



EMERALD CITY FOOTBALL CLUB

Emerald City FC Regular Board Meeting

November 9th, 2009

Sand Point Education Center, Seattle Washington

In attendance: Joe Picciano, Ruth Nicholson, Jonathan Fischer, Tor Jernudd, VP of Membership Jeanne Suleiman, Coaches Representative David Smith, Coaches Representative Tai Po (arrived late (7:20pm) due to training conflict), Dan Barsher, Monique Keranen, Business Manager Mea Fischelis, Coaching Director Bobby Howe.

Excused: Player Reps Angela Fischer and Chris Perkins.

Meeting was called to order at 7:03pm.

Minutes: A handful of minor corrections were brought to the secretary's attention. *Dan Barsher motions that the Oct 12th, 2009 minutes be approved, as corrected. Monique Keranen 2nds. Approved 7 in favor, 0 opposed, 1 abstention.*

PDL/WYS/Future of Club: President JP and Coaching Director BH updated the board on their latest discussions with Todd Lincoln, the PDL and WYS. WYS President Terry Fisher at one point offered to make a presentation to the Emerald City FC membership, but when JP contacted him, he deferred until "sometime after Thanksgiving". The PDL committee is in active negotiations with "the state" and draft proposals for 2010 PDL structure are being exchanged, the WYS "oversight committee" is expected to meet November 14th, and the full PDL coaching director's committee will meet December 1st to consider.

GRIEVANCE: JP is working with attorney on an "ECFC right to exist grievance", input from the rest of the board is welcomed. A letter to WYS has been sent to confirm closure on their previous enquiries. RN has attempted to contact district commissioner Ron Lambalot to discuss grievance mechanics, but he has become difficult to reach.



EMERALD CITY FOOTBALL CLUB

PROPOSED AMMENDMENTS TO ECFC BYLAWS TJ and JP presented the recommendations of the “committee committee” for board review, consideration and/or approval:

EXISTING:

*13.5 Affiliation. The Club shall be affiliated with **the Washington State Youth Soccer Association, the Seattle Youth Soccer Association** and such other affiliates as the Board hereinafter shall select to promote the interests of the Club.*

PROPOSED:

*13.5 Affiliation. The Club shall be affiliated **with the USSF through one (or more) intermediaries (such as Washington Youth Soccer or US Club Soccer)** and such other affiliates as the Board hereinafter shall select to promote the interests of the Club.*

EXISTING:

*5.2 Number and Eligibility. The number of voting Directors shall be nine (9). Six General Member Directors shall be elected by the General Membership. Two Directors shall be elected by the Coach Members. One Director, the Vice President of Membership, shall be elected by General Membership. No person shall hold more than one Director position. All Directors are subject to compliance of the By-Laws, rules, procedures, and regulations of the Club, **SYSA and WSYSA.***

PROPOSED

5.2 Number and Eligibility. The number of voting Directors shall be nine (9).



EMERALD CITY FOOTBALL CLUB

*Six General Member Directors shall be elected by the General Membership. Two Directors shall be elected by the Coach Members. One Director, the Vice President of Membership, shall be elected by General Membership. No person shall hold more than one Director position. All Directors are subject to compliance of the By-Laws, rules, procedures, and regulations of the Club **and the USSF.***

EXISTING:

10.6 Books and Records. The Club shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its Members, Directors and committees exercising any of the authority of the Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote. All book and records of the Club may be inspected by any Member or their agent or attorney, for any proper purposes at any reasonable time.

PROPOSED

10.6 Books and Records. The club shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents in the form of a record:

(1) Current articles and bylaws;

(2) A list of members, including names, addresses, and classes of membership, if any;

(3) Correct and adequate statements of accounts and finances;

(4) A list of officers' and directors' names and addresses;

(5) Minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board.

The club's records (as listed above) shall be open at any reasonable time to inspection by any member of more than three



EMERALD CITY FOOTBALL CLUB

months standing or a representative of more than five percent of the membership. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

(LANGUAGE LIFTED DIRECTLY FROM WA STATE RCW)

EXISTING:

2.1.2 To encourage all individuals regardless of gender, age, race, color, creed, religion, national origin or economic status to participate in the programs, functions and activities of the Club.

PROPOSED:

2.1.2 To encourage all individuals regardless of gender, age, race, color, creed, religion, ***sexual orientation***, national origin or economic status to participate in the programs, functions and activities of the Club.

