Board of Director's Meeting
11 am, September 15, 2018
1346 Silver Avenue
San Francisco, CA 94134

AGENDA

1. Call to Order
2. Roll Call
3. Pledge of Allegiance
4. Public Comment on Items not on the Agenda
5. Consent Calendar
    A. Consider approval of the minutes of August 11, 2018 Board of Director's Meeting
6. Action Items
    A. Consider SFSFL Grant Request
    B. Consider the Open Governance Policy Proposal to USSF
    C. Consider approving Section 1 of the CSAN Policy Manual
    D. Consider approval of the Capital Improvement Plan (CIP) for FY2019
    E. Consider approval of the Budget for FY2019
    F. Committee Appointments for FY 2019
    G. CSAN Calendar for FY 2019
7. Staff and Committee Reports
8. Good of the Game
    A. Correspondence Received by CSAN, Directors and Staff
    B. Informational Items
    C. Directors Comments
9. Board Member Requests for Future Agenda Items
10. Adjournment

Free Conference Call Dial in instructions

Instrucciones de marcacion de llamadas gratuitas

CSAN BOD MEETING

Call: (641) 715-3277

Llama a (641)) 715-3277

When you are connected the computer will prompt you to enter
Cuando esta conectado el computer le pedirá que metas el código
the participant access code followed by the pound (#) sign.
de acceso de participante seguido de la tecla numeral #

Your participant access code is 581010#
Su código de acceso de participante es 581010 #

If you wish to exit the call dial *3
*Si desea salir de la marcación de llamadas oprima *3*

If you wish to mute your phone dial *6
*Si desea silenciar el teléfono oprima *6*

If you wish to un-mute your phone dial *6
*Si desea activar el sonido de nuevo oprima *6*

Please join the conference call between 10:55 AM and 11:00 AM.
Por favor, unirse a la conferencia telefonica entre 10:55 AM and 11:00 AM

We would like to open the meeting no later than 11:00 AM
Nos gustaria abrir la reunion a mas tardar a las 11:00 AM

California Soccer Association North
Board of Director's Meeting Minutes
August 11, 2018
Crowne Plaza, Foster City

1. Call to Order

Meeting was called to order at 1:55 PM.

2. Roll Call

Ric Olivas	President
Juan Zaldana	Vice-President
Jan Mullen	Secretary
Edwin Menjivar	Member-At-Large
Alicia Yanow	Member-At-Large
Vangie Bond Esual Villalpando (delegate)	Alameda County Soccer League
David Greene	Albany Coed Soccer League
Ali Radmand	Central California Soccer League
Wilton Guevara	Fraternidad Soccer League
Angela Bailey	Golden Gate Women's Soccer League
Joaquin Cisneros	Liga Cristiana
Tom Moore	Monterey Peninsula Soccer League
Hector Hernandez (delegate) Rosa Pulido	National Soccer League
Gerhard Atchleik	Sacramento Adult Soccer League
Leo Shoomiloff (delegate) Joaquin Trigueros	San Francisco Soccer Football League
Ventura Braganza Juan Perez Rene Perez Marcos Yanez (delegate)	San Joaquin Valley Soccer League
Martin Esquer	Visalia Soccer League
Isaac Diaz (Affinity) Carlos Mejia Carlos Rodriguez Maria Rodriguez Javier Rodriguez Natalia Shoomiloff	Guests

16 total votes: **9 votes = simple majority**
11 votes = two-thirds

3. Minutes

Motion by San Francisco Soccer Football League/second by Central California Soccer League to approve minutes of July 14, 2018, Board of Director's meeting. Passed.

4. State of CSAN Report

President Ric Olivas reports that CSAN currently has twelve (12) affiliated leagues, with approximately 7,600 registered players. We have over 12,500 registered referees affiliated with CNRA. CSAN is financially sound and still waiting to receive about $200,000 in international games monies, dating back to 2015, from US Soccer. CSAN has received affiliation papers from two (2) new leagues: a men's league in Patterson with 10 men's teams; and a Palo Alto league, with 30 men's and women's teams.

5. Policy Proposals

A. CSAN Policy Manual, Section 1: Procedures for Board of Directors and Committees

Corrections made to the following:

1.2 table until the October Board of Director's meeting
1.7 eliminate #10
1.12 B. add other committees to Standing Committees list (Events & Tournaments, Grants, Appeals, Disciplinary); change Rules to Bylaws & Policies
1.17 all information and documents sent out in both English and Spanish
1.22 move Pledge of Allegiance after Roll Call
1.23 A. Tom to check with our legal counsel to determine if #5 regarding budget has to be adopted as a resolution
1.23 C. change to B
1.23 D. change to C
1.33 should read Board of Director's Meeting Schedule
1.36 need to check to see what CSAN Employee Handbook says
1.37 wording to include: the check register for the most recent three (3) months available is to be placed on a consent agenda for each quarterly board meeting
1.38 add and/or between a) and b)

NOTE: some renumbering will need to be done

6. Requests from Director's for future agenda items

Our next Board of Director's meeting will be held on Saturday, September 15, 2018, at 11:00 AM in the Sean McNulty Conference Room. Requested agenda items include:

- CSAN Policy Manual changes to Section 1
- Transparency Policy to US Soccer Federation
- SFSFL grant proposal (league website)
- Budget

7. Good of the Game

A. Dick's Sporting Goods and Affinity Sports

Isaac Diaz is our Northern California representative from Affinity Sports.

B. Hummel Sports

Ric Olivas and the office staff met with the President of Hummel Sports and he confirmed that Hummel wants to continue a partnership with CSAN in the next fiscal year. Hummel currently offers to our members:

1. a reimbursement at the end of the year on the equipment that members purchase
2. Hummel will award a check in the amount of the cost of a full set of uniforms to be awarded to one league champion
3. providing collateral information

C. Adult Soccer Fest

The 2019 Adult Soccer Fest will take place July 10 – 14, 2019. The location will be on the East Coast, but exact location is still to be determined.

D. USASA President

Mike Edwards of New Mexico Adult Soccer Association was present at the meeting and addressed our delegation with comments about his bid in running for USASA President.

Meeting adjourned at 3:45 PM.

Jan Mullen
CSAN Secretary

California Soccer Association North
Agenda Transmittal

Agenda Item Number: 6 B

Meeting Date: 15 September 2018

Submitted by: Tom Moore

Agenda Title: Consider Approving Submission of Open Governance Policy Proposal to USSF

Detailed Description: The Board of Directors is asked to direct the president to submit to the US Soccer Federation the attached proposal for a new written open governance policy for the Federation.

(*Se solicita la Junta Directiva que ordene al presidente que presente a la Federación de Fútbol de los EE. UU. la propuesta adjunta de una nueva política de gobernanza abierta escrita para la Federación.)*

Financial Impact on CSAN: None

CSAN Executive Board Recommendation: Approve

Board Action

Motion By ______________ Seconded By ____________________

Ayes: __________________ Abstentions: ____________________

Noes: __________________ Absent: _______________________

Reagendized For: _____________________ No Action Taken: ____________________

Introduction to Open Governance

Dr. Tom Moore, California Soccer Association North

Background

In recent years delegates to the US Soccer Federation's National Council have expressed concerns about a lack of open governance (otherwise called "transparency") regarding the staff and National Board of Directors of the US Soccer Federation. When asked for specifics, these delegates most often claim that they have had trouble obtaining policy related information in a timely way. Usually, the requested information is the type of information to which a delegate to the National Council has a right. So if the Federation's National Council were to establish an open governance policy for the Federation, what might it look like?

In this paper, you'll first find an introduction to the concept of transparency as used in government circles. Then you will find a short description of the transparency rules the State of California requires local government agencies to follow. In a separate file you will find a proposal for transparency rules for the U.S. Soccer Federation. This latter proposal is a draft that is loosely patterned after California's open governance laws.

Transparency

The term "transparency" has come to be used as a catchall term that refers to open governance. This means that the governed and the organization's decision makers both have access to all the information needed should they wish to participate in the governance process. Every State in the United States has some sort of law regarding open government, but they vary tremendously.

Example: How the State of California Handles Transparency in Local Government

The State of California has a particularly strong set of laws dealing with open government. The most prominent such law is called the Brown Act. It applies to all City Councils, County Boards of Supervisors and Special Districts (which are local government agencies such as park districts, water districts, hospital districts, etc.). Once a newly elected or appointed official learns the Brown Act rules, compliance requires little effort.

Here are some of the most important features of the Brown Act:

- The agenda for every meeting of a Council or Board must be posted on the Internet and in prominent local places such as libraries and government buildings at least 72 hours before the scheduled date and time of the meeting.

- Emergency action items: A common question that arises concerns how to handle emergency action items, i.e. an action item that arises from an event that occurs after the 72 hour deadline for posting the agenda. The Brown act says that the Board/Council may take action if, by a two-thirds vote, the Board determines that there is a need to take immediate action and that the need for the action came to the attention of the organization subsequent to the agenda being posted.
- The Board/Council agendas must contain a description of each proposed action to be taken by the Council or Board. These descriptions may be shorter than 20 words long. However, very often the organization's staff also includes with the agenda a staff report for each action item. Such staff reports usually include a possible recommendation for a Board or Council decision. The staff reports are public records and must be available to the public before the meeting. Usually they are published with the agenda. For example, at Marina Coast Water District agendas and staff reports may be found at: http://www.mcwd.org/governance_meetings.html. The staff reports are in the links named "Additional Materials." At Monterey One Water the agenda and staff reports are combined into a single file such as the one found at: http://montereyonewater.org/docs/meetings/2017-10-30/October%2030%20Agenda%20Packet%20for%20Website.pdf
- Board/Council members may not have private discussions out of the public eye that involve a quorum of such members. For instance, in a seven member Board, it is against the law for any four such Board members to meet privately at Starbucks to discuss the budget or who they will appoint to a committee. With few exceptions, all Board decision making must be done at a properly noticed open meeting so that the public can watch and comment on any action item.
- Anyone attending the Board/Council meeting must be afforded an opportunity to comment on each action item. However, the Board/Council can limit the amount of time each such person may speak. Typically this amount of time is fixed somewhere between three and five minutes.
- While not yet required by law, many Councils and Boards in California now broadcast their meetings either live or recorded or both on YouTube or cable TV.
- There are just a few specific topics and actions that may legally be discussed in closed session, away from public scrutiny. The most important ones are:
  - Discussions to confer with, or receive advice from, legal counsel regarding pending litigation.
  - Discussions regarding price and terms of payment for the purchase, sale, exchange, or lease of real property.
  - Discussions and decisions regarding labor negotiations.

