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PROCEEDINGS

UNITED STATES SOCCER FEDERATION  
EXTRAORDINARY NATIONAL COUNCIL MEETING

Lowes Hotel  
Rosemont, Illinois

October 23rd, 2021  
2:00 p.m. - 3:40 p.m.

1           PRESIDENT CONE: Hello and thank you  
2 for joining us today for the Extraordinary  
3 National Council Meeting. After many months of  
4 virtual and hybrid meetings, it's so good to see  
5 so many of you in person for the first time in a  
6 long time.

7           First, I wanted to give a  
8 special thank you to the Governance Task Force.  
9 The amount of time, energy and open-mindedness  
10 everyone has provided during the past few months  
11 has been really amazing. As some of you in the  
12 room know, the proposal we will hear today is the  
13 product of those months of conversations, hard  
14 work and compromise.

15           While there have been a lot of  
16 different thoughts, this process has been one that  
17 I think is important as we seek a brighter future  
18 for soccer in this country that serves everybody  
19 in our diverse membership. The work here does not  
20 end today, though. We all know we still need to  
21 roll up our sleeves as we continue to make sure we  
22 move our sport forward. But I'm looking forward  
23 to working with all of you because the only way to  
24 get to where we all want to be is to continue to  
25 work together.

1                   So let's get started. I'd like  
2 to ask Siri Mullinix, the Chair of the Credentials  
3 Committee, to join us on stage today to walk us  
4 through everything from the credentials. We'll  
5 have to see if she does as good of a job as Bob  
6 Kepner.

7                   MS. MULLINIX: Thank you, Cindy, and  
8 good afternoon. I want to echo what Cindy said  
9 that it's great to be here in person with those of  
10 you who made the trip to Chicago. For those  
11 attending virtually, thank you for being here this  
12 afternoon as well. I'm going to do my best to  
13 fill the shoes of Bob Kepner who is joining us  
14 virtually today.

15                   Before I present the Credentials  
16 Report, I would like to take a minute to thank a  
17 handful of people. First, the staff at U.S.  
18 Soccer whose assistance has made our process flow  
19 smoothly and efficiently; Greg, Raj, Melissa,  
20 Helen, Alexa, Leah and Mike, thank you.

21                   I also want to thank the members  
22 of the Credentials Committee; Bob, Kathy, who is  
23 here today with me, Demetrius and Diane. Everyone  
24 has spent countless hours over the past few weeks  
25 preparing for today's meeting and vote.

1           We are conducting the roll call  
2   virtually today as you will see in the slides  
3   recognizing all delegates registered to vote.  
4   We'll start with the Youth -- as you can see, the  
5   Youth Council followed by the Adult Council, then  
6   we move to the Pro Council. We have the Athletes  
7   Council which, again, every year we tend to get  
8   more and more. So as a former Athletes Council  
9   rep, I'm definitely proud of their support and  
10   investment in the game. We have the Board of  
11   Directors, Life Members, Past Presidents, and  
12   Other Members.

13           Before I present the report, a  
14   few comments to clarify what the Credentials  
15   Committee does in preparation for these meetings.  
16   U.S. Soccer's Bylaw 302 regarding composition and  
17   voting lays out the structure we must follow in  
18   preparation for a vote.

19           Sections 1, 2 and 3 defines who  
20   qualifies as a delegate of the National Council.  
21   As you are aware, the National Council consists of  
22   the Youth, Adult, Pro and Athletes Council as well  
23   as Other Members which include the Board of  
24   Directors, Life Members, Past Presidents and Other  
25   Affiliates. These bylaws also state that one

1 individual of an organization member may not cast  
2 a vote that exceeds two percent of the total votes  
3 to be cast at a council meeting, the exception the  
4 Athletes Council.

5           As we can see in the summary of  
6 the Credentials Report, the number of delegates  
7 and votes, the voting strength of each council and  
8 Other Members and the multipliers where needed.  
9 Based on Bylaw 302, equal voting strength must be  
10 provided to the Youth, Adult and Pro Council,  
11 which is done through a multiplier once we  
12 determine the largest council.

13           As in past, and no different  
14 today, the Youth Council is the largest with 238  
15 votes. Therefore, we needed to provide a voting  
16 strength of 238 to the Adult and Pro Councils.

17           The Athletes Council voting  
18 strength is not to exceed 20 percent of the total  
19 vote giving them a voting strength of 191. We  
20 also have Other Members mentioned voting today  
21 which include the Board of Directors, Life Members  
22 not to exceed 12 total votes, Past Presidents and  
23 Other Affiliates, which all receive the same  
24 multiplier as the Youth Council with a vote equal  
25 to 1.

1                   If all eligible votes are cast,  
2 the bottom right of the screen displays what's  
3 needed to reach a simple majority at 476 votes or  
4 2/3 majority at 635 votes. This concludes the  
5 Credentials Report for the Extraordinary National  
6 Council Meeting.

