, which are resounding unpopular today.
And then also the Independent Directors, when they were brought in and added, were created to help bring expertise to the Board of Directors where we don't otherwise have expertise.

And -- but we as an organization we're very loyal and once someone comes on we tend to keep them for the full-time, but as you heard from Juan, the composition of our Board regularly changes and having a term limit of two term limits would help us encourage to make sure we're continually rebalancing to meet the needs of a changing Board by bringing expertise that is not otherwise there.

And so this would require us to be more disciplined and, sort of, challenge our loyalty. It's not meant in any way to be negative with respect to the Independent Directors and

2 Directors from running another position or finding
3 another way to participate and help us improve the
4 game. So it was simply done for good governance.

6 discussion? Yes, recognize the member. Hi, 7 Janet.
nothing about this would prevent Independent MR. FIKE: Is there any further

MS. CAMPBELL: Hi, Janet Campbell with North Texas Soccer. I have very much appreciated the work of the Independent Directors.

I very much enjoyed working with Juan on the Governance Task Force. I would say that this is a little different than the other term limits in that we are looking for Independent Directors and I question when someone has been on the Board for two terms if you can still consider them for the third term an Independent Director.

I do see some alliances that form with different groups within the organization. I think it's evidenced by the fact that Carlos Cordeiro was an Independent Director and then became the President of the organization.

So I do believe that there is some reason to question a third term for an Independent Director. Thank you.

MR. FIKE: Is there any further
discussion? All right. Hearing none, the question is on adoption of the proposed amendment to Bylaw 413, Section 2C as found in the Book of Reports in the Bylaw Section 10, Subsection E.

This motion requires a two-thirds vote for
adoption and the vote will be taken
electronically.
Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 413, Section
2C. 1, yes. 2, no. Voting is open. $5,4,3,2$,

1. Voting is now closed.

MR. FIKE: There are less than
two-thirds in the affirmative and the motion is lost. Bylaw 413, Section 2C will remain unchanged. Thank you.

The next item for consideration is the amendment to Bylaw 109, Subsection 18 proposed by USASA. It is included in your Book of Reports in Bylaw Section, Section 10, Subsection F.

The proposal is to amend the definition of "national association" for national associations in the Adult Council. The Rules

1 Committee rationale is printed along with those --
2 that proposed amendment. The question is on
3 adoption of the proposed amendment to Bylaw 109 as
4 found in the Book of Reports in the bylaw section.
The motion requires a two-thirds
6 vote for adoption. Sorry. Is there any
7 discussion? I'm moving onto the vote quickly. Is
8 there any discussion? Yes, John Motta.

MR. MOTTA: Good morning, once
again. I want to just give you some historical
information on why USASA proposed this bylaw and the second bylaw that will be coming up.

During the Governance Task Force
a few years ago, there was a lot of discussion around the topic of why does the Adult Council only have one member, which today is USASA, and during the conversation -- and I heard what a lot of people were saying -- I made a commitment that we would definitely take a look at opening the doors to allow more members into the Adult Council.

> This is one of the proposed --
one of the two proposals that I think would stop to achieve more members into the Adult Council. So what we did is we looked at a number that we
thought was a feasible number of adult players in the United States, which we came up with a number of 300,000 . We really believe that 300,000 is the number of adult players that could easily be registered in the space of the adult soccer world and we divided that number by 2 , out of 150,000 , to make it feasible that possibly a second national association could achieve that number and become a national association and, thus, the number of 150,000. So I just wanted to give you that historical information and hope that you would vote in the affirmative. Thank you.

MR. FIKE: Is there any further discussion? All right. Hearing none, the question is on adoption of the proposed amendment to Bylaw 109, Section 18 as found in the Book of Reports. Bylaw Section, Section 10, Subsection F. The motion requires a two-thirds vote for adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 109, Section
18. 1 , yes. 2 , no. Voting is open. $5,4,3,2$,

1. Voting is now closed.

MR. FIKE: There are less than
two-thirds in the affirmative and the motion is lost. Bylaw 109 will remain unchanged.

The next item for consideration is the amendment to Bylaw 312, Section 3 proposed by the Youth Council. It is included in your Book of Reports in the Bylaw Section, Section 10, Subsection G. The proposal is to increase the number of commissioners in the Youth Council. The Rules Committee's rationale is printed in the Book of Reports as well.

The question is on adoption of the proposed amendment as found in the Book of Reports. Is there any discussion?

MR. LOCKHART: Hey, Greg. MR. FIKE: Yes.

MR. LOCKHART: Todd Lockhart with
U.S. Youth Soccer. The purpose of this amendment is to -- U.S. Youth will work collaboratively with U.S. Club AYSO to select one of each, a referee, a coach and an athlete for this event.