- Discussions to consider the appointment, employment, evaluation of performance, discipline, or dismissal of an employee or to hear complaints or charges brought against the employee by another person or employee.
- Discussions to determine whether an applicant for a license or license renewal, who has a criminal record, is sufficiently rehabilitated to obtain the license.

Some IRS Requirements and Recommendations for Non-profit Organizations

Here's what the IRS has to say about governance of non-profit organizations such as the US Soccer Federation:

- *"If a governing board tolerates a climate of secrecy or neglect, we are concerned that charitable assets are more likely to be diverted to benefit the private interests of insiders at the expense of public and charitable interests."* (https://www.irs.gov/pub/irs-tege/governance_practices.pdf)
- *"The Internal Revenue Service will review an organization's... annual information returns to determine whether the organization has implemented policies relating to executive compensation, conflicts of interest, investments, fundraising, documenting governance decisions, document retention and destruction, and whistleblower claims."* (https://www.irs.gov/pub/irs-tege/governance_practices.pdf)
- *"The Internal Revenue Service encourages the governing bodies and authorized sub-committees to take steps to ensure that minutes of their meetings, and actions taken by written action or outside of meetings, are contemporaneously documented."* (https://www.irs.gov/pub/irs-tege/governance_practices.pdf)
- **6. Transparency and Accountability -** *"By making full and accurate information about its mission, activities, finance, and governance publicly available, a charity encourages transparency and accountability to its constituents.... Organizations that file Form 990 will find that Part VI, Section C, Lines 18 and 19, asks whether and how the organization makes its Form 1023, Form 990 and Form 990-T, governing documents, conflict of interest policy, and financial statements available to the public."* (https://www.irs.gov/pub/irs-tege/governance_practices.pdf)
- **Transparency** – *"Public charities are encouraged to adopt and monitor procedures to ensure that information about their mission, activities, finance and governance is made publicly available."* (https://www.irs.gov/pub/irs-pdf/p4221pc.pdf, page 20)

US Soccer Federation Transparency Policy – May, 2018

Dr. Tom Moore, California Soccer Association North

This Transparency Policy applies to the USSF National Board of Directors, USSF Committees and the Federation staff.

1. The agenda and the agenda packet for each meeting of the National Board of Directors (NBOD) and USSF Committees must be posted to the USSF website at least seven calendar days before each meeting. These agendas and agenda packets must remain permanently posted on the website.
2. The homepage of the USSF website must contain an easily found link to the page containing these agendas and agenda packets.
3. A staff or committee report for each action item on a posted agenda must also be included in the agenda packet and posted seven days before the meeting.
4. The NBOD may consider an emergency action item that is not on the posted agenda only if the Board or Committee determines by a two-thirds vote that there is a need to take immediate action and that the need for the action came to the attention of the Federation in the seven days preceding the meeting.
5. The NBOD may hold closed (executive) sessions only for the following purposes:
    a. To confer with or receive advice from legal counsel regarding pending litigation.
    b. To hold discussions regarding price and terms of payment for the purchase, sale, exchange, or lease of real property.
    c. To discuss and make decisions regarding labor negotiations.
    d. To consider the appointment, employment, evaluation of performance, discipline, or dismissal of an employee or to hear complaints or charges brought against the employee by another person or employee.
    e. To determine whether an applicant for a license or license renewal, who has a criminal record, is sufficiently rehabilitated to obtain the license.
6. An NBOD member may not hold private discussions leading to a decision about an action item with eight or more other NBOD members (i.e., more than a quorum of the Board) outside of the scheduled NBOD meetings. This applies to a private meeting of nine or more NBOD members together and also applies to one NBOD member communicating individually with eight or more other members (i.e., a serial meeting).
7. Anyone not on the USSF NBOD who attends an NBOD meeting must be allowed to provide comment on any agenda item. However, the NBOD may place a reasonable limit on the amount of time each such member of the public is allowed to speak.

8. If the NBOD is going to hold a closed session on an agenda item under one of the five closed session criteria, the public must be allowed to comment before the NBOD enters closed session.
9. The NBOD determines who, other than NBOD members, may be present during a closed session discussion, such as staff members, witnesses, outside counsel, etc.
10. The minutes of NBOD meetings must be posted to the Internet within 30 days of the adjournment of the meeting.
11. The minutes of NBOD meetings may be action minutes but must report the following information:
    a. The names of the directors present at the meeting. The names of any directors teleconferencing into the meeting.
    b. The names of Federation staff present at the meeting.
    c. The type, time, date and location of the meeting.
    d. The text of each motion that is proposed (this may be done by reference to the agenda packet if the agenda packet contains exactly the motion that was approved).
    e. The name of the director making the motion.
    f. The name of the director seconding the motion.
    g. The disposition of the motion. If the vote was not unanimous, the minutes must show the way in which each director voted (aye, no, abstain, absent or recused).
    h. The hour of adjournment and the date, time and location of the next meeting.
12. The minutes don't have to, but may, report pertinent discussions and arguments that were made during open sessions. The minutes don't have to report a decision made in closed session, but may do so when appropriate and legal.
13. The principles of rules 1 through 10 also apply to the Federation's Standing Committees and Committees of the Board.
14. The NBOD will include in the budget the funding of a position for Clerk of the Board (with a possible staff alternate) who would handle for all NBOD and Federation Committees the collecting of staff reports, putting the meeting packets together, posting to the website, taking meeting notes and typing up and posting the draft and approved minutes. See the attached position description for such an employee.

EXECUTIVE ASSISTANT/CLERK OF THE BOARD

DEFINITION

Under general supervision, provides confidential administrative support and assistance to the Secretary General; supports the Board of Directors relative to their meeting processes and statutory responsibilities; and performs other related work as required.

SUPERVISION RECEIVED AND EXERCISED

General supervision is given by the Secretary General. No direct supervision of staff is exercised.

CLASS CHARACTERISTICS

This single position class is responsible for providing direct support to the Secretary General and Board of Directors on Federation-wide issues. Assignments from the Secretary General are varied in scope and include data gathering, analysis, and writing projects as well as responsible and confidential administrative support tasks. Responsibilities require the frequent use of tact, discretion, and independent judgment as well as knowledge of Federation activities. The work also requires the interpretation and application of policies, procedures and bylaws and frequent contact with the public. This class is distinguished from other office administrative classes in that the nature, scope, and diversity of responsibilities originating at this level requires a broader understanding of Federation functions and the capability of relieving the Secretary General of day-to-day office administrative and coordinative duties.

EXAMPLES OF DUTIES (Illustrative Only)

- Oversees and ensures that the office administrative functions of the Secretary General's Office are effectively carried out.
- Acts as the Clerk of the Board of Directors; prepares, receives and maintains all official Federation records.
- Maintains a calendar and coordinates the schedule of the Secretary General with those of the members of the Board of Directors and other Federation managerial staff, representatives of other organizations and the public.
- Provides a variety of support to the Federation Board and Standing Committees; prepares and distributes agenda packets; prepares resolutions and ordinances; attends meetings and prepares minutes; follows up on decisions as required.
- Ensures the delivery and posting of pre-meeting Board and Committee packets and ensures the posting of meeting minutes.
- Coordinates routine office activities and schedules; develops and recommends office procedures and systems; ensures smooth office operations.
- Arranges meetings by obtaining relevant background information, scheduling rooms,

notifying participants, arranging for refreshments as appropriate and preparing agendas; ensures information is compiled and duplicated.

- Attends to a variety of office administrative details, such as keeping informed of Federation activities, transmitting information, and attending meetings.
- Refers inquiries to appropriate sources; provides information to Federation staff, other organizations and the public, requiring the use of judgment and the interpretation of policies, rules, procedures and bylaws.
- Prepares detailed and often confidential correspondence, reports, forms, invitations, graphic materials and specialized documents from drafts, notes, brief instructions, corrected copy, or dictated tapes; proofreads materials for accuracy, completeness, compliance with Federation policies, format and English usage, including grammar, punctuation and spelling.
- Operates standard office equipment, including job-related computer hardware and software applications, facsimile equipment and multi-line telephones.
- Organizes and maintains various administrative, confidential, reference and follow-up files; purges files in accordance with the Federation document retention policy.

QUALIFICATIONS

Knowledge of:

- Basic organization and functions of non-profit organizations, including the role of an elected Federation Board.
- Federal, state, local and Federation laws, ordinances, bylaws, policies, technical processes and procedures that pertain to Federation activities.
- Standard office administrative and secretarial practices and procedures, including the use of standard office equipment.
- English usage, grammar and punctuation.
- Business letter writing and the standard format for reports and correspondence.
- Computer applications related to the work, including word processing, database and spreadsheet applications.
- Records management principles and practices.
- Business arithmetic and basic statistical techniques.
- Techniques for providing a high level of customer service to the public and Federation staff, Board and National Council, in person, via email and over the telephone.

Skill in:

- Providing varied, confidential and responsible secretarial and office administrative work requiring the use of independent judgment, tact and discretion.
- Responding to and effectively prioritizing multiple phone calls, visitors and other requests or interruptions.
- Interpreting and implementing policies, procedures, technical processes and computer applications.
- Maintaining detailed and accurate records.
- Gathering and analyzing data and preparing reports and recommendations based thereon.
- Composing correspondence and reports independently or from brief instructions.

