



FWSA Board Meeting  
November 5, 2014  
Secoma Lanes, Federal Way

**FWSA Board Attendees:**

President	Not Present (Robert Lewis)
Vice President	Jammie Hair
Treasurer	Carl Weber
Secretary	Heather Hamashima
Registrar & Risk Management	Novella Fraser
2nd VP of Admin	Perry Woodford
Director of Fields	George Pfeiffer
District 3 MAR	Not Present (Kevin Wilburn)
Referee Representative	Open Position
WebMaster	Sharon Woodford
State Cup	
Tournament Chair	Open Position
FWFC Rep	Not Present
Mod Rep	Avery Zerby-Pouch

**Called to order 7:05 pm.**

**Minutes –**

- Approved as written.

**Treasurer's Report – Carl Weber:**

- Presented copy of monthly Treasurer's report. Association is in good financial standing.

**Registrar's Report – Novella Fraser:**

- Submitted written report. Attached at end of minutes.
- FWMSC had highest player count in recent years. Still working to improve player numbers.
- Kelli Bitlow attended the WSYS Registrar's Meeting on Monday and sent notes to N. Fraser. State is moving to Affinity system.
- There were a few coaches that were not RMA cleared. Once their player cards were pulled, they immediately rectified the situation.
- Reported that have attended the FWFC Website Committee meetings. FWFC has asked for Bonzi access and N. Fraser reported that she has provided it to them for the team webpages. Any additional teams that need access, contact N. Fraser and she will open the access to their pages.

**FWFC Policy 2 – Club Definition – P. Woodford**

- Policy 2 that defines the Clubs under FWSA was presented. Discussion ensued.
- Motion to accept Policy 2. Seconded. Discussion. Vote – all in favor, no opposed, no abstentions. Motion passes.

- Policy 2 attached to end of minutes.

**Policy 1 - Code of Conduct – P. Woodford:**

- Discussed the need for a Code of Conduct for all volunteers (board members, coaches, etc.).
- Motion to accept Policy 1. Seconded. Discussion. Vote – all in favor, no opposed, no abstentions. Motion passes.
- Policy 1 attached to end of minutes.

**DIII MAR Report – Kevin Wilburn:**

- Report submitted. Attached to end of minutes.

**Of the Year Awards:**

- Determined that voting would occur at the next FWSA meeting (December 2014). FWFC and FWMSC need to submit their candidates by that time.

**Soccer Operations Meeting – P. Woodford:**

- Meeting scheduled for November 8<sup>th</sup>. Topics included:
  - Number of referees available for games.
  - RMA fees that were collected – rebates will be issued based on actuals vs. submitted funds. Also, not clearing enough individuals.
  - MOD rule changes to include U10 competitive leagues.
  - USYouth – changes to goal sizes.

**WSYS Meeting November 15<sup>th</sup>:**

- Player fees is topic of meeting.

**President Resignation:**

- Robert Lewis submitted his resignation as President of FWSA
- Jammie Hair, current Vice President, assumed position of President.
- George Pfeiffer, agreed to serve as position of Vice President. Unanimous agreement by Board.

**Meeting adjourned 8:40 pm.**

Respectfully submitted,  
Heather Hamashima  
FWSA Secretary

**FWSA Board Reports submitted:**

Novella Fraser – Association Registrar

October 7 – November 3, 2014

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**Federal Way Mod Soccer Club (FWMSC: U6 – U11)**

- Answered emails and phone calls
- Worked on RMA clearance
- 588 players confirmed in Bonzi for Fall 2014 as of 11/3/14
- Registration will open for Spring 2015 on January 1, 2015

**Federal Way Football Club (FWFC: U10- U19)**

- Printed player cards and verified rosters
- Answered emails and phone calls

- Worked on RMA clearance
- Premier and Select player count: confirmed 307 players
- Recreation Player count: confirmed 358
- Jr Academy Plus player count: confirmed 75 players
- Started entering BU15 – BU17 teams into President’s and Championship Cups
- Opened registration for Winter 2015 Jr Academy Plus

**Comments/Concerns/Problems/Good of the Game**

- For the record my back-ups for my position as registrar are the following people: FWSA – Heather Hamashima, FWFC – Kevin Wilburn and FWMSC – Melissa Kreckman.