EXISTING:

3.4 Annual Meeting. An annual meeting of the Club membership shall be held on the second Monday of June each year (at a location to be determined and announced by the Directors) for the purpose of announcing the elected directors and for the transaction of any other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Washington, such meeting will be held on the next succeeding Monday.

PROPOSED

3.4 Annual Meeting. An annual meeting of the Club membership shall be held no ***later than 60 days after the conclusion of tryouts each year*** (at a location to be determined and announced by the Directors) for the purpose of announcing the elected directors and for the transaction of any other business as may come before the meeting. If the day fixed for the



EMERALD CITY FOOTBALL CLUB

annual meeting shall be a legal holiday in the state of Washington, such meeting will be held on the next succeeding Monday.

EXISTING:

3.5 Notice of Meetings. Notice of meetings shall be given to the members by the Club not less than 14 days and not more than 28 days prior to a meeting. Meeting announcements will be posted on the Club's website and sent electronically, if permitted by these By-Laws, or by mail to the membership. Regular meetings, with the exception of the annual meeting to elect Directors or special meetings, may be scheduled in advance with one notice of the schedule. The Club will keep a record of notification.

PROPOSED

*3.5 Notice of Meetings. Notice of the **annual general meeting or other special member meetings** shall be given to the members by the Club not less than 14 days and not more than **60** days prior to a meeting. Meeting announcements will be posted on the Club's website and sent electronically, if permitted by these By-Laws, or by mail to the membership **or shall be made at team formation meetings**. Regular **board meetings**, with the exception of the annual meeting **or special meetings of the membership**, may be scheduled in advance with one notice of the schedule. The Club will keep a record of notification.*

EXISTING:

*3.2.1 General Members: General Members shall be (1) parents and/or legal guardians of current players, (2) the head coach and the designated primary assistant coach for each team and (3) members of the Board of Directors. **The parent and/or legal guardian of a player who signs the parental authorization/registration forms shall be the voting member for that player.***

PROPOSED:

3.2.1 General Members: General Members shall be (1) parents and/or legal



EMERALD CITY FOOTBALL CLUB

guardians of current players, (2) the head coach and the designated primary assistant coach for each team and (3) members of the Board of Directors.

Rationale: Both parents and/or guardians sign the parental authorization/registration forms. Also, the intent of the player representative positions is that they be elected by the players, in order to represent them on the board.

EXISTING:

3.2.3 Player Members: Player Members shall be current players on teams of the Club.

The Members shall have one vote each with the following exceptions:

*The parent/guardian who is eligible to vote, **as defined above in 3.2.1**, has one vote per player currently enrolled in the Club. Therefore, a General Member who is a General Member as a parent or guardian shall not have an additional vote as a member of the Board of Directors or as a coach.*

PROPOSED

3.2.3 Player Members: Player Members shall be current players on teams of the Club.

The Members shall have one vote each with the following exceptions:

The parent/guardian who is eligible to vote has one vote per player currently enrolled in the Club. Therefore, a General Member who is a General Member as a parent or guardian shall not have an additional vote as a member of the Board of Directors or as a coach.

EXISTING:

4.1 Teams. Teams exist and continue until the age designation of the Team is beyond the age limit established for youth soccer teams in the United States or Washington State Youth Soccer Association; or until disbanded by



EMERALD CITY FOOTBALL CLUB

vote of the Board of Directors. The seasonal year shall be deemed to end on the date of the State Cup final game for each team. Teams qualifying for Regional and National level shall continue as a Team until eliminated from competition. Each Team will have a parent Representative, Team treasurer, and Team manager. Teams will elect their Team parent representative and Team treasurer by secret ballot at the first organized Team meeting of the year. The Team's head coach may approve the Team manager.

PROPOSED

4.1 Teams. Teams shall be formed annually at tryouts. Team rosters shall be consistent with USSF guidelines. Each Team will have a parent Representative, Team treasurer, and Team manager. Teams will elect their Team parent representative by secret ballot (preferably at the first organized Team meeting of the year). The Team's head coach shall approve the Team manager.

