



**MINUTES OF THE SPECIAL MEETING
OF THE MEMBERS
April 28, 2018**

A Special Meeting of the Members was held on April 28, 2018, at the Marriott Hotel Fullerton, CA. President and Chairman of the Board, Cindy Quan, called the meeting to order at 12:05 p.m.

The following Board Members were present:

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| <input checked="" type="checkbox"/> Cindy Quan, President | <input checked="" type="checkbox"/> Mark Flahan, District 1 Commissioner |
| <input checked="" type="checkbox"/> Roy Carlson Executive Vice President | <input checked="" type="checkbox"/> Luca Pacelli, District 2 Commissioner |
| <input type="checkbox"/> Jerry Selby, Vice President-Youth | <input checked="" type="checkbox"/> Grant Nadell, District 3 Commissioner |
| <input type="checkbox"/> Chris Haitz, Vice President-Adults | <input checked="" type="checkbox"/> Humberto Jara, District 4 Commissioner |
| <input type="checkbox"/> Michael Green, Treasurer | <input checked="" type="checkbox"/> Louie De La Cruz, District 5 Commissioner |
| <input checked="" type="checkbox"/> Toni DeCarlo, Secretary | <input checked="" type="checkbox"/> Jack Larkin, District 6 Commissioner |
| | <input checked="" type="checkbox"/> Christie Paulson, District 7 Commissioner |

The following Members were present and participated in the onsite meeting:

- 0301 Coast Soccer League, Bernie Towers
- 0306 Fullerton Rangers Soccer Club (DBA Fullerton Rangers Youth Soccer Club), Tom Conner
- 0307 Junior United Soccer Association, Inc (DBA JUSA), Sheri Mayer
- 0314 United Futbol Club, Martin Canales
- 0418 Nitemares Soccer Club, Inc, Wayne Carver
- 0543 Wildomar Premier Soccer Association (DBA BYSC South), Adam Wilson
- 0583 Temecula FC Youth, Adam Wilson

The following Members were present and participated in the meeting remotely through the online webcast:

- 0101 Presidio Soccer League, Bob Turner
- 0118 Crusaders Soccer Club, Terry Cords
- 0126 Chula Vista United Rangers Soccer League, Scott Waddle
- 0141 AYSO Matrix 11-S, Stephen Minton
- 0160 Juventus San Diego, Ken Weidmann
- 0205 North County Youth Soccer Association (DBA Escondido Soccer Club), Jessica Escobedo
- 0388 Irvine Soccer Academy (DBA OC Nomads), Frank Fortier
- 0507 Big Bear Valley Youth Soccer League, Jim Lowery

The following Staff members were also present for various parts of the meeting:

- Johnnie Garza, Chief Executive Officer
- Jonathan Smith, Chief Financial Officer
- Adrian Marquez, Group Manager, Administrative Services
- Steve Marquez, Manager, IT Services

1. MEETING PURPOSE – AGENDA

The purpose of the Special Meeting is to address amendments to the Cal South Bylaws as proposed and announced by former President Derek Barraza. The agenda and specific proposed Bylaw amendments are noted below:

Bylaw Proposed Amendment #1 – Article VIII, Section 1(a)

Bylaw Proposed Amendment #2 – Article XI, Section 1

2. OPENING REMARKS

Mrs. Quan opened the meeting with Board of Director introductions.

Mrs. Quan explained the credentialing process for the Special Meeting. The credentials report will be available once all attendees have checked in. She explained that in-person and remote participation were being accommodated to facilitate increased opportunity for members to participate.

Mrs. Quan outlined the process to be used to aggregate participation and voting. She explained that comments on the proposed Bylaw amendments will be allowed from the floor for those participating in person, and through a webcast and chat room for those participating online and electronically.

Mrs. Quan invited Commissioner Luca Pacelli, Chairperson of the Bylaws, Rules, and Policy Committee to provide further details on the process.

Mr. Pacelli provided a detailed explanation of the voting process and how it will be facilitated throughout the meeting. Mr. Pacelli also provided a report on the amendment to the Bylaws which amended the quorum requirements to the recommended 33% as outlined by California Corporations Code.

3. CREDENTIALS REPORT

Mrs. Quan announced the participative attendance for the Special Meeting did not meet the required threshold to conduct business and address the proposed Bylaw amendments. The quorum requirements and Credential Report were announced as follows:

Special Meeting Requirements

Total Association Member Voting Power:	545
Total required to establish Quorum (33%):	180
Total number of possible Voting Affiliate Members:	298

Credentials Report for April 28, 2018 Special Meeting

Total number of Voting Affiliate Members Credentialed:	25
Total number of Voting Delegates Power Present:	49

Due to the inability to meet the quorum requirement, Mrs. Quan announced that no actions can be taken and the amendments cannot be addressed or adopted.

4. COMMENTS FROM ATTENDEES

A comment period was provided to Members attending the meeting.

Mr. Conner addressed the Board and inquired about the ability to conduct future business with less of a quorum. Mrs. Quan reiterated the quorum requirement must be met in order to conduct business.

Mr. Canales addressed the Board regarding rebuttals to amendments seem to be one-sided. Mr. Canales also expressed concern regarding conflict of interest with members of the Cal South Board. He believes Board members need to be conflict free. Finally, Mr. Canales requested to know why an outside attorney was present at the meeting. Mrs. Quan replied that Mr. Grissom is Cal-South attorney.

Mr. Towers expressed an opinion that the process used to facilitate the meeting was very confusing. He reminded the Board that the membership in attendance are passionate supports of Cal South who wish to make things as good as they can be. He also expressed appreciation to the Board for their service.

5. ADJOURNAMENT

Commissioner Flahan motioned to adjourn the meeting. The meeting adjourned by unanimous consent at 12:34pm.