MR. FIKE: Is there any other
discussion? Recognize the member.
MR. REGRUIT: Curt Regruit, New York
West State Youth Association. There was discussion during our Youth Council meeting
yesterday regarding this proposal. There is one line in there that discussion -- Lex thought it should be removed, specifically that states that three commissioner positions shall be allocated, one for each national association and I think I seem to recall, you can correct me, but I thought we were going to delete that line from it, the requirement that there be one from each of the associations.

Secondly, there is no definition specifically in this proposal with regard to the definition of an athlete, a coach and so on. Minimally, what I'd like -- I think would be appropriate is lack of anything else that it be specified that those candidates must be at least 18 years of age.

MR. FIKE: Is there any discussion or motion?

MR. LOCKHART: Greg, I'll speak to as Pete said yesterday in the Youth Council meeting, they left that open so that we can work collaboratively to select an athlete to be on there. I mean, I don't think it's realistic to expect someone less than 18 years old to devote the time and effort and I think realistically it 2 together to select the right person for that

3 position.
gives us the freedom to collaboratively work

MR. FIKE: Thank you. The Chair recognizes John Collins.

MR. COLLINS: Greg, I might be misremembering, but I believe there's something in our bylaws that already requires certain positions be held by someone who is at least 18.

MR. FIKE: Yes, there is other -other positions, but I'm not sure about the commissioners.

MR. COLLINS: Okay.
MR. FIKE: It would be consistent -certainly the Youth Council could adopt a rule that says you have to be 18 without it being specified in the bylaws.

MR. COLLINS: Correct.
MR. FIKE: Is there any other discussion? All right. The question is on the adoption of the proposed amendment to Bylaw 312 as found in the Book of Reports -- Section 3 as found in the Book of Reports, Bylaw Section 10, Subsection G. The motion requires a two-thirds vote for adoption and the vote will be taken
electronically.
Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 312, Section 3.
1 , yes. 2, no. Voting is now open. $5,4,3,2$,

1. Voting is now closed.

MR. FIKE: The vote is 77.91 percent
of the weighted vote in favor and 22.09 percent opposed. Therefore, there are two-thirds in the affirmative and the motion is adopted. Bylaw 312 is amended as proposed.

All right. The next item for consideration -- let me make sure I'm on the right spot. The next item for consideration is the amendment to Bylaw 312, Section 3D proposed by the Youth Council as well. It is included in your Book of Reports, Bylaw Section, Section 10, Subsection H.

The proposal is to amend the term of the commissioners in the Youth Council. The Rules Committee rationale is printed in the Book of Reports as well with the bylaw.

The question is on adoption of the proposed amendment to Bylaw 312, Section 3D as found in the Book of Reports. Is there any
discussion? Todd?
MR. LOCKHART: Yes. Todd Lockhart
with U.S. Youth. As an example for this bylaw for U.S. Youth, the Chair and the Vice Chair are selected to serve as a youth commission, and the basis of this amendment proposal is if you're not eligible, then you shouldn't hold that seat any longer.

For example, if I as Vice Chair was not reelected, then I'm not -- I should not be eligible to serve on the youth commission and that's the intent here.

MR. FIKE: All right. The Chair recognizes John Collins.

MR. COLLINS: I understand the issue that USYS wants to address here. There's a bylaw proposal coming up that Mike Cullina has submitted that I think addresses this in a more elegant fashion.

The issue has been that people
have lost their seats or they're termed out of their seats at USYS, but when they're elected as to the Board of Directors of U.S. Soccer, it's from the Youth Council as a whole which means they've been elected not just by USYS, but they've
been elected by U.S. Club and AYSO who also have votes at the Youth Council and I think having people because you lost your seat at USYS to say you can't serve at the Board of Directors anymore I think diminishes the role of the Youth Council and the input from the minority members of that council.

There's a bylaw proposal coming
up that would move the -- allow the Youth Council
to move its elections to the time of the US- -- to the time it chooses, which means they would probably move to when the USYS elections are which would eliminate the need, but it would do it without challenging the respect of the other members of the Youth Council side.

So I would recommend that the people support the one from Mike Cullina, which accomplishes the same goal they're trying to accomplish here, but does it in a way that is respectful of the Youth Council and the election as a whole.