EXISTING:

5.3 Election and Term of Office of Directors. The General Members shall elect the Directors that they are to vote for either by mail/electronic ballot or at the initial annual meeting of the Club for terms of two years. The Board of Directors shall create a nominating committee not less than two months prior to the Annual Meeting to prepare a slate of candidates for the General Membership Directors. The outgoing Board shall establish an election committee to determine the method of balloting and to conduct the election if it is not held at the annual meeting. Directors elected by the General Membership shall have terms of two years. All other directors shall have terms of one year. Half of the General Membership elected directors will be elected each year. General membership positions 1, 3, and 5 are elected in odd calendar years. General membership positions 2, 4, and 6 are elected in even calendar years. The winners shall be the three candidates with the most votes. A Director may serve less than 2 years, but never more winner shall than 2 years without facing election of the general membership. In the event of a tie, the winner to be determined by a coin



flip.

PROPOSED

5.3 Election and Term of Office of Directors. The General Members shall elect the Directors that they are to vote for either by mail/electronic ballot or at the initial annual meeting of the Club for terms of two years. The Board of Directors shall create a nominating committee not less than two months prior to the Annual Meeting to prepare a slate of candidates for the General Membership Directors. The outgoing Board shall establish an election committee to determine the method of balloting and to conduct the election if it is not held at the annual meeting. **The committee shall be chaired by a Club officer, other than a current candidate, to serve as the “inspector of the election” and, as such, the inspector of the election shall tally votes and announce the results.** Directors elected by the General Membership shall have terms of two years. All other directors shall have terms of one year. Half of the General Membership elected directors will be elected each year. General membership positions 1, 3, and 5 are elected in odd calendar years. General membership positions 2, 4, and 6 are elected in even calendar years. The winners shall be the three candidates with the most votes. A Director may serve less than 2 years, but never more winner shall than 2 years without facing election of the general membership. In the event of a tie, the winners to be determined by a coin flip.

EXISTING:

6.8 Special Meetings. Special meeting of the Directors may be called by or at the request of the President or any three Directors. Special meetings of the members may be called by or at the request of a majority of the Directors. The President shall have the authority to fix the time and location of any special meeting.

PROPOSED

6.8 Special Meetings. Special meeting of the Directors may be called by or



EMERALD CITY FOOTBALL CLUB

at the request of the President or any three Directors. Special meetings of the members may be called by or at the request of a majority of the Directors. The President shall have the authority to fix the time and location of any special meeting, **provided that it is held within 28 days of the request.**

EXISTING:

9.3 Time and Term of Appointment. Coaches are appointed for a seasonal year, which is deemed to begin at the conclusion of the State Cup play in a calendar year and to conclude with the conclusion of State Cup play in the following year. Head coaches shall be nominated and confirmed prior to annual meeting, for the following seasonal year. Thus coaches may be in place for a new seasonal year before the current seasonal year has concluded.

PROPOSED

9.3 Time and Term of Appointment. **Coaches are appointed for a seasonal year. Head coaches shall be nominated and confirmed prior to annual team tryouts, for the following seasonal year.**

EXISTING:

9.3.1 Extended Season. If a team's season extends beyond State Cup play, by virtue of having qualified for Regional or National cup play, the term of the current head coach is likewise extended to the conclusion of such play; and such coach will cooperate with the Team coach for the upcoming seasonal year in matters of players selection, training, scheduling, etc.

PROPOSED

DELETE 9.3.1

EXISTING:



ARTICLE XII. ACTIONS BY ELECTRONIC TRANSMISSION

12.1 - Consent Required. Notice by electronic transmission may only be given to members or directors who have consented to such receipt either in writing or by an electronic transmission to the Corporation and have specified the message format accessible to the recipient and the address, location, or system to which these notices may be electronically transmitted. A notice to be provided by electronic transmission must be electronically transmitted.

12.2 - Revocation of Consent. Anyone consenting to notice by electronic transmission may revoke such consent by delivering a revocation to the Corporation either in writing or by electronic transmission. A consent to notice by electronic transmission is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent and this inability becomes known to the secretary of the Corporation or other person responsible for giving the notice. Inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

12.3 - Notice by Posting. Notice to those who have consented to receipt of electronic transmission of notices may be provided by posting the notice on an electronic network and delivering instructions to the member or Director a separate record of the posting together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

12.4 - When Notice Effective. Notice provided in an electronic transmission is effective when it

(a) is electronically transmitted to the address, location or system designated by the recipient and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting in the electronic network.