7                   Do I have a motion to approve  
8 the Credentials Report?

9                   MR. MOTTA: So moved.

10                  MR. TURNEY: Second.

11                  MS. MULLINIX: Any objections?

12 Hearing none, the Credentials Report has been  
13 approved. We are now going to practice the voting  
14 process with two questions.

15                  Please be advised since we are  
16 conducting the meeting hybrid we will be providing  
17 a slightly longer window to vote in order to  
18 provide a fair platform for all. The platform  
19 will inform you when voting closes as I will not  
20 be counting down the seconds and we will go by  
21 specific time of day. Excuse me.

22                  Test Question 1. What is your  
23 pizza preference? A) thin crust, B) deep dish.  
24 Voting is now open. Voting will be closed at 2:17  
25 p.m. Central Time. Please vote now.

1                   Voting is now closed. We are  
2 awaiting the results. Please stand by for the  
3 results as this could take a few minutes to  
4 calculate due to the hybrid voting.

5                   The results are in and it's a  
6 pretty large indicator that 75 percent choose thin  
7 crust. We're going to move on to one more test  
8 question before we prepare for the important  
9 voting.

10                  Are you attending in person? A)  
11 yes, B) no. Voting is now open. Voting will  
12 close at 2:22 p.m. Central Time. Excuse me. It's  
13 virtually or in person if you're attending today's  
14 meeting. Please vote now.

15                  Voting is now closed and we are  
16 awaiting the results. Please stand by for the  
17 results. Again, this could take one to two  
18 minutes to calculate due to the hybrid voting.

19                  The results are in. As we can  
20 see that 76 percent are virtual and 24 percent are  
21 in person. I want to thank you, all, for your  
22 time and the approval of the Credentials Report.  
23 I would now like to pass the mic to Greg Fike,  
24 U.S. Soccer General Counsel.

25                  MR. FIKE: Thank you, Siri. We'll

1 now be dealing with the bylaw amendment proposals  
2 that are on the agenda today for today's special  
3 meeting. I do want to say that we thank -- it's  
4 nice to see everybody in person. We have about 50  
5 people here in person and well over 100 people  
6 attending virtually at this meeting. So it's  
7 great to have everybody here as well.

8 I do want to remind everybody we  
9 have a court reporter here taking a transcription  
10 as we would for any National Council Meeting. So  
11 please remember to speak reasonably slowly and we  
12 also have our parliamentarian here for those  
13 attending virtually Michael Malamut.

14 So, first, Reports -- the Book  
15 of Reports Section 2 there are a series of bylaw  
16 amendments as required by Bylaw 802. All the  
17 proposed amendments have been reviewed by the  
18 Rules Committee and the reports are included in  
19 the Book of Reports.

20 Please note that U.S. Soccer  
21 received written notice that USA Deaf Soccer  
22 withdrew its proposal to amend Bylaw 109 at this  
23 time. We will now proceed to consideration of the  
24 remaining proposed bylaw amendments.

25 One housekeeping measure I know

1 it's been talked about that there have been two  
2 minutes per person for comments during debate.  
3 We're not going to specifically hold people to two  
4 minutes per person, but I do request that you be  
5 succinct and I will let you know when you reach  
6 two minutes just to keep the time moving on.

7 Thank you. I wanted to  
8 recognize the delegate at the microphone.

9 MS. CAMPBELL: Yes, Janet Campbell  
10 from North Texas Soccer. In the place of the roll  
11 call vote, I would like to make a motion to have  
12 signed ballot votes on these bylaw amendments.

13 My rationale for requesting this  
14 is in the unlikely event that any of these do not  
15 pass that we would have a record of who did not  
16 support them as a starting point to move forward  
17 in drafting a plan that will pass.

18 MR. FIKE: Okay. So we now have a  
19 motion to have a signed ballot. So our technology  
20 as an explanation doesn't really allow for roll  
21 call voting, but the technology we use is --  
22 typically we would have a secret ballot if we're  
23 voting by keypad, which is the standard operating  
24 procedure for this body for a number of years, but  
25 the technology does allow for us to identify the

1 delegates via a signed ballot and not have it be a  
2 secret ballot and report that out within a  
3 reasonable time hopefully by Monday if the body so  
4 wants it.

5           Is there a second for that  
6 motion?

7           MR. GUTHRIE: Second.

8           MR. FIKE: I heard a second. Is  
9 there any debate on the motion? Hearing no  
10 debate, I guess we'll go to a vote, if possible,  
11 and the question presented is whether the vote  
12 will be by signed ballot, which means it will not  
13 be secret and it will require a majority of votes  
14 to carry.

15           So please vote yes if you're in  
16 favor of the signed ballot and no if you are not  
17 in favor of the signed ballot. And this vote  
18 since the standard practice -- this particular  
19 vote is by secret ballot.

20           Are we ready to open voting?

21 Voting is open. Standby. Sorry. Voting is open  
22 and voting will close at 2:33 Central Time.

23 Voting has now closed. We are waiting for  
24 results. Please allow one to two minutes for  
25 results. Thank you for your patience.