- Making accurate arithmetic and statistical calculations.
- Using English effectively to communicate in person, over the telephone and in writing.
- Organizing own work, coordinating projects, setting priorities, meeting critical deadlines and following up on assignments with a minimum of direction.
- Making process improvement changes to streamline procedures.
- Word processing at a net speed of 50 words per minute from printed copy.
- Taking notes rapidly and accurately transcribing own notes.
- Establishing and maintaining effective working relationships with those contacted in the course of the work.

Education:
Equivalent to graduation from high school with supplemental business school or applicable college-level coursework. Possession of Associates of Arts degree from a business or community college in an appropriate curriculum is desirable and may be substituted for the experience on a year-for-year basis to a maximum of two years

Experience:

Four years of responsible office administrative, secretarial and/or general clerical experience. Experience in dealing with the public and working in a public agency or non-profit organizational setting is highly desirable.

Physical Demands:

Must possess mobility to work in a standard office setting and to use standard office equipment, including a computer; vision to read printed materials and a computer screen; and hearing and speech to communicate in person and over the telephone. Occasional attendance at off-hours meetings is required.

FLSA Status: **Non-exempt eligible for overtime**

Arguments For and Against the Proposed USSF Transparency Policy

Dr. Tom Moore, California Soccer Association North

Arguments in Favor

- According to Bylaw 301. STATUS AND GENERAL AUTHORITY of the Bylaws of the US Soccer Federation, the National Council of the US Soccer Federation has, among others, the following authority: ***"The National Council shall be the representative membership body of the Federation and have the following authority:…***
    2) ***to amend the Articles of Incorporation and Bylaws.***
    3) ***to approve the budgets of the Federation…***
    8) ***to adopt policies and rescind or amend policies adopted by the Board."***

  In order to properly execute these and other authorities granted to the USSF National Council by Bylaw 301, members of the National Council must have the information needed to make these sorts of decisions. National Council members also have a duty to know this necessary information. According to the Government of New York City, members of governing bodies of non-profit organizations have three duties: Care, Loyalty and Obedience. Care means that National Council members have the obligation of, "*reviewing and understanding the organization's financial documents, helping to frame strategic plans, identifying and managing risks as well as opportunities, and taking prudent steps to advance the organization's mission and goals.*" Loyalty requires that National Council members, "*act in the best interest of the organization at all times. This includes identifying and disclosing potential conflicts of interest…*" And Obedience means that National Council members must, "*work to ensure that the organization complies with applicable laws and regulations, acts in accordance with its own policies, and carries out its mission appropriately. Board members should ensure that the organization carries out its purpose and does not engage in unauthorized activities.*" (See http://www1.nyc.gov/site/nonprofits/resources/fiduciary-duties-care-loyalty-obedience.page) **These duties cannot be properly carried out by National Council members if they do not have timely and complete access to budget proposals, check registers, staff recommendations, committee proposals and recommendations, NBOD discussions, minutes and recommendations, employee policy documents, etc.** The proposed transparency policy will make much of this sort of information a lot more accessible National Council members.

- If followed, this proposed transparency policy (or something substantially similar to it) would give all National Council members far more and much more timely access to governance and policy information regarding the Federation. Last year's kerfuffle at the USASA Mid-year meeting in Lake Tahoe over the proposed significant change to the policy regarding the appointment of State Referee Administrators might have been avoided if National Council members had timely access to thorough and complete minutes from the USSF Referee Committee and the National Board of Directors (NBOD). (This is because earlier less time-consuming opposition might have derailed some or all of the proposed policy change.)

- The Internal Revenue Service encourages 501(c)(3) non-profit organizations to be transparent and open. This policy would definitely meet this standard.
- The degree of distrust of the Federation staff and NBOD by some National Council members will very likely be substantially reduced by adopting and following this transparency policy.
- Future historians would have a far richer source of information about past decisions of the NBOD and USSF Committees.

Arguments Against

- It would cost more. There would be additional administrative workload to provide specific support to this fairly thorough Transparency Policy. **Counterargument**: the additional workload amounts to about half a man-year. The U.S. Soccer Federation has nearly 100 employees and a budget that can afford to pay someone to do this work. A draft position description for such a person is contained in the draft Transparency Policy.
- A USSF staff member has claimed that other corporations do not keep thorough Board or committee minutes or have a strong transparency policy. **Counterargument**: this is an ad populum fallacy – it's similar to your ten year old son telling you that he shouldn't have to clean up his bedroom because the parents next door don't require their ten year old son to clean up his bedroom. Whether or not the USSF has any sort of Transparency Policy in writing is strictly up to the National Council. It has nothing to do with the practices of other corporations, especially for-profit corporations. In addition the Internal Revenue Service explicitly encourages non-profit corporations such as the U.S. Soccer Federation to have and comply with a written transparency policy.
- A USSF staff member has claimed that some potential committee volunteers will refuse to serve if their committee has to follow this transparency policy. Unfortunately this staff member wasn't specific about which parts of the proposed Transparency Policy would cause this alleged phenomenon. **Counterargument**: there are approximately 2,000 Special Districts (a form of local government) in California. Approximately 10,000 Californians serve as a director on the Board of one of these Special Districts. All of them are subject to the same strong transparency laws of the sort described in the proposed Transparency Policy. The majority of these 10,000 elected or appointed Directors are unpaid, i.e. they are volunteers. California's transparency laws don't seem to discourage them from volunteering. However, if there is anyone who would be discouraged from serving on a USSF Committee due to the proposed Transparency Policy, we would like to hear from them to discover out what they find objectionable.

- From some things said by some USSF staff members, they seem to believe that there are a large number of topics that must be discussed in secret with only the "right" people at the highest levels participating in the discussions. The proposed Transparency Policy would strictly limit the instances of this secrecy. **Counterargument**: all 500+ members of the USSF National Council have fiduciary and legal responsibilities to the Federation. This means that all National Council members have a legal right to ALL information about the corporation, including secret "closed session" information. However, that ALSO means that all National Council members have a duty to protect all such confidential information.
- It would cost more staff time. Pulling together and posting the meeting agendas and packets, herding staff and committee members to turn in their staff and committee reports on time to meet the deadline for agenda packets, and type and post the meeting minutes promptly would require some different staff practices going forward. The effort involved in the writing of staff and committee reports isn't included in the half man-year labor estimate for the specific staff member supporting the transparency process. **Counterargument:** Yes it would cost more staff time, but the Federation has 50-100 employees. We can afford it.
- Staff members writing staff reports for an upcoming NBOD or Committee meeting would have to plan ahead to meet the required deadline for publishing each board packet. Such staff time would vary a lot depending on the nature of the action item. **Counterargument:** Planning ahead is simply something that a staff member can be trained to do. And it is an excellent professional practice, one that the staff should develop and follow.
- If the Federation has to follow a strict transparency policy, then the State Association will have to do so too. **Counterargument:** While it is a good idea for State Associations to have a transparency policy, not all State Associations have the staff or money to afford a policy as strict as this one. In theory, the Federation National Council could demand that State Associations follow the same policy, but it is unclear if such a requirement could legally be made to stick. Furthermore, it would constitute an unfunded mandate from the Federation and the State Associations could reasonably expect the Federation to help pay for such a mandate. And what is the likelihood anyway that the National Council would approve such a mandate? This said the Federation should certainly adopt a strict transparency policy if for no other reason than to set a good example for the State Associations and other affiliate members.
- Consumes additional server storage space for the USSF website. **Counterargument:** Computer storage space is incredibly inexpensive and continues to decrease in cost.
- Would cost about half a man-year of staff effort. **Counterargument:** This is simply a necessary cost of governance of the Federation.
- Would likely require more writing by staff members to produce staff reports (background, analysis and recommendations) for agenda packets for NBOD and

Committee meetings. **Counterargument:** What could possibly be a rational reason for not wanting Federation staff members to develop the ability to write clearly, concisely and logically?

- Information is power and complying with this proposed policy will put more accurate information into the hands of the National Council. This in turn may mean that the National Council interferes with initiatives of the paid staff or the NBOD. **Counterargument**: While this is true, it is irrelevant. The duty of the National Council is to provide appropriate direction and policy when Federation staff or the NBOD get it wrong. Just because you are a paid staff member or on the NBOD doesn't mean that you always will know what is best for the Federation. Yes, the National Council is large and awkward to work with, but that is simply a fact of life given the organizational structure of the Federation. As they say, "*Democracy is the worst form of government. Except for all the others....*"

Política de transparencia de la Federación de fútbol de EE. UU. - Mayo de 2018
Dr. Tom Moore, Asociación de Fútbol de California Norte

Esta política de transparencia se aplica a la Junta Directiva Nacional de USSF, a los Comités de USSF y a los empleados de la Federación.

1. La agenda y el paquete de la agenda para cada reunión de la Junta Directiva Nacional (NBOD) y los Comités de USSF deben publicarse en el sitio web de USSF al menos siete días calendario antes de cada reunión. Estas agendas y paquetes de agenda deben permanecer permanentemente publicados en el sitio web.
2. La página de inicio del sitio web de USSF debe contener un enlace fácil de encontrar a la página que contiene estas agendas y paquetes de agenda.
3. Un informe del personal o del comité para cada elemento de acción en una agenda publicada también se debe incluir en el paquete de la agenda y se debe publicar siete días antes de la reunión.
4. El NBOD puede considerar un ítem de acción de emergencia que no está en la agenda publicada solo si la Junta o Comité determina por dos tercios de los votos que es necesario tomar medidas inmediatas y que la necesidad de la acción llamó la atención de la Federación en los siete días anteriores a la reunión.
5. El NBOD puede mantener sesiones cerradas (ejecutivas) solo para los siguientes propósitos:
    a. Conferir o recibir asesoramiento de un asesor legal sobre litigios pendientes. segundo.
    b. Para mantener discusiones sobre el precio y los términos de pago para la compra, venta, intercambio o arrendamiento de bienes inmuebles. do.
    c. Para discutir y tomar decisiones con respecto a las negociaciones laborales. re.
    d. Considerar la designación, el empleo, la evaluación del desempeño, la disciplina o el despido de un empleado o para escuchar quejas o cargos presentados contra el empleado por otra persona o empleado. mi.
    e. Para determinar si un solicitante de una licencia o renovación de licencia, que tiene antecedentes penales, está suficientemente rehabilitado para obtener la licencia.
6. Un miembro de NBOD no puede mantener discusiones privadas que lleven a una decisión sobre un elemento de acción con ocho o más miembros de NBOD (es decir, más que un quórum de la Junta) fuera de las reuniones de NBOD programadas. Esto se aplica a una reunión privada de nueve o más miembros de NBOD juntos y también se aplica a un miembro de NBOD que se comunica individualmente con ocho o más miembros (es decir, una reunión en serie).
7. Cualquier persona que no esté en el NBOD de USSF y asista a una reunión de NBOD debe poder comentar cualquier elemento de la agenda. Sin embargo, el NBOD puede establecer un límite razonable en la cantidad de tiempo que cada miembro del público puede hablar.

