PROCEEDINGS

UNITED STATES SOCCER FEDERATION
EXTRAORDINARY NATIONAL COUNCIL MEETING

Lowes Hotel
Rosemont, Illinois

October 23rd, 2021
2:00 p.m. - 3:40 p.m.
PRESIDENT CONE: Hello and thank you for joining us today for the Extraordinary National Council Meeting. After many months of virtual and hybrid meetings, it’s so good to see so many of you in person for the first time in a long time.

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

While there have been a lot of different thoughts, this process has been one that I think is important as we seek a brighter future for soccer in this country that serves everybody in our diverse membership. The work here does not end today, though. We all know we still need to roll up our sleeves as we continue to make sure we move our sport forward. But I’m looking forward to working with all of you because the only way to get to where we all want to be is to continue to work together.
So let’s get started. I’d like to ask Siri Mullinix, the Chair of the Credentials Committee, to join us on stage today to walk us through everything from the credentials. We’ll have to see if she does as good of a job as Bob Kepner.

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

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

I also want to thank the members of the Credentials Committee; Bob, Kathy, who is here today with me, Demetrius and Diane. Everyone has spent countless hours over the past few weeks preparing for today’s meeting and vote.
We are conducting the roll call virtually today as you will see in the slides recognizing all delegates registered to vote. We’ll start with the Youth -- as you can see, the Youth Council followed by the Adult Council, then we move to the Pro Council. We have the Athletes Council which, again, every year we tend to get more and more. So as a former Athletes Council rep, I’m definitely proud of their support and investment in the game. We have the Board of Directors, Life Members, Past Presidents, and Other Members.

Before I present the report, a few comments to clarify what the Credentials Committee does in preparation for these meetings. U.S. Soccer's Bylaw 302 regarding composition and voting lays out the structure we must follow in preparation for a vote. Sections 1, 2 and 3 defines 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 Other Members which include the Board of Directors, Life Members, Past Presidents and Other Affiliates. These bylaws also state that one
individual of an organization member may not cast a vote that exceeds two percent of the total votes to be cast at a council meeting, the exception the Athletes Council.

As we can see in the summary of the Credentials Report, the number of delegates and votes, the voting strength of each council and Other Members and the multipliers where needed.

Based on Bylaw 302, equal voting strength must be provided to the Youth, Adult and Pro Council, which is done through a multiplier once we determine the largest council.

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

The Athletes Council voting strength is not to exceed 20 percent of the total vote giving them a voting strength of 191. We also have Other Members mentioned voting today which include the Board of Directors, Life Members not to exceed 12 total votes, Past Presidents and Other Affiliates, which all receive the same multiplier as the Youth Council with a vote equal to 1.
If all eligible votes are cast,
the bottom right of the screen displays what's needed to reach a simple majority at 476 votes or 2/3 majority at 635 votes. This concludes the Credentials Report for the Extraordinary National Council Meeting.

Do I have a motion to approve the Credentials Report?

MR. MOTTA: So moved.

MR. TURNERY: Second.

MS. MULLINIX: Any objections?

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

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

Test Question 1. What is your pizza preference? A) thin crust, B) deep dish.

Voting is now open. Voting will be closed at 2:17 p.m. Central Time. Please vote now.
Voting is now closed. We are awaiting the results. Please stand by for the results as this could take a few minutes to calculate due to the hybrid voting.

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

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

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

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

MR. FIKE: Thank you, Siri. We'll
now be dealing with the bylaw amendment proposals that are on the agenda today for today's special meeting. I do want to say that we thank -- it's nice to see everybody in person. We have about 50 people here in person and well over 100 people attending virtually at this meeting. So it's great to have everybody here as well.

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

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

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

One housekeeping measure I know
It's been talked about that there have been two minutes per person for comments during debate.

We're not going to specifically hold people to two minutes per person, but I do request that you be succinct and I will let you know when you reach two minutes just to keep the time moving on.

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

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

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

MR. FIKE: Okay. So we now have a motion to have a signed ballot. So our technology as an explanation doesn’t really allow for roll call voting, but the technology we use is -- typically we would have a secret ballot if we’re voting by keypad, which is the standard operating procedure for this body for a number of years, but the technology does allow for us to identify the
delegates via a signed ballot and not have it be a
secret ballot and report that out within a
reasonable time hopefully by Monday if the body so
wants it.