1           So the results are in. The  
2 voting results are 489 yes, 352 no. So, 58  
3 percent majority. The motion was approved. So  
4 any motion related to the bylaw amendments or  
5 specifically the approval of the bylaw amendments  
6 will be by signed ballot and I'll make sure I  
7 announce that before the vote is taken. Thank  
8 you.

9           So the first item for  
10 consideration in the bylaws are the amendments to  
11 Bylaws 109, 213-1, 214, 302, 321, 323, 401, 412,  
12 413 and 431 proposed by the Governance Task Force  
13 and Cindy Parlow Cone, and these will be for  
14 consideration in block. It is included in your  
15 Book of Reports Bylaw Section 2, Subsection A.

16           The proposal is to make a series  
17 of coordinated changes to implement USOPC required  
18 enhancements to athlete representation in U.S.  
19 Soccer governance. The Rules Committee made no  
20 recommendation, but made several comments. The  
21 Rules Committee's rationale is printed in the Book  
22 of Reports as well. I understand that Cindy Cone  
23 and the Governance Task Force have proposed a  
24 modification to the previously noticed amendments  
25 to Bylaws 213-1, 321, 401, 412, and 413 consistent

1 with the Rules Committee comments and the  
2 Governing Task Force modifications, the Board of  
3 Directors and Bylaw 412. That would also include  
4 a sunset provision that the task force believes  
5 will -- and the task force believes that this can  
6 obtain general consent.

7 In addition, the effective date  
8 will be December 1st of these bylaws rather than  
9 December 15th. The Chair recognizes Cindy Cone to  
10 confirm that the proposed modification which was  
11 distributed in writing to the National Council  
12 yesterday by e-mail is -- is that correct, Cindy?

13 PRESIDENT CONE: Yes, the only thing  
14 that I'm unsure about is the move from December  
15 15th to December 1st. I wasn't able to talk to  
16 everyone because it just came to me this morning.

17 MR. FIKE: So is there any objection  
18 to the proposed modifications? I apologize. I  
19 need to give a few seconds for people online to  
20 have an opportunity as well. There is adoption to  
21 the exception of modification by Jim Sadowski from  
22 Metropolitan D.C. Virginia Soccer Association.

23 So, therefore, Cindy, do you  
24 wish to do the proposed modification as a formal  
25 amendment?

1 PRESIDENT CONE: Yes.

2 MR. FIKE: Cindy has indicated she  
3 wishes to move it as a formal amendment. So the  
4 question is to accept the modifications as an  
5 amendment to the bylaws.

6 Is there any debate on those  
7 modifications? A modification to the amendment  
8 which is an amendment to the amendment as the  
9 parliamentarian indicated.

10 Yes, recognizing the delegate at  
11 the microphone.

12 MR. BALLISH: This is Chaz Ballish  
13 from the USAA, U.S. Adult Soccer Association. I  
14 speak in support of these modifications. They are  
15 essentially exactly what the Governance Task Force  
16 agreed on. They were when it was presented to the  
17 Adults and certainly to everyone in writing  
18 yesterday. This is not voting up or down on any  
19 particular bylaw. It's just should we incorporate  
20 these changes, which are changes to the Board's  
21 structure specifically, into the Book of Reports.

22 So I would -- I would speak in  
23 support of it.

24 MR. FIKE: Thank you. The Chair  
25 recognizes -- I'm going to alternate virtually and

1 in-person. So the Chair recognizes Jim Sadowski  
2 from Metropolitan D.C. Virginia Soccer Association  
3 virtually.

4 Mr. Sadowski isn't in the Zoom.

5 So he's not able to speak online, but if he types  
6 his chat in, I'm happy to repeat what he said.

7 Was there anything else from the floor, any other  
8 questions online? We can potentially come back to  
9 Mr. Sadowski. I just want to make sure there is  
10 no one else. Recognize the delegate at the  
11 microphone.

12 MR. GUTHRIE: Dave Guthrie from  
13 Indiana. Greg, just so we understand, you're  
14 going -- the motion was to accept the documents as  
15 were in the Book with the modifications that were  
16 distributed just recently, is that correct?

17 MR. FIKE: No, the motion was to  
18 accept those modifications to then consider the  
19 bylaw amendments. It's just to accept the  
20 modifications to the -- to the amendments at this  
21 point in time in addition to the December 1st  
22 effective date.

23 MR. GUTHRIE: Okay.

24 MR. FIKE: If accepted, we would  
25 have another vote about, you know, whether they're

1 approved to be a part of the bylaws. I apologize.

2 We're having some technical difficulties. So

3 please bear with us. Thank you.

4 Just a point of order question.

5 This vote would require a majority to pass which

6 is just to -- to approve the modification,

7 essentially amend the amendment. The Chair

8 recognizes Jim Sadowski.

9 MR. SADOWSKI: Can I now be heard

10 through the phone?

11 MR. FIKE: Yes, we can hear you.

12 Thank you, Jim.

13 MR. SADOWSKI: I apologize. I have

14 no objection to the amendment being brought to the

15 floor. I just wanted to make sure that when the

16 time came to vote on the actual bylaws that I

17 could be recognized to speak. So I do not object

18 to the amendments as proposed by Ms. Cone last

19 night being considered.