MR. FIKE: Is there any further
discussion? All right. Hearing none, the question is on adoption of the proposed amendment to Bylaw 312, Section 3D as found in the Book of

1 Reports in Bylaw Section 10, Subsection H. The 2 motion requires a two-thirds vote for adoption.

3 The vote will be taken electronically.

4
5

7 3D. 1, yes. 2, no. Voting is now open. 5, 4, $83,2,1$. Voting is now closed.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 312, Section

MR. FIKE: There are less than
two-thirds in the affirmative and the motion is lost. Bylaw 312 will remain unchanged.

The next item for consideration are the amendments proposed by Mike Cullina. This is included in your Book of Reports and these bylaw amendments are to 312 , Sections 2 A and 3 D ; Bylaws 313, Sections 2A and 3D; Bylaw 412, Sections 4 and 5 and those amendments are included in your Book of Reports.

## Bylaw Section 10, Subsection I

 the proposal is to add to the responsibilities of the Youth and Adult Council and establish a date for -- allow the councils to establish a date for their annual meetings of each council. The Rules Committee's rationale is printed in the Book of Reports.The question is on adoption of
these proposed amendments taken together as they are found in the Book of Reports in Bylaw Section 10, Subsection I. Is there any discussion? Mike.

MR. CULLINA: Yeah. First of all, I'd just like to recognize in the new spirit of collaboration in John Collins referring to something I wrote as elegant. So thank you, John, and he said it better than I could as to what the intent of this proposal is.

MR. FIKE: Is there any further discussion? All right. The question then is on the adoption of the proposed amendments to Bylaw 312, Sections 2A and 3D; Bylaws 313, Sections 2A and 3D; Bylaw 412, Sections 4 and 5 as found in the Book of Reports and the Bylaw Section Subsection 10, Subsection 9 taken together. The motion requires a two-thirds vote for adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 312 Section 2A, 3D; Bylaw 313, Sections 2A and 3D; Bylaw 412, 4 and 5. 1, yes. 2, no. Voting is now open. 5, $4,3,2,1$. Voting is now closed.

MR. FIKE: The vote is 95.41 percent of the weighted vote in favor and 4.5 percent of the vote opposed. Therefore, there are two-thirds in the affirmative and the motion is adopted. The bylaws -- I'm not going to read them all again -as proposed are included -- are amended. Thank you.

The next item for consideration
is the amendment to Bylaw 313 proposed by USASA.
The amendment is included in your Book of Reports
Bylaw Section, Section 10, Subsection J. The proposal is to align the player registration requirements with the bylaw in 109(18), create a new membership category for the Adult Council and increase the number of adult commissioners.

The Rules Committee's rationale is printed in the Book of Reports in that bylaw section as well. The question is on adoption of the proposed amendment to Bylaw 313 found in the Book of Reports.

Is there any discussion? John
Motta.
MR. MOTTA: Yes. Thanks again. I
already gave you the historical information on why we proposed these and we, again, felt that in
order to be more inclusive in the Adult Council
that we would come up with a new category, which
is an affiliate member of the Adult Council, which
would only require members to have 20,000 members
to become a member, and, with that, we would also
ask that we add another commissioner seat to give
that commissioner seat to that new member. So I
would ask for your vote on this proposal.
MR. FIKE: I'll recognize the
member.
MR. SCRIVEN: Craig Scriven.
Firstly, little historical. If I ever thought I'd stand up here working alongside Richard Groff years ago when I first met him, it would have -- I wouldn't be here.

Richard has worked on this.
He's been a great person and over the years to get
to know John alongside him over the years, we've grown a lot closer together. This proposal would primarily affect us and join in the Adult Council, but it's something we want to collaborate with.

We want to work together and as we will speak
about growing the game I think open lines of communication between members and working together in programming and seeing how we can benefit the
game is -- is definitely good for the game. So
I'd speak alongside John on this and ask for your
vote. Thank you.
MR. FIKE: I don't usually do this,
John, but I'm going to ask if you're willing to consider a friendly amendment only in the sense
that it has the 150,000 player amendment in there
still, which it's in the section in the bylaws
related to the definition of national
associations.
Would you consider removing that amendment and voting on the bylaw as amended?

MR. MOTTA: I would accept it.
MR. FIKE: Okay. Thank you.
MR. COLLINS: Greg, if I can.
MR. FIKE: John, sorry.
MR. COLLINS: I would like to echo
Greg's comment and applaud and thank U.S. Adult
Soccer for working to open the Adult Council to
let in a new category of membership, but I would like to also say this is, like, a first step.

It's kind of half a vote. They're letting them come in as a National Affiliate to participate in the Adult Council, in yesterday's meetings in the Adult Council, but they have not -- and I'm
hopeful and optimistic once they work together maybe they'll be coming back to us and ask that they let them be recognized in the Adult Council voting mechanism, which is in this body today.