Is there a second for that motion?

MR. GUTHRIE: Second.

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

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

Are we ready to open voting?

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

Voting has now closed. We are waiting for
results. Please allow one to two minutes for
results. Thank you for your patience.
So the results are in. The voting results are 489 yes, 352 no. So, 58 percent majority. The motion was approved. So any motion related to the bylaw amendments or specifically the approval of the bylaw amendments will be by signed ballot and I'll make sure I announce that before the vote is taken. Thank you.

So the first item for consideration in the bylaws are the amendments to Bylaws 109, 213-1, 214, 302, 321, 323, 401, 412, 413 and 431 proposed by the Governance Task Force and Cindy Parlow Cone, and these will be for consideration in block. It is included in your Book of Reports Bylaw Section 2, Subsection A. The proposal is to make a series of coordinated changes to implement USOPC required enhancements to athlete representation in U.S. Soccer governance. The Rules Committee made no recommendation, but made several comments. The Rules Committee's rationale is printed in the Book of Reports as well. I understand that Cindy Cone and the Governance Task Force have proposed a modification to the previously noticed amendments to Bylaws 213-1, 321, 401, 412, and 413 consistent
with the Rules Committee comments and the Governing Task Force modifications, the Board of Directors and Bylaw 412. That would also include a sunset provision that the task force believes will -- and the task force believes that this can obtain general consent.

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

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

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

So, therefore, Cindy, do you wish to do the proposed modification as a formal amendment?
MR. FIKE: Cindy has indicated she wishes to move it as a formal amendment. So the question is to accept the modifications as an amendment to the bylaws. Is there any debate on those modifications? A modification to the amendment which is an amendment to the amendment as the parliamentarian indicated.

Yes, recognizing the delegate at the microphone.

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

MR. FIKE: Thank you. The Chair recognizes -- I’m going to alternate virtually and
in-person. So the Chair recognizes Jim Sadowski from Metropolitan D.C. Virginia Soccer Association virtually.

Mr. Sadowski isn't in the Zoom.

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

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

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

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

MR. GUTHRIE: Okay.

MR. FIKE: If accepted, we would have another vote about, you know, whether they're
approved to be a part of the bylaws. I apologize.

We're having some technical difficulties. So please bear with us. Thank you.

Just a point of order question.

This vote would require a majority to pass which is just to -- to approve the modification, essentially amend the amendment. The Chair recognizes Jim Sadowski.

MR. SADOWSKI: Can I now be heard through the phone?

MR. FIKE: Yes, we can hear you.

Thank you, Jim.

MR. SADOWSKI: I apologize. I have no objection to the amendment being brought to the floor. I just wanted to make sure that when the time came to vote on the actual bylaws that I could be recognized to speak. So I do not object to the amendments as proposed by Ms. Cone last night being considered.

MR. FIKE: Thank you. So, Mr. Guthrie?

MR. GUTHRIE: If you're looking for a second, Dave Guthrie from Indiana would second your motion to accept.

MR. FIKE: Thank you. So I'll -- at
the risk of being uber careful, I just want to
make sure there's no objection to the
modifications being accepted by general consent.
Hearing none --
PRESIDENT CONE: Wait. Online.
MR. FIKE: I'll give online a few
seconds. Okay. Since there's no objection, the
modifications have been accepted and we'll be now
turning to the question on the modified version of
the proposed amendments to Bylaws 109, 213-1, 214,
302, 321, 323, 401, 412, 413, and 431 as
previously distributed.
Is there any objection -- well,
I know there is. So I assume that Jim Sadowski
will object to the general consent on these
modified versions.
Since there is an objection, the
question is on the adoption of the proposed
amendments to the bylaws that were previously
distributed as modified. Is there any discussion?
The Chair recognizes
Mr. Guthrie.
MR. GUTHRIE: Again, Greg, if you'd
be kind enough to give us clarity on what it is
you're going to be asking us to vote on.
MR. FIKE: Sure. We're voting on all of the bylaw amendments that I just listed as modified last night and this will require a two-thirds majority vote to pass.