20 MR. FIKE: Thank you. So,

21 Mr. Guthrie?

22 MR. GUTHRIE: If you're looking for

23 a second, Dave Guthrie from Indiana would second

24 your motion to accept.

25 MR. FIKE: Thank you. So I'll -- at

1 the risk of being uber careful, I just want to  
2 make sure there's no objection to the  
3 modifications being accepted by general consent.

4 Hearing none --

5 PRESIDENT CONE: Wait. Online.

6 MR. FIKE: I'll give online a few  
7 seconds. Okay. Since there's no objection, the  
8 modifications have been accepted and we'll be now  
9 turning to the question on the modified version of  
10 the proposed amendments to Bylaws 109, 213-1, 214,  
11 302, 321, 323, 401, 412, 413, and 431 as  
12 previously distributed.

13 Is there any objection -- well,  
14 I know there is. So I assume that Jim Sadowski  
15 will object to the general consent on these  
16 modified versions.

17 Since there is an objection, the  
18 question is on the adoption of the proposed  
19 amendments to the bylaws that were previously  
20 distributed as modified. Is there any discussion?

21 The Chair recognizes  
22 Mr. Guthrie.

23 MR. GUTHRIE: Again, Greg, if you'd  
24 be kind enough to give us clarity on what it is  
25 you're going to be asking us to vote on.

1 MR. FIKE: Sure. We're voting on  
2 all of the bylaw amendments that I just listed as  
3 modified last night and this will require a  
4 two-thirds majority vote to pass.

5 MR. GUTHRIE: Dave Guthrie with  
6 Indiana. We will speak in favor of the motion and  
7 ask the council to support the amendment.

8 MR. FIKE: Thank you. I'll turn to  
9 online. I recognize Jim Sadowski from  
10 Metropolitan D.C. Virginia Soccer Association to  
11 speak.

12 MR. SADOWSKI: Thank you, Greg. Can  
13 you hear me?

14 MR. FIKE: Yes, we can. Thank you,  
15 Jim.

16 MR. SADOWSKI: All right. First of  
17 all, I would like to say that I'm completely in  
18 favor of the entire package with the exception of  
19 302 and I'm speaking on behalf of the 10,000 to  
20 15,000 amateur athletes in Virginia and D.C.,  
21 including myself. I will try to be succinct.

22 I think we're starting from an  
23 incorrect premise on -- on 302. On 302, I don't  
24 believe that's required by federal law and I've  
25 heard varying accounts of how someone came to that

1 conclusion. I have read the new law, specifically  
2 Title 36, U.S. Code Section 220504, and I did not  
3 see a requirement in that membership section which  
4 is where this originates that requires the  
5 National Council voting strength to be changed.

6           That text refers to committees  
7 and other entities, including any panel that  
8 decides grievances. So I fully support all the  
9 other changes made by the MDOT and the committees  
10 as amended, but I do not support 302 and I don't  
11 think it's appropriate for the Rules Committee or  
12 the task force or anyone, including myself, to  
13 conclude that the changes to the National Council  
14 voting strength are required without first  
15 obtaining an independent legal opinion on that  
16 very issue.

17           First, for the proposed -- for  
18 the first time that I remember, this change  
19 creates an imbalance within the Federation where  
20 one group, a very small group of the membership,  
21 has 60 percent greater voting strength than the  
22 next closest member and in particular  
23 disenfranchises the youth and there are millions  
24 of players and the hundreds of thousands of  
25 amateur athletes, none of whom have any

1 representation on the Athletes Council as it's  
2 currently constructed.

3           And I also think we need to face  
4 the reality and not pretend that this decision  
5 doesn't have political consequences. No one --  
6 not me, not the Adult Council, not the Youth  
7 Council, the Pro Council or affiliates is not  
8 conflicted in this decision. Somebody stands  
9 something to gain and somebody stands something to  
10 lose.

11           So to avoid the politics and  
12 even the appearance of impropriety and provide  
13 transparency to the decision on 302, the  
14 Metropolitan D.C. Virginia Soccer Association  
15 moves to divide the question.

16           Specifically, we want the entire  
17 packet to be voted on with the exception of 302  
18 and then we want 302 to be voted on separately. I  
19 believe that an independent legal opinion on  
20 whether these changes are proposed are actually  
21 required, would provide transparency to the  
22 process, take the politics out of it and just like  
23 the Athletes deserve a full and independent review  
24 of what happened with the allegations in the NWSL  
25 our membership and all of us deserve to know from

1 an independent source that we are getting this  
2 right on Section 302.

3           So for those reasons, I'd ask  
4 the membership to vote in favor of the motion to  
5 divide the question, divide 302 out, vote on the  
6 other bylaws as a whole with the exception of 302  
7 and then take up 302 after that decision. Thank  
8 you very much.