8. Si el NBOD va a celebrar una sesión cerrada en un elemento de la agenda bajo uno de los cinco criterios de la sesión cerrada, el público debe poder comentar antes de que el NBOD ingrese a la sesión cerrada.
9. El NBOD determina quiénes, además de los miembros de NBOD, pueden estar presentes durante una discusión a puerta cerrada, como miembros del personal, testigos, abogados externos, etc.
10. Las actas de las reuniones de NBOD deben publicarse en Internet dentro de los 30 días posteriores al aplazamiento de la reunión.
11. Las actas de las reuniones de NBOD pueden ser minutos de acción, pero deben informar la siguiente información:
    a. Los nombres de los directores presentes en la reunión. Los nombres de los directores que teleconferencien en la reunión.
    b. Los nombres del personal de la Federación presente en la reunión.
    c. El tipo, la hora, la fecha y la ubicación de la reunión.
    d. El texto de cada moción que se propone (esto puede hacerse por referencia al paquete de la agenda si el paquete de la agenda contiene exactamente la moción que fue aprobada).
    e. El nombre del director que hace la moción.
    f. El nombre del director que secunda la moción.
    g. La disposición del movimiento. Si la votación no fue unánime, el acta debe mostrar la forma en que votó cada director (sí, no, abstenerse, ausentarse o recusarse).
    h. La hora del aplazamiento y la fecha, hora y lugar de la próxima reunión.
12. Las minutas no tienen por qué, pero pueden informar las discusiones y argumentos pertinentes que se hicieron durante las sesiones abiertas. El acta no tiene que informar una decisión tomada a puerta cerrada, pero puede hacerlo cuando sea apropiado y legal.
13. Los principios de las reglas 1 a 10 también se aplican a los Comités Permanentes y Comités de la Federación.
14. El NBOD incluirá en el presupuesto la financiación de un puesto para el Secretario de la Junta (con un posible suplente) que se encargará de todos los comités de NBOD y de la Federación la recopilación de informes del personal, reuniendo los paquetes de la reunión, publicando en el sitio web, tomando notas de la reunión y escribiendo y publicando el borrador y las minutas aprobadas. Consulte la descripción de la posición adjunta para dicho empleado.

EXECUTIVE ASSISTANT/CLERK OF THE BOARD

DEFINITION

Under general supervision, provides confidential administrative support and assistance to the Secretary General; supports the Board of Directors relative to their meeting processes and statutory responsibilities; and performs other related work as required.

SUPERVISION RECEIVED AND EXERCISED

General supervision is given by the Secretary General. No direct supervision of staff is exercised.

CLASS CHARACTERISTICS

This single position class is responsible for providing direct support to the Secretary General and Board of Directors on Federation-wide issues. Assignments from the Secretary General are varied in scope and include data gathering, analysis, and writing projects as well as responsible and confidential administrative support tasks. Responsibilities require the frequent use of tact, discretion, and independent judgment as well as knowledge of Federation activities. The work also requires the interpretation and application of policies, procedures and bylaws and frequent contact with the public. This class is distinguished from other office administrative classes in that the nature, scope, and diversity of responsibilities originating at this level requires a broader understanding of Federation functions and the capability of relieving the Secretary General of day-to-day office administrative and coordinative duties.

EXAMPLES OF DUTIES (Illustrative Only)

- Oversees and ensures that the office administrative functions of the Secretary General's Office are effectively carried out.
- Acts as the Clerk of the Board of Directors; prepares, receives and maintains all official Federation records.
- Maintains a calendar and coordinates the schedule of the Secretary General with those of the members of the Board of Directors and other Federation managerial staff, representatives of other organizations and the public.
- Provides a variety of support to the Federation Board and Standing Committees; prepares and distributes agenda packets; prepares resolutions and ordinances; attends meetings and prepares minutes; follows up on decisions as required.
- Ensures the delivery and posting of pre-meeting Board and Committee packets and ensures the posting of meeting minutes.
- Coordinates routine office activities and schedules; develops and recommends office procedures and systems; ensures smooth office operations.
- Arranges meetings by obtaining relevant background information, scheduling rooms,

notifying participants, arranging for refreshments as appropriate and preparing agendas; ensures information is compiled and duplicated.

- Attends to a variety of office administrative details, such as keeping informed of Federation activities, transmitting information, and attending meetings.
- Refers inquiries to appropriate sources; provides information to Federation staff, other organizations and the public, requiring the use of judgment and the interpretation of policies, rules, procedures and bylaws.
- Prepares detailed and often confidential correspondence, reports, forms, invitations, graphic materials and specialized documents from drafts, notes, brief instructions, corrected copy, or dictated tapes; proofreads materials for accuracy, completeness, compliance with Federation policies, format and English usage, including grammar, punctuation and spelling.
- Operates standard office equipment, including job-related computer hardware and software applications, facsimile equipment and multi-line telephones.
- Organizes and maintains various administrative, confidential, reference and follow-up files; purges files in accordance with the Federation document retention policy.

QUALIFICATIONS

Knowledge of:

- Basic organization and functions of non-profit organizations, including the role of an elected Federation Board.
- Federal, state, local and Federation laws, ordinances, bylaws, policies, technical processes and procedures that pertain to Federation activities.
- Standard office administrative and secretarial practices and procedures, including the use of standard office equipment.
- English usage, grammar and punctuation.
- Business letter writing and the standard format for reports and correspondence.
- Computer applications related to the work, including word processing, database and spreadsheet applications.
- Records management principles and practices.
- Business arithmetic and basic statistical techniques.
- Techniques for providing a high level of customer service to the public and Federation staff, Board and National Council, in person, via email and over the telephone.

Skill in:

- Providing varied, confidential and responsible secretarial and office administrative work requiring the use of independent judgment, tact and discretion.
- Responding to and effectively prioritizing multiple phone calls, visitors and other requests or interruptions.
- Interpreting and implementing policies, procedures, technical processes and computer applications.
- Maintaining detailed and accurate records.
- Gathering and analyzing data and preparing reports and recommendations based thereon.
- Composing correspondence and reports independently or from brief instructions.

- Making accurate arithmetic and statistical calculations.
- Using English effectively to communicate in person, over the telephone and in writing.
- Organizing own work, coordinating projects, setting priorities, meeting critical deadlines and following up on assignments with a minimum of direction.
- Making process improvement changes to streamline procedures.
- Word processing at a net speed of 50 words per minute from printed copy.
- Taking notes rapidly and accurately transcribing own notes.
- Establishing and maintaining effective working relationships with those contacted in the course of the work.

Education:

Equivalent to graduation from high school with supplemental business school or applicable college-level coursework. Possession of Associates of Arts degree from a business or community college in an appropriate curriculum is desirable and may be substituted for the experience on a year-for-year basis to a maximum of two years

Experience:

Four years of responsible office administrative, secretarial and/or general clerical experience. Experience in dealing with the public and working in a public agency or non-profit organizational setting is highly desirable.

Physical Demands:

Must possess mobility to work in a standard office setting and to use standard office equipment, including a computer; vision to read printed materials and a computer screen; and hearing and speech to communicate in person and over the telephone. Occasional attendance at off-hours meetings is required.

FLSA Status: **Non-exempt eligible for overtime**

California Soccer Association North
Agenda Transmittal

Agenda Item Number: 6 C

Meeting Date: 15 September 2018

Submitted by: Tom Moore

Agenda Title: Consider Approving the Draft of Section 1 of the CSAN Policy Manual

Detailed Description: The Board of Directors is asked to consider approving the draft version of Section 1 of the CSAN Policy Manual and sending Sections 1 and previously board approved Sections 4, 5 and 11 for legal review.

(Se le pide al Consejo de Administración que considere la aprobación de la versión preliminar de la Sección 1 del Manual de Políticas de CSAN y envíe las Secciones 1 y las Secciones 4, 5 y 11 previamente aprobadas por el consejo para su revisión legal.):

Financial Impact on CSAN: $4,000

CSAN Executive Committee Recommendation:

Board Action

Motion By ______________ Seconded By ________________

Ayes: ________________ Abstentions: ________________

Noes: ________________ Absent: ________________

Reagendized For: ____________________ No Action Taken: ________________

Section 1: Procedures for Board of Directors and Committees

1.1. Purpose of this Manual

This manual describes the procedures approved by the board of directors for the conduct of board business. The intent of these procedures is to:

A. Provide for the fair and efficient consideration of board decisions;
B. Ensure that members and players are informed of matters coming before the board;
C. Ensure that members and players have an opportunity to witness and comment on the deliberations of the board; and
D. Encourage proper public involvement in the board's decision making.

Each director, upon assuming office, shall be given a copy of this manual and asked to comply with the policies and procedures herein.

1.2. The CSAN Mission

The California Soccer Association North has adopted the following mission statement:

TBD

1.3. Authority

While the board of directors is the governing body of CSAN, certain powers are reserved for the members of CSAN and exercised by them at the annual member meeting or special member meetings.

CSAN is a public-benefit corporation formed in 1905 and incorporated in the State of California. It derives its authority from the California Corporations Code, Part 2: Nonprofit Public Benefit Corporations [Sections 5110 - 6910] and the CSAN bylaws. CSAN promotes the game of soccer and provides insurance, registration, disciplinary and other services for adult amateur players, teams and leagues in northern California.