This proposal doesn't go that
far, but this is a nice first step and hopefully
as they work together and get collaboration they would consider that.

MR. FIKE: Thank you. Is there any
further discussion? I'm just going to clarify that there was a friendly amendment. So we're voting on the bylaw as amended. It won't include the reference to the 150,000 registered players as the definition of national association in Section -- Bylaw 313, Section 1B. That amendment has been removed. The rest of the amendment will stand. All right. Sorry. I'm going to go back to my information.

So the question is on the adoption of Bylaw 313 as amended. The motion requires a two-thirds vote for the adoption and the vote will be taken electronically.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Bylaw 313 as amended.

1 , yes. 2 , no. Voting is open. $5,4,3,2,1$.
Voting is now closed.
MR. FIKE: The vote is 94.58 percent
in favor and 5.42 percent opposed. Therefore, there are two-thirds in the affirmative and the motion is adopted. Bylaw 313 as amended is amended as proposed. Thank you.

Okay. We're done with the bylaws. That's the good news. So now we move onto the policy amendments. These are included in your Book of Reports, and we have a slightly, I guess, unusual -- it hasn't come up before this body in a while for a vote -- a change to our fees.

So included in your Book of Reports Section 11 is the policy amendment to lower the fees for adult players from $\$ 2$ to $\$ 1$. Since this is an amendment to membership fees, it must be recommended by the Board and approved by the National Council by a 60 percent vote pursuant to Bylaw 214. We'll now proceed to the consideration of that proposed amendment.

The item for consideration is as described. The amendment was recommended by the Board to the National Council on January 19th of

1 this year. The question is on adoption of the 2 amendment to Policy 214-2 as found in the policy

3 amendments section of the Book of Reports
4 Section 11.

9 fairness issue with the youth fee at $\$ 1$ and the
little bit anti-climatic for me to not be able to
go at it with the parliamentarian. So I thought I
would think of an out-of-the-box question for the
parliamentarian.
Would it be out of order for me
to ask for a 1 v 1 versus the parliamentarian on
the mini pitch?
MR. FIKE: We're not taking that as a motion, but we're happy to have a discussion afterwards at the bar.

MR. SADOWSKI: Thank you very much, Cindy, for putting forth this proposal.

MR. FIKE: Thank you, Jim. Yes, John Collins.

MR. COLLINS: Once again, earning my reputation as probably the least popular guy in soccer. I speak against this motion. We presented a budget today that has a $\$ 9.5$ million projected deficit. Our deficit for this fiscal year we just passed is multiple of that negative. We'll see exactly what it is at the end of this month. We had to tighten our belts. We had to do all sorts of cuts to our budgets.

We had ENT camps where we had to reduce. We weren't able to bring out the disabled

1 or disability soccer committee people, which we
2 have done historically. I think that we should
3 not be voting to reduce a fee.
I think we should be having a
5 discussion about how we raise our fees. Fees were
6 last raised over 20 years ago. You know, the \$1,
$7 \$ 2$ are down to, like, $\$ 0.28$ and $\$ 0.56$ or whatever
8 when you look at them on an inflation basis. We
9 have an opportunity to grow the game. We need to
10 grow it at the grassroots. It's going to take all
11 of us working together and I don't think setting
12 the precedence of now cutting fees is what's going
13 to get us to grow the organization. I
14 respectfully -- vote -- that you vote against this
15 so that we can then move forward together on
16 trying to figure out how we improve our
17 organization altogether.

MR. FIKE: Is there any other discussion? Okay. The Chair recognizes --

MR. BALLISH: Chaz Ballish, Adult
Commissioner. I respectfully disagree with
Mr. Collins once again. We need to grow the game and a hundred percent of this fee is not going to the national association. It's going back to the state associations.

Our Board of Directors has
already made that very clear. We need to lower the cost for unaffiliated leagues to join us. We need to increase services for unaffiliated leagues and to create new leagues. This is an attempt to grow income by growing the game. Thank you.

MR. FIKE: Any further discussion?
Hearing none, the question is on adoption of the proposed amendment to Policy 214-2 as found in the policy amendment section of the Book of Reports.

This motion is a motion that requires 60 percent of the vote for adoption and the vote will be taken by keypad.

Are you ready for the question?
Sixty percent vote, yes, to be clear.
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Amendment to policy 214-2. 1, yes. 2, no. Voting is now open. 5, $4,3,2,1$. Voting is now closed.