9           MR. FIKE: Yes. So it's a direct  
10 request to divide out Bylaw 302 from the -- from  
11 the general vote. So essentially Bylaw 302 is  
12 going to be divided from the full package. I'm  
13 happy to repeat it again if anybody needs me to  
14 list everything, but just Bylaw 302 will be  
15 divided out from the other items.

16           Is there any objection to  
17 general consent on the other bylaws which I will  
18 repeat?

19           PRESIDENT CONE: Do you have to vote  
20 to divide it out?

21           MR. FIKE: No. So according to the  
22 parliamentarian, who I just consulted with, it can  
23 be done by demand. It's not a motion. So any  
24 delegate has the right to demand --

25           THE PARLIAMENTARIAN: Because it's a

1 separate bylaw.

2 MR. FIKE: -- the division because  
3 it's a separate bylaw from the other bylaws. So  
4 Bylaw 302 would be divided out from the whole  
5 package. The rest of the package is available to  
6 be voted on by general consent unless there's an  
7 objection and I would recognize -- there is an  
8 objection to Bylaw 109, the change of amateur  
9 athlete to include professional players. This is  
10 a contradiction.

11 So Andy Marion from South  
12 Carolina Soccer Association has objected to that  
13 as a con. So, therefore, really the question is  
14 now the package without Bylaw 302 and a proposal  
15 related to that. That is the question.

16 So the bylaws on the floor are  
17 as modified Bylaw 109, 213-1, 214, 321, 323, 401,  
18 412, 413 and 431 as found in the Book of Reports  
19 and modified by this council.

20 So that's the question. Is  
21 there any other debate on those amendments? I'll  
22 give online a few seconds here. Please remember  
23 that Bylaw 302 will not be part of this vote.  
24 Okay. There's no further debate. So, therefore,  
25 we move the question. A reminder this vote will

1 be by signed ballot. So you will be recorded as  
2 to how you vote. It requires a two-thirds motion  
3 to pass and this vote is to -- sorry -- two-thirds  
4 vote to pass. I apologize for misspeaking.

5           So this motion is to approve the  
6 amendments to Bylaws 109, 213-1, 214, 321, 323,  
7 401, 412, 413 and 431 as found in the Book of  
8 Reports and as modified by this council today.  
9 Voting will open now.

10           MR. MOTTA: You missed 322 on that.

11           PRESIDENT CONE: You just didn't say  
12 322.

13           MR. FIKE: 322 as well. Voting is  
14 open, right?

15           PRESIDENT CONE: It's not open yet.

16           MR. FIKE: Voting is open and it  
17 will close at 2:58 p.m. Central Time.

18           PRESIDENT CONE: It's not open yet.

19           MR. FIKE: It should be open now.  
20 It will close at 2:58 p.m. Central Time.

21           MR. GARBER: It's not open yet.

22           PRESIDENT CONE: It's open.

23           MR. FIKE: Voting is open and it  
24 will close at 2:59 p.m. Central Time.

25           The results are in. Voting has

1 ended -- voting has ended. Please await the  
2 results. The results are in.

3           The vote is 97 percent of the  
4 weighted vote in favor and 3 percent opposed.  
5 Therefore, there are two-thirds in the affirmative  
6 and the motion is adopted. Bylaws 109, 213-1,  
7 214, 321, 322, 323, 401, 412, 413 and 431 are  
8 amended as proposed and modified. The Secretary  
9 General is authorized to make any conforming  
10 changes to the bylaws as necessary to implement  
11 these amendments.

12           So we will now take up the next  
13 item on the agenda, the divided question of Bylaw  
14 302. Is there any discussion? Please allow some  
15 time for online. As an initial matter while we  
16 wait for online discussion, I do want to make the  
17 National Council aware the Governance Task Force  
18 was advised by outside legal counsel that we did  
19 have to provide one-third Athlete votes at the  
20 National Council as well as by the USOPC. I need  
21 to know -- can I get the QA up on the screen,  
22 please?

23           In the meantime, we'll recognize  
24 the delegate at the microphone.

25           MR. BALLISH: Chaz Ballish Regueiro,

1 U.S. Adult Soccer Association. I speak in favor  
2 of these bylaw changes. The Governance Task Force  
3 we had many of the same concerns that Mr. Sadowski  
4 so eloquently presented, but ultimately after  
5 hearing from counsel we did have counsel --  
6 outside counsel -- I forget his name. He's from  
7 Colorado Springs.

8 MR. FIKE: Yeah, from Bryan Cave.  
9 Law firm of Bryan Cave Steve Smith.

10 MR. BALLISH: Steve Smith presented  
11 to the Governance Task Force and as a result some  
12 of the things that the National Council does the  
13 one that sticks in my mind the most is overseeing  
14 the budget or approving the budget, makes the  
15 National Council and other governing body as  
16 defined by the Empowering Athletes Act, formerly  
17 the Ted Stevens.

18 So the Governance Committee did  
19 express many of the same concerns, ultimately came  
20 to the conclusion that it does fall under the Act  
21 and, therefore, I would speak in favor of and vote  
22 yes.