Under its bylaws, CSAN maintains affiliation with the United States Adult Soccer Association and the United States Soccer Federation.

1.4. Governing Laws and Rules.

The board of directors will conduct all meetings of the board and committees according to the bylaws and policies of CSAN, Rosenberg's Rules of Order, and all laws applicable to CSAN.

1.5. Attendance at Board and Committee Meetings.

Directors are expected to carry out their responsibilities to the best of their abilities. They are expected to be present in person or by teleconference or video teleconference for scheduled meetings of the board, special meetings, and, as assigned, meetings of board committees, advisory committees, and CSAN events. If a director cannot attend a regular board meeting for any of the following reasons, that absence shall be excused:

- Illness or injury
- Family emergency
- Director's regular job duties

An absence for any other reason shall be deemed unexcused unless approved by vote of the board of directors. A director with three or more consecutive unexcused absences shall be deemed to be in violation of board policy and subject to board action pursuant to Section 1.35.

1.6. Duties of the Directors Acting as Members of the CSAN Board

Apart from his/her normal duties as a member of the board, a director has no individual authority. Unless authorized by the CSAN board, bylaws or policies, directors as individuals may not commit CSAN to any policy, act, or expenditure.

Directors do not represent any fractional segment of the community or a league or team, but rather represent the soccer community in northern California as a whole.

The duties of the directors include:

A. Setting policies, procedures, goals, directions, and adopting rules and regulations for the governance of CSAN

B. Taking action only by the affirmative vote of a majority of the directors on resolutions and motions

C. Safeguarding the assets of CSAN and maintaining CSAN's financial stability

D. Assuring that CSAN is well managed

E. Assuring CSAN is responsive to the interests and needs of its member leagues, teams, players, coaches, and referees

F. Assuring that the actions of the board, individual directors, and all employees of CSAN conform to all applicable federal, state, and local statutes and ordinances and to the bylaws and policies of CSAN

G. Assuring that each employee and constituent of CSAN is treated courteously and fairly by CSAN and safeguarding the privacy rights of employees and members in accordance with law;

H. Making reasonable and diligent inquiry of competent, qualified, and reliable advisors and other sources to obtain sufficient information for informed and timely decisions and judgments

I. Assisting the officers and employees by looking at problems from broad points of view and providing outside perspective and guidance

J. Appointing CSAN's legal counsel, independent auditor, and such attorneys and consultants as the board determines are necessary or convenient for the conduct of business. Each person so appointed shall serve at the pleasure of the board.

K. Establishing rules for and assuring the effective conduct of the board's proceedings

L. Preparing for and attending all regular and special meetings of the board and assigned committees of the board, unless excused by the board for good reason

M. Nominating and electing representatives and alternates to outside boards, committees, and other bodies on which CSAN is entitled to representation

N. Preparing for and attending all regular and special meetings of boards, committees, and other bodies to which the board elects a director as CSAN's representative, or arranging for attendance by an alternate, if the director cannot attend and the board has selected an alternate

O. Assuring that the conduct of CSAN's business is open and public and that actions and records of CSAN are taken and held in confidence only as permitted by law and CSAN policies, and as necessary to safeguard the assets of CSAN or protect the rights of CSAN employees

P. Protecting the confidential information of CSAN, its officers, directors, employees and members from unauthorized disclosure and dissemination

Q. Reporting any question or doubt about the creation of a perception of conflict of interest to the CSAN officers (who may refer the question to counsel) and avoiding any possible conflicts of interest

R. Completing and documenting training for directors in exercising oversight and supervision of management, grasping the roles and responsibilities of directors, understanding budgets, monitoring budget compliance, and working together as a team to solve problems

1.7. Self-Dealing Transactions

Each director must avoid self-dealing transactions with CSAN, i.e., entering into any contract with CSAN while serving on the board. Any proposed self-dealing transaction must be prohibited unless it is in the interest of CSAN as a whole and is approved by more than 50% of the members at a member meeting or by more than 50% of the total members of the board of directors. Any director involved in a self-dealing transaction is prohibited from voting on or speaking for or against the approval of the transaction.

1.8. Duties of the President.

The president shall be elected in accordance with the CSAN bylaws every two years for a term of two years. The president's responsibilities include:

A. Presiding over meetings of the board with guidance from Rosenberg's Rules of Order, including:

1. Announcing each item of business on the agenda and the recommended motion
2. Calling for motions
3. Calling for public participation during meetings, as appropriate
4. Determining questions of order and enforcing rules of the board
5. Stating the motion and announcing its passage or failure

B. Reviewing and approving the agenda in conjunction with the vice president and secretary. The final approval shall be made by the president (when there is not consensus on the agenda items). However, a majority of the board may also order the placement of an item on the agenda.

C. Appointing members to ad-hoc committees of the board
D. Serving on committees and commissions as appointed by the board
E. Setting the time and place for any special meeting of the board, except a special meeting called by a majority of the board or the Members in accordance with the CSAN bylaws
F. Adjourning meetings of the board
G. Representing CSAN at public events
H. Serving as public spokesperson of CSAN
I. Signing all contracts on behalf of CSAN, except as the board alternatively authorizes another person, subject to limitations and conditions as the board may determine
J. Assisting with the orientation of new board members as they are elected or appointed to the board of directors
K. Upon advice from CSAN legal counsel and approval of the board, give direction to outside legal counsel

1.9. Duties of the Vice President

The board of directors shall have one vice president, elected in accordance with the bylaws. The vice president shall be elected every two years for a two-year term. The vice president's responsibilities include:

A. Performing all duties of the president in the absence of the president; and
B. Acting in place of the president until a new president is elected, if the office of president is vacant.

1.10. Orientation, Training, and Preparation of Directors

Each new director, upon assuming his or her duties, will be provided a comprehensive CSAN orientation by the office manager and board president. The board shall strive to develop and maintain a superior level of competence and preparation among its members through a process of continual training, education, and preparation. Directors may schedule to attend, on behalf of CSAN, educational programs, conferences, and meetings, to the extent funds are allocated in annual budgets. If funds are not available, the office manager shall place an item on the earliest board agenda to request the board approval for such expenditure.

CSAN will not pay for trainings and conferences that the director signs up for and does not attend. The office manager will from time to time provide the board lists of such conferences or meetings so that the board may consider individual or collective.

1.11. Committees

A. BOARD COMMITTEES.

Board committees may be created in accordance with Section 7.01 of the CSAN Bylaws. Board committees consist of two or more members of the board.

Appointments to board committees shall be by a majority vote of the directors then in office. The board may adopt rules for the governance of any committee consistent with the provisions of the bylaws. Board committees have no legal authority to act for the board or CSAN except with prior board approval. Board committees shall report their findings and recommendations to the board for action.

B. STANDING BOARD COMMITTEES

The standing committees of CSAN shall be the following:

1. Executive
2. Budget and personnel
3. Audit
4. Bylaws and Policies

C. STANDING BOARD COMMITTEE DESCRIPTIONS

Each committee shall consist of at least two directors, but less than a quorum of the board. Directors are encouraged to serve on one or more standing committees.

1. Executive committee: The board president, vice president, secretary and treasurer constitute the executive committee. This committee shall meet on a monthly basis. The executive committee provides the officers with a routine opportunity to discuss ideas, current and potential future projects, and future agenda items among themselves and with the staff.
2. Budget and personnel committee: the committee provides oversight with respect to the CSAN budget, finance and accounting and personnel issues and makes recommendations to the board on these matters. The CSAN treasurer shall be the chair of this committee. The committee shall meet at least twice a year.
3. Audit committee: the committee performs internal financial audits and assists with periodic external audits when requested by the external auditing firm.
4. Bylaws and policies committee: the committee develops, maintains and revises the CSAN Bylaws and Policies as directed by the board. The committee evaluates proposals for new or revised bylaws or policies and determines their consistency with existing bylaws, policies and business practices

D. AD-HOC BOARD COMMITTEES

An ad-hoc board committee is composed of less than a quorum of the board. An ad-hoc committee serves a limited or single purpose and will be dissolved once its specific task is completed. The director or directors serving on an ad hoc board committee are appointed by the president of the board; no staff or public members may be appointed. The committee shall limit its activities to the accomplishment of the task for which it was appointed and have no power to act on behalf of the board and CSAN, except as specifically conferred by action of the board.

E. ADVISORY COMMITTEES

Advisory committees may be established by the board. Its members shall be appointed by the board or the president for such tasks as circumstances warrant.

An advisory committee shall limit its activities to the accomplishment of the task or activity for which it is appointed. It shall have no power to act on behalf of the board or CSAN, except such as specifically conferred by action of the board. Officers, directors, employees, and interested members of the public may be appointed to an advisory committee.

F. STANDING ADVISORY COMMITTEES

The standing advisory committees shall be:

1. Members-at-Large
2. Marketing and Community Outreach
3. Grants
4. Disciplinary and Appeal
5. Information Technology
6. Events and Tournaments

G. ATTENDANCE AND VACANCIES

Any person serving on a board or advisory committee must be prepared for and attend all committee meetings, unless excused. If a committee member fails to attend meetings and is not excused for good reason for three consecutive meetings, his position as a committee member shall be deemed vacant. In any committee, vacancies shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

H. REFERRALS TO COMMITTEE

Matters may be referred to any committee through the chair of the committee by an officer, a director or the board. The committee chair shall discuss each referred matter with the committee.

1.12. Communications

The board and the individual directors will be committed to establishing and maintaining an open exchange of ideas and information among board members, staff, members, and players—an environment that is positive, honest, respectful, concise, understandable and responsive.

1.13. Code of Ethics

The board of directors is committed to providing the highest quality services to the adult amateur-soccer community in northern California. The board and its individual members are expected to maintain the highest ethical standards, follow CSAN bylaws and policies, and abide by applicable local, state, and federal laws. Board member conduct should at all times enhance the integrity and mission of CSAN and the confidence our members and players have in CSAN. To achieve collegial behavior among members of the board, the following rules shall be observed:

A. The style, values, and opinions of each director shall be respected.

B. Attentive listening in communications is strongly encouraged.

C. The needs of CSAN's members should be the board priority.

D. The primary responsibility of the board is the formulation and evaluation of policy. All operational aspects of CSAN are to be delegated to the committees and staff.