MR. FIKE: There are more than 60 percent in favor of the amendment to Policy 214 and, therefore, it is adopted. All right. I'm going to try to take all the amendments to the policies for -- the next topic is the affirmation of policies as adopted by the Board throughout the
year found in the Book of Reports Section 12.
I'm going to try to go ahead and take those all together as proposed to consider that affirmation, you know, together on block -on block under the current consent agenda procedure. These are amendments to policies or new policies adopted by the Board including -- I apologize for the long list in advance -- 105, 411-2, 431-1, 501-1, 701-1, 702-1, 703-1, 102(4)-1, 212-13, 521-1, 521-2 and 531-1.

If there's no objection to the Board's amendment to the policies or new policies adopted by the Board over the course of the year, we will approve them on block. Is there an objection?

MR. MOORE: Just one question.
MR. FIKE: Sure.
MR. MOORE: Tom Moore, California
Soccer Association North and USASA Region 4 Deputy
Director.
Questions about the ratification
of policy change to U.S. Soccer Policy 531-1.
$531-1$ is a policy that creates state referee
committees. Some of the state referee committees in Region 4 asked about the intent of the proposed
revision that allows U.S. Soccer national associations to appoint a person to each state referee committee and states that the national association operates here.

So the question is what is the intent of the provision regarding voting or non-voting status of such appointees on a state Referee Committee? What was the intent with respect to who would be determining that voting status?

MR. FIKE: Thank you. I'll let Bill Taylor, who originally proposed the policy, address that.

MR. TAYLOR: It was actually the referee working group, that was a collaboration of board members, SRAs and RefCo members as well. It wasn't my proposal. It was a large group of us, but the intent behind it was just a low-hanging fruit proposal to increase collaboration amongst our national members to bring -- to allow a seat at the table so that all of our members have an opportunity to have their voice be heard basically and have input and a seat at the table.

So as far as the voting part of it that you're referring to, we left that up to
the individual SRCs to have flexibility in that decision. We felt that it was most important to not get caught up in voting, non-voting, but rather to representation and a seat at the table. So that is the intent of it. I hope that answers
it.

AUDIENCE: Can we bifurcate that policy?

MR. FIKE: We can potentially. So if everybody wants to do that, we can. I just want to make sure there are no other objections to any other policies.

AUDIENCE: I have a concern about this particular section. I agree with the idea we should need to work all together in terms of running these programs, especially referees. I think it's a very important aspect of it, but 531 has some major issues and I think we should address the whole policy of 531 and maybe go back and, you know, investigate as to how we can include and bring everybody into that program because at this point part of it in terms of -there's also, I think, some legal issues because some of the SRCs are, you know, separate independent corporations that have boards,
officers and also we have financial implications here.

So, I think, in general, the idea I encourage it and I support it. However, I feel at this point I think it's sort of a Band-Aid approach and as Mr. Taylor said it's, you know, an effort to bring inclusiveness into the program and I agree, but I think we should really take another look at 531 altogether and come back and review and come up with some ideas that addressed today's world that we're in really in terms of SRAs, SYRAs and so forth.

So incidentally all these
Federations in terms of their referee program,
they're actually reducing some of the individuals
that are involved and I think particularly about
the SDI and also the development or mentor.
So there is actually an effort
to reduce the number that is involved. So I would say at this point I would like to see this, sort of, removed and addressed in a more detailed manner so we can address our needs for the future.

Thank you.
MR. FIKE: Thank you. So I haven't heard any other objections to the other ones. So
what we're going to do is from on block consideration remove 531-1 and consider that separately since there's no objections to any of the others. So since there's no objection to any of the others -- I apologize. I just need to read it for the record.

The policies that were adopted by the Board are -- the new policies adopted by the Board, the amendment to policies, including 105, 411-2, 431-1, 501-1, 701-1, 702-1, 703-1, and 102(4)-1, 212-3, 521-1 and 521-2 are hereby approved on block. So those have been ratified.

And then we are going to separate out 531-1 for consideration now. So are there any -- is there any other discussion about Policy 531-1?

MR. COLLINS: Greg?
MR. FIKE: Yes.
MR. COLLINS: Gus, I appreciate your comments and, Tom, I think there was an answer as to how to do it. What I would ask the body is that referee issues are always difficult and how we work forward with them, but I think that we should not let perfect be the enemy of the good. I think this is a significant improvement in
helping the referee, but we all acknowledge there is more work to do.

So we can do what Gus is asking,
but we should do this first to make sure we have better representation on the Referee Committee and everybody that is using referees to help us grow the program.

MR. FIKE: Is there any other discussion? All right.

Hearing none, the question is on
affirmation of the amendment to Policy 531-1 as found in the Board-approved policies section of the Book of Reports. This motion requires a majority vote for adoption and the vote will be taken by keypad.