23 MR. FIKE: Thank you. Chris Ahrens  
24 from the Board of Directors recognized online.

25 MR. AHRENS: Thanks, Greg. Good

1 morning to everyone or afternoon depending what  
2 part of the country you're in. I guess all parts  
3 of the country now. Excuse me.

4           Greg, could you possibly  
5 outline -- a no vote on this would put the  
6 Federation out of compliance is our legal  
7 understanding as we sit here today, correct?

8           MR. FIKE: Yes, that's what we've  
9 been advised by outside counsel.

10          MR. AHRENS: Thanks.

11          MR. FIKE: You're welcome. The  
12 Chair -- as alternating, the Chair recognizes the  
13 delegate at the microphone.

14          MR. GUTHRIE: Dave Guthrie -  
15 Indiana. I'm very sensitive to Jim's comments.  
16 This was a very -- this was a point of contention  
17 during the discussion with the bylaw -- the group  
18 that wrestled with the bylaws. I've had several  
19 conversations not only with others, but with the  
20 senators who co-sponsored this agreement, Senator  
21 Moran's office and also Senator Blumenthal's  
22 office. After several conversations with them,  
23 I'm very convinced that we need to vote in favor  
24 of the bylaws put forward. Not to discount Jim's  
25 concerns, but I would urge this body to vote in

1 favor of the bylaw.

2 MR. FIKE: Thank you. I recognize

3 James Sadowski from Metropolitan D.C. Virginia

4 Soccer Association online.

5 MR. SADOWSKI: Can --

6 MR. FIKE: Hello, Jim. We can hear

7 you. Thank you.

8 MR. SADOWSKI: I totally appreciate

9 the perspective of Chris from the Athletes

10 Council. I totally appreciate the perspective of

11 Dave Guthrie and the Governance Committee, but I

12 disagree that this will take us out of compliance.

13 I disagree that we have obtained an independent

14 legal opinion that we hired somebody -- the USSF

15 hired somebody that specifically looked at this

16 issue as to whether this change is required. I've

17 seen no legal opinion. I've heard a variety of

18 opinions from others. I've heard opinions from

19 the Olympic committee.

20 To me, this change is too

21 significant to rely upon what somebody said at a

22 meeting. And I don't see any downside to asking

23 an independent, non-conflicted who has no

24 relationship with the Federation previously law

25 firm to provide us that opinion.

1           So for those reasons, the MDCVSA  
2 and, again, I'm speaking on behalf of the 10,000  
3 to 15,000 amateur athletes, myself included, in  
4 Virginia and D.C. moves to refer bylaw or proposed  
5 Bylaw 302 back to the Rules Committee to obtain an  
6 independent, non-conflicted opinion on whether  
7 this change is actually required by the changes to  
8 the Amateur Sports Act and in particular Title 36,  
9 U.S. Code Section 220504, which does not mention  
10 the National Council, it mentions the Board of  
11 Directors, committees and other entities including  
12 any panel that decides grievances.

13           So we would ask the group to  
14 support the MDCVSA's motion to refer Bylaw 302  
15 back to the Rules Committee to obtain that legal  
16 opinion so that we all are comfortable that this  
17 decision is being made for the right reason  
18 independently of politics and transparent. Thank  
19 you very much.

20           MR. FIKE: Thank you. So there's a  
21 motion to refer this Bylaw 302 back to the Rules  
22 Committee. Is there a second? Just waiting for  
23 online.

24           There is a second by Stephen  
25 Flamhaft - Life Member. So the motion -- the

1 question before the panel is the motion to refer  
2 Bylaw 302 back to the Rules Committee for further  
3 consideration. This is debatable.

4           Is there any debate, any further  
5 discussion? The Chair recognizes the delegate at  
6 the microphone.

7           MR. GUTHRIE: Again, Dave Guthrie.  
8 Having -- having had the privilege of talking to  
9 both senators' offices and in particular the  
10 gentleman who actually drafted the motion, looking  
11 at this exhaustively we need to deny the motion  
12 that is on the floor, that allows us then to vote  
13 up on the bylaw that is being proposed.

14           MR. FIKE: Thank you. The Chair  
15 recognizes Chris Ahrens from the Board of  
16 Directors virtually.

17           MR. AHRENS: Again, thanks, Greg. I  
18 want to thank Chaz and Dave for both speaking in  
19 support of this. I think at the beginning of this  
20 process while I'm speaking for them I think it's  
21 safe for me to say they had similar concerns that  
22 Mr. Sadowski lays out.

23           Going through this process it's  
24 been, I think, a difficult process we all agree  
25 and I understand Jim's concerns, but I think

1 some -- and this won't assuage his concerns I  
2 don't think, but, you know, I think what you just  
3 heard from Dave and Chaz points to the fact that  
4 some real bridges have been built. So, you know,  
5 as athletes we're committed to working with the  
6 membership going forward and I would support  
7 Dave's request there that we vote down this  
8 proposal to push it to the Rules Committee and we  
9 support this going forward. Thank you.