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

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

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

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

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

I think we're starting from an incorrect premise on -- on 302. On 302, I don't believe that's required by federal law and I've heard varying accounts of how someone came to that
conclusion. I have read the new law, specifically
Title 36, U.S. Code Section 220504, and I did not
see a requirement in that membership section which
is where this originates that requires the
National Council voting strength to be changed.
That text refers to committees
and other entities, including any panel that
decides grievances. So I fully support all the
other changes made by the MDOT and the committees
as amended, but I do not support 302 and I don’t
think it’s appropriate for the Rules Committee or
the task force or anyone, including myself, to
conclude that the changes to the National Council
voting strength are required without first
obtaining an independent legal opinion on that
very issue.
First, for the proposed -- for
the first time that I remember, this change
creates an imbalance within the Federation where
one group, a very small group of the membership,
has 60 percent greater voting strength than the
next closest member and in particular
disenfranchises the youth and there are millions
of players and the hundreds of thousands of
amateur athletes, none of whom have any
representation on the Athletes Council as it's currently constructed.

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

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

Specifically, we want the entire packet to be voted on with the exception of 302 and then we want 302 to be voted on separately. I believe that an independent legal opinion on whether these changes are proposed are actually required, would provide transparency to the process, take the politics out of it and just like the Athletes deserve a full and independent review of what happened with the allegations in the NWSL our membership and all of us deserve to know from
an independent source that we are getting this right on Section 302.

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

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

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

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

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

THE PARLIAMENTARIAN: Because it's a
MR. FIKE: -- the division because it's a separate bylaw from the other bylaws. So Bylaw 302 would be divided out from the whole package. The rest of the package is available to be voted on by general consent unless there's an objection and I would recognize -- there is an objection to Bylaw 109, the change of amateur athlete to include professional players. This is a contradiction. So Andy Marion from South Carolina Soccer Association has objected to that as a con. So, therefore, really the question is now the package without Bylaw 302 and a proposal related to that. That is the question. So the bylaws on the floor are as modified Bylaw 109, 213-1, 214, 321, 323, 401, 412, 413 and 431 as found in the Book of Reports and modified by this council. So that's the question. Is there any other debate on those amendments? I'll give online a few seconds here. Please remember that Bylaw 302 will not be part of this vote. Okay. There's no further debate. So, therefore, we move the question. A reminder this vote will
be by signed ballot. So you will be recorded as
to how you vote. It requires a two-thirds motion
to pass and this vote is to -- sorry -- two-thirds
vote to pass. I apologize for misspeaking.
So this motion is to approve the
amendments to Bylaws 109, 213-1, 214, 321, 323,
401, 412, 413 and 431 as found in the Book of
Reports and as modified by this council today.
Voting will open now.

MR. MOTTA: You missed 322 on that.

PRESIDENT CONE: You just didn’t say
322.

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

PRESIDENT CONE: It’s not open yet.

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

PRESIDENT CONE: It’s not open yet.

MR. FIKE: It should be open now.

It will close at 2:58 p.m. Central Time.

MR. GARBER: It’s not open yet.

PRESIDENT CONE: It’s open.

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

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

The vote is 97 percent of the weighted vote in favor and 3 percent opposed.

Therefore, there are two-thirds in the affirmative and the motion is adopted. Bylaws 109, 213-1, 214, 321, 322, 323, 401, 412, 413 and 431 are amended as proposed and modified. The Secretary General is authorized to make any conforming changes to the bylaws as necessary to implement these amendments.

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

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

MR. BALLISH: Chaz Ballish Regueiro,
U.S. Adult Soccer Association. I speak in favor of these bylaw changes. The Governance Task Force we had many of the same concerns that Mr. Sadowski so eloquently presented, but ultimately after hearing from counsel we did have counsel -- outside counsel -- I forget his name. He’s from Colorado Springs.

MR. FIKE: Yeah, from Bryan Cave.

Law firm of Bryan Cave Steve Smith.

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

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

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

MR. AHRENS: Thanks, Greg. Good
morning to everyone or afternoon depending what part of the country you're in. I guess all parts of the country now. Excuse me.