E. Directors shall commit themselves to focusing on issues, not on personalities.

F. Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the board takes action, directors shall commit to supporting said action and shall not create barriers to its implementation. Board-approved committee members must act in support of the board's decision and not in support of an individual view, position, voting history on a matter, or any other reason in conflict with the board's direction.

G. Complaints from players, teams, leagues, or other constituents dealing with CSAN should be referred initially to the office staff, who shall investigate and report to the executive committee. Those complaints subject to an appeal to the board shall be handled in accordance with the bylaws and policies of CSAN, the U.S. Adult Soccer Association and the U.S. Soccer Federation.

H. Any safety concerns should be reported to the staff or executive committee.

I. For clarifications regarding policy, especially those involving personnel, legal actions, property, finance, projects and programs, questions should be referred directly to the executive committee, which shall report these questions to the board at the next regularly scheduled board meeting.

J. When approached by CSAN employees concerning specific management or operational questions, board members should direct inquiries to the office manager. The office manager shall report these concerns to the executive committee and board at the next regularly scheduled meeting of the committee or board.

K. The work of CSAN is a team effort. All individuals should work together in a collaborative process in the conduct of CSAN affairs.

L. Directors should develop a working relationship with the office manager so that current issues, concerns, and CSAN projects can be discussed comfortably and openly.

M. Directors should function as part of the whole. Issues should be brought to the attention of the board as a whole, rather than to individual members selectively.

N. Directors are responsible for monitoring CSAN's progress in attaining its goals and objectives.

O. Harassment, in any form, will not be tolerated. Directors must comply with the prohibited-conduct policy.

P. Directors shall protect the confidential information of CSAN, its officers, employees, and customers from unauthorized disclosure and dissemination. Directors must comply with the CSAN privacy policy and the CSAN cybersecurity policy.

Q. Directors shall avoid conflicts of interest and immediately report any that arise to the office manager and executive committee.

1.14. Comments by Directors Concerning Staff Members

Board members shall refrain from censuring or criticizing members of CSAN staff in public. Directors shall instead communicate criticism or problems relating to staff or the office manager in private discussions with those involved or in closed sessions of the executive committee or board of directors.

1.15. Conduct of Business

A. LOCATION AND NOTIFICATION

Regular CSAN board meetings shall be held at 1346 Silver Avenue, San Francisco, CA 94134-1226, unless otherwise specified. The notice and agenda for each meeting of the board and committees shall be posted at CSAN offices at 1346 Silver Avenue, San Francisco, CA 94134-1226 and on the Internet at http://www.csan.net.

B. AGENDA ITEMS

Any board member may place a non-emergency item on the agenda for a board meeting by submitting it, in writing, to the office manager at least fourteen days before the meeting. Such board-member requests shall explain the issue and provide a recommendation for board action. Emergency matters can be added to the agenda without advance request or notice if two-thirds of the directors present at the board meeting vote to take up the matter.

C. AGENDA APPROVAL

The secretary shall submit draft board agendas to the board president and vice president for review and approval before posting and distribution. Either the board president or the vice president can add an item to the final board agenda. No item on the final board agenda can be deleted without the approval of both the board president and vice president. If there is no consensus on the items, the president will have the final say. The agenda and agenda package will be mailed to the directors and made available on the Internet at http://www.csan.net at least ten days before the board meeting. A limited number of directors may attend the board meeting via teleconference.

D. SUPPORTIVE DOCUMENTATION

The secretary, with assistance from the staff shall include copies of all contracts, proposals, agreements, plans, specifications, exhibits, attachments, test results, investigation reports, etc. in the agenda packet for the board to review and approve. All staff reports shall contain background information, including previous board actions, related adopted goals, objectives, and issues, recommendations from committees or staff, funding sources and available funds in the adopted budget. If options were evaluated, they should be included in the background information, but are not required for all staff reports.

1.16. Preparation for Meetings

Board members are to prepare for all board meetings. In preparing for meetings, directors shall identify the need for any additional or clarifying information in order to better prepare for the meeting. Requests for such information shall be made to the office manager. Board members are encouraged to do so as far in advance of the board meeting as possible, to allow the office manager to be able to provide the requested additional information.

1.17. Quorums

Twenty-five percent (25%) of the current board members constitutes a quorum of the board. (See Section 6.11 of the CSAN bylaws.) If a quorum is not present, no board decisions may be made. For quorums of board committees, a majority of the committee members is required. For committees of two (2), both members are required to be present to constitute a quorum and hold a meeting. If a committee quorum is not present, the committee meeting can be adjourned to another time.

1.18. Adjourned Meetings

The board of directors may adjourn any regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may adjourn a meeting. If all members are absent then the secretary or the secretary's designee may specify the time and place of the adjourned meeting.

1.19. Special Meetings

An emergency or special meeting of the board of directors may be called by the president, by the executive committee or by a majority of the directors.

1.20. Parliamentary Procedure

A. RULES OF ORDER.

   The presiding officer shall preserve order and decorum and shall decide on questions of order subject to appeal to the board. The board shall use Rosenberg's Rules of Order and this board procedures manual.

B. NON ROLL-CALL VOTES

   Following any non-roll call vote, the president shall announce the results of the vote, including the vote or abstention of each director present unless the vote is unanimous.

C. ROLL-CALL VOTES.

   After a motion has been made and seconded, any board member may call for a roll call vote. Additionally, action on all CSAN resolutions and motions that expend CSAN funds shall be taken by a roll call vote.

1.21. Order of Business

The regular order of business of the board shall contain any or all of the following items:

- Call to Order
- Roll Call
- Pledge of Allegiance
- Public Comment on Closed Session Items

- Closed Session Items
- Reportable Actions Taken During Closed Session
- Public Comment on Items not on the Agenda
- Special Presentations
- Consent Calendar
- Action Items
- Staff and Committee Reports
- Good of the Game
  - Correspondence Received by CSAN, Directors and Staff
  - Informational Items
  - Directors Comments
- Board Member Requests for Future Agenda Items
- Adjournment

The regular order of business may be changed by the president subject to the board determining otherwise.

1.22. Board Actions

All actions of the board shall be in the form of a resolution or motion.

A. RESOLUTIONS

The board shall adopt as resolutions any items of business presented to the board and approved by the board to which one of the following factors applies:

1. Are required by law to be adopted by resolution
2. Supersede or amend an item previously adopted by resolution
3. Interpret any bylaw
4. Establish or change a policy which does not need to be enforced as a bylaw
5. Adopt or amend a budget
6. Approve any written contract
7. Approve the acquisition or disposition of real property
8. Approve the acquisition of personal property with a value of $5,000 or more
9. Approve the disposition of personal property
10. Adopt or amend authorized employee positions for CSAN
11. Relate to any other item of business which could be adopted as a motion and which the board determines to adopt as a resolution.

B. ROUTINE MOTIONS

The board shall adopt as motions any items of business presented to the board and approved by the board which are not required by law to be approved as a resolution, are not adopted as resolutions by the board and require an action of the board.

C. MOTIONS FOR RESOLUTION

All resolutions shall be adopted by roll call vote. All motions to approve the expenditure or transfer of CSAN funds and to approve personnel actions shall be adopted by roll call vote. All resolutions and motions shall be reflected in the minutes of the board, which shall state the contents of the resolution or motion, who made the motion, who seconded the motion and the ayes and noes on the vote.

1.23. Procedures for Action Items

The board shall act only by resolution or motion.

A. RECORDING THE VOTE

Except where action is taken by the unanimous vote of all directors present and voting, the ayes, noes, and abstentions shall be recorded by the secretary upon the passage of all resolutions or motions and shall be entered in the minutes.

B. WHO MAY MAKE A MOTION

Any member of the board, including the president and the other officers, may make a motion. Motions require a second. The president may vote on all motions unless disqualified or abstaining.

C. CALLING FOR A VOTE

The president shall not call for a vote on any motion until sufficient time has been allowed to permit any member of the board to speak. Complex motions should generally be prepared in writing, and if it is necessary for the full understanding of the matter before the board, the president shall restate the motion prior to the vote. Common motions may be stated in abbreviated form, and will be put into complete form in the minutes.

D. MODIFYING A MOTION

Until the president restates the motion, the maker of the motion may modify their motion or withdraw it completely. However, after the president has stated the question, the motion may be changed only by a motion to amend which is passed by a majority vote.

E. PROCEDURE FOR CONSIDERING A MOTION

When considering an action item, it shall be the procedure of the board to:

1. Receive a staff report on the item from the office manager or the responsible committee chair or staff person;
2. Allow board members to ask clarifying questions of staff, through the president;
3. Receive public comment about the item;
4. Seek a motion and a second on a proposed action for the item;
5. Provide for board discussion of the motion; and
6. Conclude discussion/debate and voting on the motion.

1.24. Closed Sessions

The most common purpose of a closed session is to avoid revealing confidential information that may prejudice the legal or negotiating position of the CSAN or compromise the privacy interests of employees. Directors have a fiduciary duty to protect the confidentiality of information from and discussions during closed sessions.

A. JUSTIFICATION

Closed sessions may be held only for one of the following reasons:

1. Discussions to confer with or receive advice from legal counsel regarding pending or existing litigation.
2. Discussions regarding price and terms of payment for the purchase, sale, exchange, or lease of real property.
3. Discussions and decisions regarding labor negotiations.
4. Discussions to consider the appointment, employment, evaluation of performance, discipline, or dismissal of an employee or to hear complaints or charges brought against the employee by another person or employee.
5. Discussions to determine whether an applicant for a license or license renewal, who has a criminal record, is sufficiently rehabilitated to obtain the license.

B. NOTICE

Closed sessions shall be agendized.

1.25. Orderly Discussion

To promote discussion, each member shall be recognized by the president before speaking. However, each member of the board shall have the right to be heard within reason on any issue before the board.