Kevin Wilburn – FWSA “MAR”  
 October 7 – November 3, 2014

**District III**

- Attended DIII meeting.
- Disciplinary Report. Lots of “Send Offs” (Red Cards) given to Coaches (mainly the “STU”- South Tacoma United league) and Spectators instead of the usual players.
- Parents are causing the coaches to be “sent off” in some games rather than the referee sending the parent off, or giving the coach the option to make the parent leave or he (or she) leave.
- “GRJSA” is now called “Greater Renton Tukwila Youth Soccer Association”
- League fees are: “DIII”- \$50; “NPSL”-\$150; “PSPL”-\$200
- “Rec” Cup teams are down from 131 in 2012 to 68 in 2014

**Fall League Play:**

- a) There is still an “issue” with the Saturday and Sunday play even though it was thought to be resolved.
- b) Some teams are told they have to play on Sunday when their age group is not affected by the current policy.
- c) At some games, parents and players are still on the same sides of the fields which are part of the cause of some of the parents getting “sent off”.
- d) There was a concern about a tournament that was charging the U10 teams \$700 to participate.

**Player Count:**

- a) Player count is down by 6000 players overall compared to 4 years ago.
- b) Where are the players going?
- c) Are the newly created leagues (US Club, NPSP, PSPL, getting the new players or are the just not playing soccer?
- d) DIII Teams are considered no longer considered to have competitive teams or be competitive.

**State Cup:**

- a) The state cup will now be known as the “Presidents Cup”. The title that has been used by other organizations other than “WYS”.

**Referee’s:**

- a) Referees are independent contractors;
- b) There is no standardization of wages between the different soccer clubs.

- c) Different clubs pay different amounts for referee crews with “Crossfire” paying the highest amount to have their games refereed. You can probably assume they have full crews all the time on all their games.
- d) The south end teams are paid the lowest with the exception of Pierce County.

“Of the Year” candidates are coming soon:

- a) Need to start thinking of the people who will be nominated for “Of the Year” candidates.

This is my report respectfully submitted:  
 Kevin Wilburn FWSA MAR

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Policy 1  
 Board Member Legal Responsibilities  
 November 2014  
 Revision: New

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties that would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

1. Duty of Care: The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
2. Duty of Loyalty: The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.
3. Duty of Obedience: The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to fulfill the organization’s mission.

Conflict of Interest is a process each board and committee member will review and sign annually.

**Article I – Purpose**

In furtherance to Washington Youth Soccer By Laws article 5.1.5. The purpose of this Conflict of Interest Policy (“Conflict Policy”) is to protect the Federal Way Soccer Association interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This Conflict Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II – Definitions

1. Interested Person. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
  - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
  - b. A compensation arrangement with the Association or with any entity or individual with which the Association or Washington Youth Soccer has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the district is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III – Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board or director delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the District can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Washington Youth Soccer's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above the determination it shall make the decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflict of Interest Policy.
  - a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV – Records of Proceedings**

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V – Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI – Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement at the first regular meeting following the AGM which affirms such person:

- a. Has received a copy of the Conflict of Interest Policy,
- b. Has read and understands the Conflict Policy,
- c. Has agreed to comply with the Conflict Policy, and
- d. Understands that the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The Association Secretary will collect signed annual statements from each director, principal officer and member of a committee with governing board delegated powers.

## **Article VII – Periodic Review**

To ensure that the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Washington Youth Soccer and Association written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.



**Conflict of Interest  
Disclosure Form**

This form must be filed annually by all specified parties, as identified in the Washington Youth Soccer District 3 Conflict of Interest Policy.

Position on the board? \_\_\_\_\_

\_\_\_\_\_ I have no conflict of interest to report

\_\_\_\_\_ I have the following potential conflict(s) of interest to report:

\_\_\_\_\_ I would like to disclose the following information:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The undersigned, by their affixed signature, affirm that he/she:

- a. has received a copy of the Washington Youth Soccer District 3 Conflict of Interest Policy;
- b. has read and understands the Conflict Policy;
- c. has agreed to comply with the Conflict Policy; and
- d. understands that Washington Youth Soccer District 3 is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

## **Policy 2**

Defined Clubs

November 2014

Revision: New

### **Purpose**

The purpose of Policy 2 is to Identify and define the recognized clubs of Federal Way Soccer Association (FWSA).

### **Recognized Clubs**

Federal Way Modified Soccer Club (FWMSC)

Comprised of all U5 to U11 players playing in Club League, Club programs, inter association league, and District 3 leagues.

Federal Way Football Club (FWFC)

Comprised of the following:

U8 to U10 players playing in the Regional Club Academy program. These players will be registered to Federal Way Mod Soccer Club and simultaneously play in Regional Club programs.

U10 6v6 teams playing in Regional Club Academy program.

U10 9v9 teams playing in the Regional Club League

U11 – U19 players playing in Regional Club League

U11 – U19 players playing in a District Select Level League (Example North Puget Sound League)

U12-U19 players playing in District 3.

### **Method of Revision**

Federal Way Soccer Association will review the organization and ongoing club structure each October through November and publish in Policy 2 by December each year.