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

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

MR. AHRENS: Thanks.

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

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

MR. FIKE: Thank you. I recognize James Sadowski from Metropolitan D.C. Virginia Soccer Association online.

MR. SADOWSKI: Can --

MR. FIKE: Hello, Jim. We can hear you. Thank you.

MR. SADOWSKI: I totally appreciate the perspective of Chris from the Athletes Council. I totally appreciate the perspective of Dave Guthrie and the Governance Committee, but I disagree that this will take us out of compliance. I disagree that we have obtained an independent legal opinion that we hired somebody -- the USSF hired somebody that specifically looked at this issue as to whether this change is required. I've seen no legal opinion. I've heard a variety of opinions from others. I've heard opinions from the Olympic committee.

To me, this change is too significant to rely upon what somebody said at a meeting. And I don't see any downside to asking an independent, non-conflicted who has no relationship with the Federation previously law firm to provide us that opinion.
So for those reasons, the MDCVSA and, again, I’m speaking on behalf of the 10,000 to 15,000 amateur athletes, myself included, in Virginia and D.C. moves to refer bylaw or proposed Bylaw 302 back to the Rules Committee to obtain an independent, non-conflicted opinion on whether this change is actually required by the changes to the Amateur Sports Act and in particular Title 36, U.S. Code Section 220504, which does not mention the National Council, it mentions the Board of Directors, committees and other entities including any panel that decides grievances. So we would ask the group to support the MDCVSA’s motion to refer Bylaw 302 back to the Rules Committee to obtain that legal opinion so that we all are comfortable that this decision is being made for the right reason independently of politics and transparent. Thank you very much.

MR. FIKE: Thank you. So there’s a motion to refer this Bylaw 302 back to the Rules Committee. Is there a second? Just waiting for online. There is a second by Stephen Flamhaft - Life Member. So the motion -- the
question before the panel is the motion to refer
Bylaw 302 back to the Rules Committee for further consideration. This is debatable.

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

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

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

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

Going through this process it's been, I think, a difficult process we all agree and I understand Jim's concerns, but I think
some -- and this won't assuage his concerns I
don't think, but, you know, I think what you just
heard from Dave and Chaz points to the fact that
some real bridges have been built. So, you know,
as athletes we're committed to working with the
membership going forward and I would support
Dave's request there that we vote down this
proposal to push it to the Rules Committee and we
support this going forward. Thank you.

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

PRESIDENT CONE: Now, it's open.

MR. GARBER: Can you repeat that
again?

MR. FIKE: Yes, the motion is to
refer Bylaw 302 back to the Rules Committee for
further discussion. If you vote in favor of the
motion, it will be referred back to the Rules
Committee. If you vote no, there will -- it will
then move to a motion to report at the AGM. If --

if you vote no, it will -- it will be moved

forward with the current -- the bylaw amendment.

Voting is now open.

MR. GARBER: As per the Governance Committee?

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

Voting will close at 3:17 p.m.

Central Time. Voting is now open. Please vote.

Voting is closed. Please await the results.

The results are in. The vote is

11 percent of the weighted vote in favor and 89 percent of the weighted vote opposed. The motion to refer it back to -- refer Bylaw 302 back to the Rules Committee fails. Debate will resume on the main motion of whether to approve Bylaw 302, the amendments to Bylaw 302.

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

He's not speaking yet. We did receive a question I want to clarify. I said Steve Smith from the law firm of Bryan Cave provided the legal opinion. We had a question
online about who the attorney was. So Steve Smith from Bryan Cave provided that legal information to the Governance Task Force.

We also had another question.

Bylaw 302 is not subject to the sunset provision.
The sunset provision as provided was only related to the Board of Directors bylaw amendment.

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

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

MR. MOTTA: John Motta, Chairman of the Adult Council, and I would recommend to the delegates that they approve this amendment.
That's it.

PRESIDENT CONE: Thank you.

MR. FIKE: The Chair recognizes Jim Sadowski from Metropolitan D.C. Virginia Soccer Association virtually.