Are you ready for the question?
Ms. Mullinix, please proceed with the vote.
MS. MULLINIX: Amendment to Policy 531-1. 1, yes. 2, no. Voting is now open. 5, $4,3,2,1$. Voting is now closed. MR. FIKE: The vote is 85.27 percent of the weighted vote in favor and 14.73 percent opposed. Therefore, there is a majority in favor and the Board's amendment to Policy 531-1 is affirmed. The policy as amended will remain in
effect. Thank you so much to everybody. That concludes the policies section.

PRESIDENT CONE: All right. Thank you, Greg, and thank you to everyone. I appreciate everyone's work today and, as I said earlier, I am just incredibly excited about our future.

As your partners, we are here to listen and assist in all ways and there's no doubt that with us working together the opportunities are limitless. I'm looking forward to spending some quality time together at tonight's awards dinner and for the coming years as we drive the sport forward.

Before we go, I'm pleased to announce that next year our AGM will be held in Dallas February 8-11. And as we adjourn our 2023 Annual General Meeting, we'll finish with some of the incredible messages you all sent in for the Good of the Game.

After the video concludes, we will offer the opportunity for anyone in person that would like to celebrate something about our game or someone in our game to please make their way to one of the microphones. And post-meeting,
once we are adjourned, there is a pitch just outside the lobby and I hear there's some bets going on of the Athletes Council versus the Adult Council. So put your boots on and head out to the field.

But please take a look at the board for the videos for now.

MR. SMITH: Greg Smith here, executive director for the Maryland State Youth Soccer Association. Thank you to U.S. Soccer for their generous Innovate to Grow fund grant helping us to expand our Let's Play afterschool program. It's hard to believe that over the past year and a half the program has grown from 4 to 10 schools and to know by this time next year we will be in over 20 schools serving over 3,000 children who have traditionally been underserved and underresourced. The program works. Title 1 and community schools have funding available. All that is needed is great people like you to commit to bringing this program to your local communities.

We can make a difference in our communities. We will grow the game of soccer and everyone at MSYSA believes that we should be doing
that together. So send us an e-mail and we will provide you with all the program materials in add addition to thought partnership because we are One Nation One Team.

MR. SANNEH: Hello, folks. My name is Tony Sanneh, CEO of the Sanneh Foundation, also former 2002 U.S. National Team World Cup veteran. I'm here in Minnesota partnering with Steve Main about the Minnesota State Association working on anti-discriminatory practices within the game. So our doing good in the game includes training over 10,000 MLS academies and MLS NEXT academies on how to recognize, respond, report and resist discriminatory behavior in this sport's ecosystem. Thank you.

MR. CARLSON: Welcome to my hometown of San Diego, California. My name is Roy Carlson. I am currently a U.S. Adult Soccer Region 4 Secretary and past President of Cal South. I wanted to take this opportunity to thank Duncan Riddle for his years of service as the Executive Director of U.S. Adult Soccer and I wish him the very best in the future.

MS. FABRY: Hi. I'm Candice Fabry, owner of Fearless and Capable, a mentorship
program serving girls and women across the country. We're partnering with state associations, clubs and organizations to help them align their mentorship goals to grow, promote and lead with more female leaders in the game.

Along with my work here at
Fearless and Capable, I also serve as a U.S.
Soccer grassroots instructor. The mentorship is a key to keeping this game growing for the female gender.

Having the access to relatable mentors who have gone through what we have gone through to give the access to consistent mentorship that they can count on and to have the reliability to have someone there that has been through what you've been through and can give guidance in knowledge and resources is where we're going to see the ability to keep the game going strong today and for the future.

MS. HALTERMAN: Hi, I'm Kendra
Halterman. I am the new commissioner of the Women's Premier Soccer League. As the WPSL celebrates it's 25th year, I am proud to have been involved in this league in multiple capacities over the last two decades.

Since 1998, the WPSL has been
the pinnacle platform for providing player development in the United States at the amateur level. As we celebrate our 25-year history, we stay committed to our goal of supporting these female athletes and advancing the women's game.

PRESIDENT CONE: All right. If we have anyone that would like to speak for the Good of the Game, please make your way to one of the microphones.

MS. CAMPBELL: Hello. Janet
Campbell again with North Texas Soccer. First of all, I want to say that I saw a lot of passion in the group about paying the President, and I do know that Cindy has put in a lot of hours and worked hard for us and I would hope that we do move forward with setting up the committee so that there can be further discussion on how we can help to make that position whole.