10 MR. FIKE: Is there any further  
11 discussion? Hearing no further discussion, the  
12 motion -- the question is on the motion to refer  
13 Bylaw 302 back to the Rules Committee. A yes vote  
14 would refer it back. A no vote will allow it to  
15 continue to move forward. I will let you know --  
16 a simple -- it's a simple majority vote. Voting  
17 is open.

18 PRESIDENT CONE: Now, it's open.

19 MR. GARBER: Can you repeat that  
20 again?

21 MR. FIKE: Yes, the motion is to  
22 refer Bylaw 302 back to the Rules Committee for  
23 further discussion. If you vote in favor of the  
24 motion, it will be referred back to the Rules  
25 Committee. If you vote no, there will -- it will

1 then move to a motion to report at the AGM. If --  
2 if you vote no, it will -- it will be moved  
3 forward with the current -- the bylaw amendment.

4 Voting is now open.

5 MR. GARBER: As per the Governance  
6 Committee?

7 MR. FIKE: As per the Governance  
8 Task Force, that's correct.

9 Voting will close at 3:17 p.m.  
10 Central Time. Voting is now open. Please vote.

11 Voting is closed. Please await the results.

12 The results are in. The vote is  
13 11 percent of the weighted vote in favor and 89  
14 percent of the weighted vote opposed. The motion  
15 to refer it back to -- refer Bylaw 302 back to the  
16 Rules Committee fails. Debate will resume on the  
17 main motion of whether to approve Bylaw 302, the  
18 amendments to Bylaw 302.

19 Recognizing Andy Marion, South  
20 Carolina Soccer Association to speak on the main  
21 motion.

22 He's not speaking yet. We did  
23 receive a question I want to clarify. I said  
24 Steve Smith from the law firm of Bryan Cave  
25 provided the legal opinion. We had a question

1 online about who the attorney was. So Steve Smith  
2 from Bryan Cave provided that legal information to  
3 the Governance Task Force.

4 We also had another question.  
5 Bylaw 302 is not subject to the sunset provision.  
6 The sunset provision as provided was only related  
7 to the Board of Directors bylaw amendment.

8 The Chair would like -- as we're  
9 working with Andy Marion, the Chair would like to  
10 recognize Dave Laraba from West Virginia Soccer  
11 Association to speak virtually. Just for  
12 everybody's online information, if you want to  
13 speak, please make sure that you dialed into the  
14 Zoom call on your phone. We have a question from  
15 Samuel Cohen, North Carolina Adult Soccer  
16 Association. Is the opinion from Mr. Smith in  
17 writing and able to be shared?

18 I'm happy to create a written  
19 opinion, but it was -- the verbal advice was given  
20 at the Governance Task Force meeting. I'd like to  
21 recognize the delegate at the microphone John  
22 Motta.

23 MR. MOTTA: John Motta, Chairman of  
24 the Adult Council, and I would recommend to the  
25 delegates that they approve this amendment.

1 That's it.

2 PRESIDENT CONE: Thank you.

3 MR. FIKE: The Chair recognizes Jim

4 Sadowski from Metropolitan D.C. Virginia Soccer

5 Association virtually.

6 MR. SADOWSKI: Thanks. Thanks,

7 Greg. I just wanted to make it, you know,

8 abundantly clear that I do not oppose making sure

9 that we're in compliance with the USOPC

10 regulation. I don't oppose changing the voting

11 structure. I just don't think that we've gone

12 about it in the right way.

13 I don't see the harm in

14 obtaining a transparent, conflict-free opinion and

15 we've now heard that the opinion that we got was

16 off the cuff from somebody verbally who I don't

17 think was hired by us and those are my objections.

18 It's not that I don't agree

19 conceptually with it. It's that I agree that we

20 need to make this as transparent and conflict-free

21 as possible and I believe that obtaining a legal

22 opinion is the best way to go about that. I

23 understand that's been voted down, but I just

24 wanted to make that clear. Thank you, sir.

25 MR. FIKE: You're welcome. Is there

1 any other debate? We're having some technical  
2 difficulties. The Chair recognizes Dave Laraba  
3 from West Virginia Soccer Association virtually.  
4 We will get these kinks worked for any sort of  
5 hybrid meetings that may occur in Atlanta. So, my  
6 apologies.

7 All right. Thank you. We're  
8 going to move on to the vote. My apologies to  
9 anyone who wasn't able to -- to quite be able to  
10 speak. So the vote is on approval of adoption of  
11 a proposed amendment to Bylaw 302 as found in the  
12 Book of Reports and as potentially modified.

13 This motion requires a  
14 two-thirds vote for adoption. The vote will be  
15 taken electronically. Are you ready for the  
16 question? By the way, this will be by signed  
17 ballot as well. I apologize. We're going to let  
18 Dave Laraba speak. We've been enabled to allow  
19 Dave Laraba to speak. Sorry. Dave, are you  
20 there?

21 MR. LARABA: Are you there?

22 MR. FIKE: Yes, Dave. We can hear  
23 you.

24 MR. LARABA: It's a new point  
25 because I've been trying for the last ten minutes

1 to call the question.