MR. SADOWSKI: Thanks. Thanks, Greg. I just wanted to make it, you know, abundantly clear that I do not oppose making sure that we're in compliance with the USOPC regulation. I don't oppose changing the voting structure. I just don't think that we've gone about it in the right way. I don't see the harm in obtaining a transparent, conflict-free opinion and we've now heard that the opinion that we got was off the cuff from somebody verbally who I don't think was hired by us and those are my objections. It's not that I don't agree conceptually with it. It's that I agree that we need to make this as transparent and conflict-free as possible and I believe that obtaining a legal opinion is the best way to go about that. I understand that's been voted down, but I just wanted to make that clear. Thank you, sir.

MR. FIKE: You're welcome. Is there
any other debate? We're having some technical
difficulties. The Chair recognizes Dave Laraba
from West Virginia Soccer Association virtually.
We will get these kinks worked for any sort of
hybrid meetings that may occur in Atlanta. So, my
apologies.

All right. Thank you. We're
going to move on to the vote. My apologies to
anyone who wasn't able to -- to quite be able to
speak. So the vote is on approval of adoption of
a proposed amendment to Bylaw 302 as found in the
Book of Reports and as potentially modified.
This motion requires a
two-thirds vote for adoption. The vote will be
taken electronically. Are you ready for the
question? By the way, this will be by signed
ballot as well. I apologize. We're going to let
Dave Laraba speak. We've been enabled to allow
Dave Laraba to speak. Sorry. Dave, are you
there?

MR. LARABA: Are you there?
MR. FIKE: Yes, Dave. We can hear
you.

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

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

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

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

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

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

Are you ready for the question?

Please proceed with the vote. I will let you know when it's open.

PRESIDENT CONE: It's open.

MR. FIKE: The vote is open and it will close at 3:34 p.m. Central Time. Voting has ended. Please await the results. The results are in.
The vote is 92 percent of the weighted vote in favor and 8 percent opposed.

Therefore, there are two-thirds in the affirmative and the motion is adopted. Bylaw 302 is amended as proposed and modified and the Secretary General is authorized to make any conforming changes to the bylaws as necessary to implement the amendments. Thank you.

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

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

MR. GUTHRIE: Yes, sir. It’s --

It’s Section -- it’s Bylaw 213, Section 13. It’s very similar to Section 12 which we already passed. What we talked about earlier was whether we tried to amend the package that we just did
pass or whether it would be cleaner to just allow
this one to stand on its own.
So I would speak in favor of the
motion. I would like to do that in short order.
My Boilermakers start the second half in a few
minutes. So I'd love to be able to get back and
see some of that, but it's very similar to Section
213, Section 12 that we just did approve. This is
just cleaning up a piece that I feel that just got
left out.
MR. FIKE: Thank you. So we're
going to try to do this by general consent. There
is a modification that was suggested by the Rules
Committee, which has been accepted by the authors,
which is instead of the language in the book it's
really Section 213 I'm going to read it aloud
because that's simplest.
"The membership of the new state
association will be ratified by a 60 percent vote
of the National Council at its next meeting."
So that is the modified version
and that modification has been accepted by the
proposers. So hearing no objection, we're going
to move forward with that modified version. So
I'm going to try to do this one more time by
general consent for this as well.

So the question before the --

before the group is -- before the National Council

is whether to approve the amendment of Bylaw 213,

Section 213 -- sorry -- Bylaw 213, Section 13 as

modified.

So I’m going to say is there any

objection to that -- to that bylaw amendment? I

have to give a minute for online to catch up. I

haven’t heard anything from online. So hearing no

objections, the amendment to Bylaw 213, Section 13

as modified is approved by the general consent of

the National Council. Thank you. Thank you,

Cindy.

PRESIDENT CONE: All right. Thank

you, everyone. Sunil, I don’t think we beat any

of your records for National Council Meetings, but

we did it in pretty fast fashion.

A couple of things -- I want to

give a shout out. We had the SBJ Game Changer

Awards. We have a recipient in our presence here

today Adrienne Barber from MLS was a recipient

from the award as well as U.S. Soccers very own VP

of Events Amy Hopfinger was an award recipient.

The next time we will see you is
at the AGM on March 3-5 in Atlanta. So hopefully we can all be in person there, but obviously we can shift to hybrid version if we need to. With that, the meeting is adjourned. Thanks.
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