But I also, for the Good of the Game, wanted to sincerely thank Cindy, JT, Bill Taylor and others behind the scenes who have worked to improve the member focus over the last year. I can tell you from the point of view of North Texas, we have really felt that the

Federation is behind us and through the referee program efforts, through the player health and safety program, through the approach to the budget it was -- it was great this year. We really appreciate that as well as the development of the Membership Advisory Committee. So thank you so much.

PRESIDENT CONE: Thanks, Janet. No worries. I'll continue marching forward as your President. We'll go over here to John. John, you just -- I never know where to find you. Go ahead, John.

MR. COLLINS: Don't worry. There's still only one of me.

PRESIDENT CONE: Oh, thank, God. Thank you. And we're done with the Good of the Game.

MR. COLLINS: I would like to mention a Good of the Game to everyone's attention in case people missed it and congratulate Julianne Sitch, the men's soccer coach at the University of Chicago that won the NCAA Division III title.

PRESIDENT CONE: Go ahead, Tom.
MR. MOORE: Madam President, Tom Moore. I rise for two purposes. First, to thank

9 that year, the Adults did not prevail over the
10 Athletes. We tried again in Nashville and got a
the commissioners of the Adult Council for giving me the privilege of issuing the traditional challenge from the Adult Council to the Athletes Council for a friendly match here at the AGM.

I must, however, in all fairness point out to the Athletes Council what has transpired during the pandemic. This tradition goes all the way back to 2019. Unfortunately in lot better, but still didn't quite prevail, but three years have now gone by and those members of the Athletes Council are now three years older.

We on the other hand -- our strategy has been to recruit young, new Adult Council players. So the question today will be whether youth and inexperience is going to prevail over age and experience. Come on out and watch to find out. Thank you.

AUDIENCE: Thank you. As part of funds on U.S. Soccer Federation to address claim of discrimination. Sport of funds over the years has called for reforming the governance system of the U.S. Soccer Federation "USSF" to open fair competition and maximum participation by American
for all communities. That is why I'm concerned about the claim made by Association National Futbol for Soccer in the United States about fair and discriminatory practices by USSF.

PRESIDENT CONE: Isaias, I'm going to cut you off there. This is for the Good of the Game. There are other ways for you to file a grievance. So I'll ask you to take your seat because this is for the Good of the Game. You're out of order. Please sit down. Over here to Dave.

MR. GUTHRIE: A couple of things having the privilege of working with our Independent Director over the last year or so. I've been very impressed with the sincerity and his willingness to just invest and that can be available to have a sense of urgency when things need to be accomplished. So I wanted to say thank you to Juan Uro.

Also, we've had conversations about the Federation finding its way back to being a service and support organization and the opening video is so different than what we've seen in the past and if that's reflective of where our future is I'm extremely encouraged and want to say thank
you to whoever directed and put together that video. Thank you very much.

MR. AHRENS: Thanks, Cindy. Just -PRESIDENT CONE: Is there only one of you as well?

MR. AHRENS: I'm everywhere. Don't worry about that. The first thing I'd like to say I've gotten to know many of you. For those of you who don't know me, my name is Chris Ahrens and I Chair the Athlete Council mostly because no other athlete actually wants to chair it. So I'm left standing before you, but what I wanted to say as we went through the Governance Task Force process and I know that's behind us, but I want to stand before you and say on behalf of the athletes we're incredibly grateful for all the work you're doing for the game.

We understand the game is built by volunteers. We haven't lost sight of that. So I just generally wanted to thank you and on that point I need to offer up some other thanks as we have some athletes who are rolling off our council and welcoming in new athletes. So in the front row there, I need to thank Kevin Hensley, former what is now called the CP National Team captain.

He is rolling off and was a fantastic member of

And then we have very well-known and two-time gold medalist Lindsay Tarpley has been a fantastic member as well. A little known fact about Lindsay she was the first-ever captain of our U-19 Women's National Team. I just learned that. So I wanted to thank them.

And, lastly, I want to direct the attention to some of our very eager and engaged newly elected members. We're very excited to get to work. They're here today in a learning capacity and so it was an eye-opening experience for them, but I would encourage you to go out of your way to get to know them. The Athlete Council is here to work with all of you, not against you, and I hope that has become clear over the past few years. So thank you to all of you.

MR. NEIL: I'm Trip Neil. I'm with U.S. Deaf Soccer. I just wanted to share that, first of all, our Women's Deaf National Team won the Deaflympics this past year. Both the Men's and Women's teams are preparing this year for the Deaf World Cup in Malaysia in September and October. So all of your support is needed.

It was at an AGM, I think it was
the one in Hawaii, where I shared, hey, we're always looking for deaf soccer players. They're in your organizations, they're in your affiliations, they're in your leagues, they're in your schools, whatever.