2 MR. FIKE: Are you serious, Dave, or  
3 are you just providing levity?

4 MR. LARABA: No, that's what I was  
5 trying -- I was trying to call the question.

6 MR. FIKE: Well, the question is  
7 being called right now. So thank you so much,  
8 Dave.

9 MR. LARABA: I mean, I know that.  
10 I've been trying.

11 MR. FIKE: Thank you, Dave. The  
12 question is on adoption of the proposed amendment  
13 to Bylaw 302 as found in your Book of Reports and  
14 as modified. The motion requires a two-thirds  
15 vote for adoption. The vote will be taken  
16 electronically. Again, it will be by signed  
17 ballot since it's a vote on the amendment.

18 Are you ready for the question?  
19 Please proceed with the vote. I will let you know  
20 when it's open.

21 PRESIDENT CONE: It's open.

22 MR. FIKE: The vote is open and it  
23 will close at 3:34 p.m. Central Time. Voting has  
24 ended. Please await the results. The results are  
25 in.

1           The vote is 92 percent of the  
2 weighted vote in favor and 8 percent opposed.  
3 Therefore, there are two-thirds in the affirmative  
4 and the motion is adopted. Bylaw 302 is amended  
5 as proposed and modified and the Secretary General  
6 is authorized to make any conforming changes to  
7 the bylaws as necessary to implement the  
8 amendments. Thank you.

9           There is -- the next item of  
10 business is one more bylaw amendment and I'm going  
11 to try to state this. My understanding is that  
12 all other bylaw amendments proposed by U.S. Youth  
13 Soccer Association, USAA, U.S. Club Soccer, AYSO  
14 are withdrawn except for the bylaw amendment to  
15 Bylaw 213 -- Section 213.

16           Again, this will have an  
17 effective date of December 1, 2021. That is found  
18 in your Book of Reports as well. That -- is that  
19 correct? Is there any -- Mr. Guthrie, I think you  
20 were going to speak on behalf of that group.

21           MR. GUTHRIE: Yes, sir. It's --  
22 it's Section -- it's Bylaw 213, Section 13. It's  
23 very similar to Section 12 which we already  
24 passed. What we talked about earlier was whether  
25 we tried to amend the package that we just did

1 pass or whether it would be cleaner to just allow  
2 this one to stand on its own.

3           So I would speak in favor of the  
4 motion. I would like to do that in short order.  
5 My Boilermakers start the second half in a few  
6 minutes. So I'd love to be able to get back and  
7 see some of that, but it's very similar to Section  
8 213, Section 12 that we just did approve. This is  
9 just cleaning up a piece that I feel that just got  
10 left out.

11           MR. FIKE: Thank you. So we're  
12 going to try to do this by general consent. There  
13 is a modification that was suggested by the Rules  
14 Committee, which has been accepted by the authors,  
15 which is instead of the language in the book it's  
16 really Section 213 I'm going to read it aloud  
17 because that's simplest.

18           "The membership of the new state  
19 association will be ratified by a 60 percent vote  
20 of the National Council at its next meeting."

21           So that is the modified version  
22 and that modification has been accepted by the  
23 proposers. So hearing no objection, we're going  
24 to move forward with that modified version. So  
25 I'm going to try to do this one more time by

1 general consent for this as well.

2           So the question before the --  
3 before the group is -- before the National Council  
4 is whether to approve the amendment of Bylaw 213,  
5 Section 213 -- sorry -- Bylaw 213, Section 13 as  
6 modified.

7           So I'm going to say is there any  
8 objection to that -- to that bylaw amendment? I  
9 have to give a minute for online to catch up. I  
10 haven't heard anything from online. So hearing no  
11 objections, the amendment to Bylaw 213, Section 13  
12 as modified is approved by the general consent of  
13 the National Council. Thank you. Thank you,  
14 Cindy.

15           PRESIDENT CONE: All right. Thank  
16 you, everyone. Sunil, I don't think we beat any  
17 of your records for National Council Meetings, but  
18 we did it in pretty fast fashion.

19           A couple of things -- I want to  
20 give a shout out. We had the SBJ Game Changer  
21 Awards. We have a recipient in our presence here  
22 today Adrienne Barber from MLS was a recipient  
23 from the award as well as U.S. Soccers very own VP  
24 of Events Amy Hopfinger was an award recipient.

25           The next time we will see you is

1 at the AGM on March 3-5 in Atlanta. So hopefully  
2 we can all be in person there, but obviously we  
3 can shift to hybrid version if we need to. With  
4 that, the meeting is adjourned. Thanks.

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CERTIFICATE

I, Steven Brickey, Certified Shorthand Reporter, Registered Merit Reporter, Certified Realtime Reporter, do hereby certify that I reported in shorthand the proceedings had at the trial aforesaid, and that the foregoing is a true, complete and correct transcript of the proceedings of said meeting as appears from my stenographic notes so taken and transcribed under my personal direction.

Witness my official signature on this 8th day of November, A.D., 2021.

\_\_\_\_\_  
STEVEN BRICKEY, CSR, RMR, CRR  
CSR No. 084-004675