1.26. Process for Public Comment

A. ITEMS NOT ON THE AGENDA

League officers, team managers, coaches, referees and players will always be afforded the opportunity to be heard on any item not on the board's agenda, at each meeting during the period provided for public comment. Unless otherwise authorized by a majority of the board, speakers will be limited to five minutes during public comment unless the majority of the board authorizes a shorter or longer time limit. Public comment is a time for the board to listen and the public to speak. It is not a time for discussion between the public and board.

B. ITEMS ON THE AGENDA

For all items on the agenda, after the committee or staff presentation and after the committee or staff responds to any clarifying questions from board members, but prior to discussion by the board, the president shall seek public comment. Unless otherwise authorized by a majority of the board, speakers will be limited to five minutes. The president may, in the interest of facilitating the business of the board, and avoidance of repetition, limit the amount of time a person may have to address the board. The president may close public comment at any time restricting further discussion to the board level unless a majority of the board wishes to hear from other persons. All questions for the CSAN staff from the public and board members shall be addressed to the president. Committee and staff responses shall ordinarily be made only after all public comment has been received.

1.27. Board Member and Staff Reports

Board members who wish to give a report or make comments about issues not on the agenda will do so under the item named director's comments and reports. Reports or comments by staff members shall be made under staff reports or informational items. Any report from a board member may be placed on the meeting agenda with prior consent of the president. The president, with consensus of the board, may defer some or all specified board reports until after the board has taken action on any action items in the interest of facilitating the business of the board, or as a courtesy to members of the public desiring to participate in action items which are also on the meeting agenda.

1.28. Abstention and Conflict of Interest

A director who has a conflict of interest on any matter that comes before the board shall declare the existence and nature of the conflict and the secretary shall record this in the minutes. The conflicted director shall not participate in the discussion of that agenda item, shall leave the board chamber after he or she makes the declaration and before any discussion on the matter occurs, and shall not cast a vote on that matter. The minutes shall record a director's absence for any circumstance when a director is in the board chamber.

1.29. Minutes of Board and Committee Meetings

The minutes of meetings of the board and of board committees shall accurately reflect the actions of the board and the committees and the votes taken. They shall not be verbatim accounts of all matters discussed and comments made.

1.30. Notification of Absence

If any member of the board is to be unable to attend a meeting, he or she shall, if possible, notify the board president and the office manager beforehand.

1.31. Board Meeting Schedule

The board shall determine at the beginning of each fiscal year the dates for regular board and committee meetings.

1.32. Directors' Legal Liabilities

CSAN shall defend and indemnify directors from any claim, liability, or demand that arises out of the performance of his or her duties or responsibilities as a director or officer of CSAN, to the fullest extent permitted by law.

1.33. Gifts

Each director shall comply with the gift provision in the CSAN employee handbook. The office manager shall provide each new director with a copy of the employee handbook and provide updated versions to all directors as available.

1.34. Annual Budgets and Payment Records

By approving the fiscal year CSAN budget, the board of directors approves expenditures for the types of goods and services required to support the activities approved in the budget.

A. CHECK REGISTER AND ELECTRONIC PAYMENTS

The office manager shall submit to the board of directors the register of checks issued and electronic payments made by CSAN for each quarter of the year. Each quarterly check register shall be submitted to the next board meeting that occurs after the end of the quarter in which the checks were issued.

B. REVIEW

The board of directors shall receive and review the quarterly check register at each regular quarterly meeting.

1.35. Director Violation of Policies

Whenever CSAN officers, staff or any director receives a complaint or concern regarding potential or alleged violation of policies by a director or directors, the matter shall be reported immediately to the president. If the president is the subject of the complaint, the matter shall be reported immediately to the vice president.

A. INVESTIGATION

The board president or vice president shall immediately direct the office manager to investigate and report on the matter to the executive committee, unless the complaint involves the office manager, in which case the executive committee will conduct the investigation. If the complaint cannot be satisfactorily resolved by the executive committee, it will place the matter on the agenda for the next board of directors meeting for discussion and appropriate action.

B. MAJOR COMPLAINTS

If the matter is serious, the board president or vice president may call a special meeting to address the complaint. If an officer or director breaches any of the policies contained this manual, the board may, in addition to any other consequences provided by law, publicly censure the offending director and may as part of the censure take any or all of the following other actions, to be effective for a time determined by the board:

1. Remove the offending director from committees and representative positions to which the director has been appointed or designated by the board or by the president; and/or
2. Prevent the offending director from placing items on the agenda without the specific, advance authorization of the board.

1.1. Propósito de este Manual

Este manual describe los procedimientos aprobados por la junta directiva para la conducción de los negocios de la junta. La intención de estos procedimientos es:

A. Asegurar la consideración justa y eficiente de las decisiones de la junta directiva;

B. Asegurarse de que los miembros y jugadores estén informados de los asuntos que se presenten ante el consejo;

C. Asegurar que los miembros y jugadores tengan la oportunidad de presenciar y comentar las deliberaciones de la junta; y

D. Fomentar la participación pública adecuada en la toma de decisiones de la junta.

A cada director, al asumir su cargo, se le entregará una copia de este manual y se le pedirá que cumpla con las políticas y procedimientos aquí establecidos.

1.2. La Misión de CSAN

La Asociación de Fútbol de California del Norte ha adoptado la siguiente declaración de misión:

_TBD____.

1.3. Autoridad

Mientras que la junta directiva es el órgano de gobierno de la CSAN, ciertos poderes están reservados para los miembros de la CSAN y son ejercidos por ellos en la reunión anual de los miembros o en las reuniones especiales de los miembros.

CSAN es una corporación de beneficio público formada en 1905 e incorporada en el Estado de California. Su autoridad se deriva del Código de Corporaciones de California, Parte 2: Corporaciones de Beneficio Público sin Fines de Lucro[Secciones 5110 - 6910] y los estatutos de CSAN. CSAN promueve el juego de fútbol y provee seguros, registro, servicios disciplinarios y otros servicios para jugadores adultos aficionados, equipos y ligas en el norte de California.

Bajo sus estatutos, CSAN mantiene afiliación con la Asociación de Fútbol para Adultos de los Estados Unidos y la Federación de Fútbol de los Estados Unidos.

1.4. Leyes y normas aplicables.

La junta directiva conducirá todas las reuniones de la junta y los comités de acuerdo con los estatutos y políticas de CSAN, las Reglas de Orden de Rosenberg, y todas las leyes aplicables a CSAN.

1.5. Asistencia a las reuniones del Consejo y de las Comisiones.

Se espera que los directores cumplan con sus responsabilidades de la mejor manera posible. Se espera que estén presentes en persona o por teleconferencia o videoconferencia para las reuniones programadas de la junta, reuniones especiales y, según se les asigne, reuniones de comités de la junta, comités asesores y eventos de CSAN. Si un director no puede asistir a una reunión regular de la junta por cualquiera de las siguientes razones, esa ausencia será excusada:

- Enfermedad o lesión
- Emergencia familiar
- Funciones regulares del director

Una ausencia por cualquier otra razón se considerará injustificada a menos que sea aprobada por voto de la junta directiva. Un director con tres o más ausencias consecutivas sin excusa será considerado una violación de la política de la junta y estará sujeto a la acción de la junta conforme a la Sección 1.35.

1.6. Deberes de los Directores Actuando como Miembros de la Junta de CSAN

Aparte de sus funciones normales como miembro del consejo, un director no tiene autoridad individual. A menos que sea autorizado por la junta directiva, los estatutos o las políticas de CSAN, los directores como individuos no pueden comprometer a CSAN con ninguna política, acto o gasto.

Los directores no representan ningún segmento fraccionario de la comunidad o una liga o equipo, sino que representan a la comunidad futbolística del norte de California como un todo.

Los deberes de los directores incluyen:

A. Establecimiento de políticas, procedimientos, objetivos, direcciones y adopción de normas y reglamentos para la gobernanza de la CSAN

B. Tomar acción sólo por el voto afirmativo de la mayoría de los directores sobre las resoluciones y mociones.

C. Salvaguardia de los activos de la CSAN y mantenimiento de la estabilidad financiera de la CSAN

D. Asegurar que la CSAN esté bien gestionada

E. Asegurar que la CSAN responda a los intereses y necesidades de sus ligas, equipos, jugadores, entrenadores y árbitros miembros.

F. Asegurar que las acciones de la junta, los directores individuales y todos los empleados de CSAN se ajusten a todos los estatutos y ordenanzas federales, estatales y locales aplicables y a los estatutos y políticas de CSAN.

G. Asegurar que cada empleado y constituyente de CSAN sea tratado cortés y justamente por CSAN y salvaguardar los derechos de privacidad de los empleados y miembros de acuerdo con la ley;

H. Realizar una investigación razonable y diligente de asesores competentes, calificados y confiables y de otras fuentes para obtener información suficiente para tomar decisiones y dictámenes informados y oportunos.

I. Ayudar a los funcionarios y empleados examinando los problemas desde un punto de vista amplio y proporcionando una perspectiva y orientación externas.

J. Nombrar al asesor legal de CSAN, al auditor independiente y a los abogados y consultores que la junta determine que son necesarios o convenientes para la conducción de los negocios. Cada persona así nombrada servirá a discreción de la directiva.

K. Establecer reglas y velar por el buen desarrollo de los trabajos del Consejo.

L. Prepararse y asistir a todas las reuniones ordinarias y extraordinarias de la directiva y a los comités asignados de la directiva, a menos que la directiva lo excusara por una buena razón.

M. Nombrar y elegir a los representantes y suplentes de las juntas, comités y otros comités externos.

N. Preparar y asistir a todas las reuniones ordinarias y especiales de las juntas, comités y otros órganos a los cuales la junta elige un director como representante de CSAN, o hacer arreglos para la asistencia de un suplente, si el director no puede asistir y la junta ha seleccionado a un suplente.

O. Asegurar que la conducción de los negocios de la CSAN sea abierta y pública y que las acciones y los registros de la CSAN sean tomados y mantenidos en confianza sólo según lo permitido por la ley y las políticas de la CSAN, y según sea necesario para salvaguardar los activos de la CSAN o proteger los derechos de los empleados de la CSAN.