And Bill Taylor actually heard
that message in Hawaii and came up to me
afterwards, after I spoke, and said "Hey, I've
got -- I've got a deaf player and he's actually
got a brother" and both of those players are now
on our Deaf National Team. So I wanted to take
this opportunity to say the men and women in your
organization, if you can find them, they're out
there and we would love to include them both
within U.S. Deaf Soccer Association and those that
are talented with an opportunity to try out for the Extended National Team.

And, lastly, l'll just share
that there's a deaf referee that U.S. Soccer
highlighted, Andrew Kirst, years ago that did a promotion around his journey and we are very proud to announce that he's been accepted by the Malaysia organizing committee to officiate the Deaf World Cup later this year. So, thank you.

MR. KIRSCHMAN: Hi, my name is Lieutenant Colonel Jeremiah Kirschman. I'm with the United States Air Force and Armed Forces Sports Council. I'm the head coach for Team USA's Armed Forces Sports Men's Team.

In 2022, we had a great year.
We hosted the largest military Women's World Cup
in the history of women's military World Cups.
Mr. Bill Taylor came out. We're really thankful
for U.S. Soccer's support. This year our Women's Armed Forces National Team will be competing in the Netherlands representing Team USA, but I wanted to give a big shout-out to Mr. Bill Taylor and your staff. Thank you so much for the support.

MR. PINORI: Bright lights. Pete Pinori from Eastern New York. A couple of things I want to say. Number one, we have one of the biggest leagues -- amateur leagues in the United States this year in celebrating a hundred years in existence. That's the Cosmopolitan Soccer League.

So that's a good accomplishment.
All right. Also, Eastern New
York is celebrating 110 years that we've been around. I think we're one of the oldest state
associations in the nation. That's number two.
And, lastly -- lastly, I'd like to say I think it's about time we go back to Hawaii for an AGM.

PRESIDENT CONE: You saw the budget.
I'll talk to Dave Wright about increasing our finances so we can afford a Hawaii AGM again.

MR. RAWSON: Don Rawson - Virginia
Youth Soccer Executive Director. I just wanted to thank Cindy, JT, everybody that had anything to do with the participant safety session that happened this weekend and anything to do with the challenges that you faced with the results of the Yates Commission.

I want to thank everybody that has been involved because I know all of the work, the tiredless work, the passion that everybody has put into the work, the professionalism of your staff is extraordinary and I want to thank everybody because I believe it will make the game much better, much safer and will help us grow the game. So thank you to everybody involved.

MR. MOTTA: I guess Cindy saves the best for last, right?

PRESIDENT CONE: You're not last.
But you are the best, John.

MR. MOTTA: I expect that from you.
Anyways, the Adult Council is, again, going to sponsor -- do the Hank Steinbrecher Cup this year and I'm happy to announce that this year we do have four national winners from four different groups that are all members of U.S. Soccer. So the USASA winner will participate, the USSSA winner will participate, the USL Two winner will participate and the UPSL winner will participate. So for the first time, the champions of those four leagues will be meeting in Tucson, Arizona -- and why Tucson? Hank Steinbrecher resides in Tucson and I really felt that Hank has lot of passion for the Cup named after him, of course.

So as we all know Hank's health does not permit him to travel long distances. So I made the decision to bring the Cup to Hank. It will be held the first weekend in June and I would invite anyone who has the opportunity to come out and watch the best amateur soccer probably in the country, the four national winners, to determine who is the best amateur team in the country.

Thank you.
PRESIDENT CONE: Go ahead, Juan.


MR. URO: I'd like to follow the best. So, John, always happy to be after you. It was said yesterday, but I want to recognize Mana Shim. The courage, the advocacy and the leadership on making our sport safer takes a lot of courage, a lot of hard work and I have been absolutely impressed to have that leadership in our sport.

PRESIDENT CONE: Thanks, Juan. You stole one of mine, but my other one is we have two board members that are rolling off from the Athletes Council; Nicole Barnhart and Nelson Akwari. I just want to thank them publicly for their service. They have both been tremendous, tremendous Board members and we will miss them, but we're looking forward to welcoming the two new athlete reps to the Board. So this adjourns our meeting. Meet you out on the pitch.

## REPORTERS CERTIFICATE

I, Steven J. Brickey, RMR, CRR, appointed to take the meetings of the U.S. Soccer Federation, do certify that the within proceedings of the Board of Directors Meeting were taken by me stenographically in San, Diego, California on March 18th, 2023, then reduced to typewritten form consisting of 105 pages herein; that the foregoing is a true transcript of the proceedings had.

In witness hereof I have hereunto set my
hand this 3rd day of May, 2023.