EMERALD CITY FOOTBALL CLUB

PROPOSED

ARTICLE XII. ACTIONS BY ELECTRONIC TRANSMISSION

12.1 - Consent Required. **Members and directors shall provide at least one valid email address and consent to electronic transmission of all required member notices from the club to that email address at the time of registration following tryouts. Such consent shall also include an agreement that the member is responsible for keeping the club informed regarding member or director email address(es) and acknowledge that the member or director shall be responsible for retrieving electronic transmission of notices on the club website in the event of any inadvertent failure of the club to transmit notices to the member or director email address on record.**

12.2 - Revocation of Consent. **Anyone consenting to notice by electronic transmission may revoke such consent by delivering a revocation to the Corporation in writing and providing an alternate means of transmission of future notices that will be without cost to the club (such as prepaid pre-addressed envelopes).**

12.3 - Notice by Posting. Notice to those who have consented to receipt of electronic transmission of notices may be provided by posting the notice on an electronic network and delivering instructions to the member or Director a separate record of the posting together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

12.4 - When Notice Effective. Notice provided in an electronic transmission is effective when it

(a) is electronically transmitted to the address, location or system designated by the recipient and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the



EMERALD CITY FOOTBALL CLUB

posting in the electronic network.

The assembled board members discussed the proposals for a while, and then agreed that consideration of proposed changes be postponed until the rest of the evening's business had been concluded.

TREASURER'S REPORT JF presented an overview of budgets vs actuals. *JF motions to increase the authorization for the 2009/10 financial aid budget to \$65,000. TJ 2nds. Approved: 9 yes, 0 opposed, 0 abstain.*

JF also reported on the club's A/R, which is now below \$100k, ongoing collections efforts, the status of the annual tax return and plans for a mini-retreat for the club staff to review financial procedures and the 2010/11 budget prior to making recommendations to the board. Board members were invited to participate. Treasurer JF also identified the need for consistency within the PDL in regard to policies regarding injured players, and clarification of policy regarding referee expenses for training games.

FUNDRAISING DB reported that the committee has made a great deal of progress, but much work remains to be done. Stephen Rising was recognized for volunteering. Planning for Chihuly event is moving along, Peter Fewing will be the MC. Brown Bear coupons should be ready soon. The board encouraged the committee to gather compelling pictures and stories and to really take the communications effort to a new level.

Upcoming club dates Team meetings will start Nov 22. Parent Survey will be distributed in December. HS age girls meetings and surveys will be delayed. Turkey Shoot will be November 28th, some concerns regarding SYSA website which no longer displays a link, and instead promotes a competing Mukilteo event. A "how to pay for college" financial aid seminar will be held December 2nd. Coaches and Staff Holiday Party will be held December 13th, from 6-8 pm at Monique's house. The Holiday Jamboree will most likely be held on December 21st. A concussion workshop for parents will be held January 10th. The



EMERALD CITY FOOTBALL CLUB

awards ceremony will be held Mar 7th.

BUSINESS MANAGER REPORT MF's reported that she had had been approached by PowerAde regarding a potential sponsorship of the club. She also had some questions regarding the club logo use policy. MF also solicited input for upcoming newsletter.

COACHES REP REPORT. DS is working on travel reimbursement matrix.

OTHER BUSINESS Budget timeline will be presented at the next meeting.

December optional training schedules will be announced in upcoming newsletter.

A coaching meeting is planned for December, and UW coach Dean Wurzburger will give a presentation on team management.

Bobby Howe will travel to California in early January to teach a B license course.

Emerald City has volunteered to assume the same role it has traditionally performed as part of the SYSA city tournament, but to date the SYSA hasn't responded to ECFC's offer.

JP and BH met with Mike Hayes, Stanley Holmes regarding potential cooperation.

PROPOSED BYLAW AMMENDMENTS The board held a substantial discussion regarding the bylaws amendments, and as a consequence proposed one minor change in notice periods for the annual meeting, which has now been incorporated in the record presented in these minutes. There was unanimous consent that the proposed bylaw amendments had been properly presented and reviewed, and could now be enacted with an affirmative vote of the board after the 30 day notice period, as required by Emerald City FC by-laws. The proposed



EMERALD CITY FOOTBALL CLUB

by-law amendments will be brought forth for board consideration and vote at the next regularly scheduled meeting on December 13th, 2009.

ADJOURNMENT *DB motions to adjourn meeting. JF 2nds. Approved: 8 yes, 0 no, 0 abstain.*