P. Proteger la información confidencial de CSAN, sus funcionarios, directores, empleados y miembros contra la divulgación y diseminación no autorizada

Q. Informar cualquier pregunta o duda sobre la creación de una percepción de conflicto de intereses a los funcionarios de la CSAN (que pueden remitir la pregunta a un abogado) y evitar cualquier posible conflicto de intereses.

R. Completar y documentar la capacitación de los directores en el ejercicio de la supervisión y la supervisión de la gestión, la comprensión de las funciones y responsabilidades de los directores, la comprensión de los presupuestos, el control del cumplimiento del presupuesto y el trabajo en equipo para resolver problemas.

1.7. Transacciones de Auto-transacción

Cada director debe evitar transacciones de auto-transacción con CSAN, es decir, entrar en cualquier contrato con CSAN mientras sirve en la junta. Cualquier transacción de auto-transacción propuesta debe ser prohibida a menos que sea en interés de CSAN como un todo y sea aprobada por más del 50% de los miembros en una reunión de miembros o por más del 50% del total de los miembros de la junta directiva. Cualquier director involucrado en una transacción de auto-transacción tiene prohibido votar a favor o hablar a favor o en contra de la aprobación de la transacción.

1.8. Funciones del Presidente.

El presidente será elegido de acuerdo con los estatutos de la CSAN cada dos años por un término de dos años. Las responsabilidades del presidente incluyen:

A. Presidir las reuniones de la junta con la guía de las Reglas de Orden de Rosenberg, incluyendo:
    1. Anunciar cada punto del orden del día y la moción recomendada
    2. Convocatoria de mociones
    3. Convocatoria para la participación del público durante las reuniones, según proceda
    4. Determinar cuestiones de orden y hacer cumplir las reglas de la junta
    5. Declarar la moción y anunciar su aprobación o rechazo
B. Revisar y aprobar la agenda en conjunto con el vicepresidente y el secretario. La aprobación final será hecha por el presidente (cuando no haya consenso sobre los puntos de la agenda). Sin embargo, la mayoría de la junta también puede ordenar la inclusión de un punto en la agenda.
C. Nombramiento de los miembros de las comisiones ad hoc del consejo de administración
D. Formar parte de los comités y comisiones nombrados por la Junta Directiva.
E. Fijar la hora y el lugar para cualquier reunión especial de la junta, excepto una reunión especial convocada por la mayoría de la junta o por los Miembros de acuerdo con los estatutos de CSAN.
F. Aplazamiento de las reuniones de la Junta Directiva
G. Representación de la CSAN en eventos públicos
H. Servir como portavoz público de CSAN
I. Firmar todos los contratos en nombre de CSAN, excepto cuando la junta autoriza alternativamente a otra persona, sujeto a las limitaciones y condiciones que la junta determine.
J. Asistir en la orientación de los nuevos miembros de la junta a medida que son elegidos o nombrados para la junta directiva.
K. Con el asesoramiento del asesor legal de CSAN y la aprobación de la junta, dar instrucciones al asesor legal externo.

1.9. Funciones del Vicepresidente

La junta directiva tendrá un vicepresidente, elegido de acuerdo con los estatutos. El vicepresidente será elegido cada dos años por un período de dos años. Las responsabilidades del vicepresidente incluyen:

A. Desempeñar todas las funciones del presidente en ausencia de éste; y

B. Actuar en lugar del presidente hasta que se elija un nuevo presidente, si el cargo de presidente está vacante.

1.10. Orientación, Capacitación y Preparación de Directores

Cada nuevo director, al asumir sus funciones, recibirá una orientación completa de CSAN por parte del gerente de la oficina y el presidente de la junta. La junta se esforzará por desarrollar y mantener un nivel superior de competencia y preparación entre sus miembros a través de un proceso de capacitación, educación y preparación continuas. Los directores pueden programar su asistencia, en nombre de CSAN, a programas educativos, conferencias y reuniones, en la medida en que se asignen fondos en los presupuestos anuales. Si no se dispone de fondos, el director de la oficina incluirá un punto en el orden del día de la primera reunión de la directiva para solicitar su aprobación.

CSAN no pagará por entrenamientos y conferencias a las que el director se inscriba y no asista. El gerente de la oficina proveerá de vez en cuando las listas de tales conferencias o reuniones para que la junta pueda considerar individuales o colectivas.

1.11. Comités

A. COMISIONES DEL CONSEJO.

Los comités de la Junta pueden ser creados de acuerdo con la Sección 7.01 de los Estatutos de CSAN. Las comisiones del Consejo están compuestas por dos o más miembros del mismo. Los nombramientos para los comités de la junta serán por mayoría de votos de los directores en funciones. La junta puede adoptar reglas para el gobierno de cualquier comité de conformidad con las disposiciones de los estatutos. Los comités de la Junta no tienen autoridad legal para actuar en nombre de la Junta ni de la CSAN, excepto con la aprobación previa de la Junta. Los comités de la directiva informarán de sus conclusiones y recomendaciones a la directiva para que ésta tome las medidas pertinentes.

B. COMISIONES PERMANENTES DEL CONSEJO

Los comités permanentes de la CSAN serán los siguientes:

1. Ejecutivo
2. Presupuesto y personal
3. Auditoría
4. Estatutos y Políticas

C. DESCRIPCIONES DE LOS COMITÉS DEL CONSEJO PERMANENTE

Cada comité estará integrado por un mínimo de dos directores, pero con un quórum inferior al de la junta directiva. Se alienta a los directores a formar parte de uno o más comités permanentes.

1. Comité Ejecutivo: El presidente, el vicepresidente, el secretario y el tesorero de la junta constituyen el comité ejecutivo. Este comité se reunirá mensualmente. El comité ejecutivo proporciona a los funcionarios una oportunidad rutinaria para discutir ideas, proyectos futuros actuales y potenciales, y futuros puntos de la agenda entre ellos y con el personal.

2. Comité de presupuesto y personal: el comité supervisa el presupuesto, las finanzas, la contabilidad y las cuestiones de personal de la CSAN y hace recomendaciones a la junta sobre estos asuntos. El tesorero de la CSAN será el presidente de este comité. El Comité se reunirá al menos dos veces al año.

3. Comité de Auditoría: realiza auditorías financieras internas y asiste en la realización de auditorías externas periódicas cuando así lo solicita la firma auditora externa.

4. Comité de Estatutos y Políticas: el comité desarrolla, mantiene y revisa los Estatutos y Políticas de CSAN según las instrucciones de la junta. El comité evalúa las propuestas de estatutos o políticas nuevas o revisadas y determina su consistencia con los estatutos, políticas y prácticas de negocios existentes.

D. COMITÉS AD HOC DEL CONSEJO DE ADMINISTRACIÓN

Un comité ad hoc de la junta está compuesto por menos de un quórum de la junta. Un comité ad hoc tiene un propósito limitado o único y se disolverá una vez que se haya completado su tarea específica. El director o directores que sirven en un comité ad hoc de la junta son nombrados por el presidente de la junta; no se puede nombrar personal o miembros públicos. El comité limitará sus actividades al cumplimiento de la tarea para la cual fue nombrado y no tendrá poder para actuar en nombre de la junta y de la CSAN, excepto cuando sea específicamente conferido por la acción de la junta.

E. COMITÉS DE ASESORAMIENTO

Los comités asesores pueden ser establecidos por la junta. Sus miembros serán nombrados por el consejo o el presidente para las tareas que las circunstancias lo justifiquen. Un comité consultivo limitará sus actividades a la realización de la tarea o actividad para la que haya sido nombrado. No tendrá poder para actuar en nombre de la junta o de la CSAN, excepto en los casos específicamente conferidos por la acción de la junta. Oficiales, directores, empleados y miembros interesados del público pueden ser nombrados para formar parte de un comité asesor.

F. COMITÉS CONSULTIVOS PERMANENTES

Los comités consultivos permanentes serán:

1. Miembros itinerantes
2. Mercadeo y Alcance Comunitario

3. Subvenciones
4. Disciplinario y de Apelación
5. Tecnología de la Información
6. Eventos y Torneos

G. ASISTENCIA Y VACANTES

Cualquier persona que preste servicio en una junta o comité asesor debe estar preparada para asistir a todas las reuniones del comité, a menos que sea excusada. Si un miembro del comité no asiste a las reuniones y no es excusado por una buena razón por tres reuniones consecutivas, su puesto como miembro del comité será considerado vacante. En cualquier comité, las vacantes se cubrirán por la parte restante del término de la misma manera que en el caso del nombramiento original.

H. REMISIONES A COMISIÓN

Los asuntos pueden ser referidos a cualquier comité a través del presidente del comité por un funcionario, un director o la junta. El presidente del comité discutirá cada asunto referido con el comité.

1.12. Comunicaciones

La junta directiva y los directores individuales se comprometerán a establecer y mantener un intercambio abierto de ideas e información entre los miembros de la junta directiva, el personal, los miembros y los jugadores - un ambiente que sea positivo, honesto, respetuoso, conciso, comprensible y sensible.

1.13. Código de Ética

La junta directiva está comprometida a proporcionar servicios de la más alta calidad a la comunidad de futbolistas aficionados adultos en el norte de California. Se espera que la junta y sus miembros individuales mantengan los más altos estándares éticos, sigan los estatutos y políticas de CSAN y cumplan con las leyes locales, estatales y federales aplicables. La conducta de los miembros de la Junta debe mejorar en todo momento la integridad y la misión de la CSAN y la confianza que nuestros miembros y jugadores tienen en la CSAN. Para lograr un comportamiento colegiado entre los miembros de la junta, se observarán las siguientes reglas:

A. Se respetará el estilo, los valores y las opiniones de cada director.

B. Se recomienda encarecidamente escuchar atentamente en las comunicaciones.

C. Las necesidades de los miembros de CSAN deben ser la prioridad de la junta.

D. La responsabilidad principal de la junta es la formulación y evaluación de la política. Todos los aspectos operativos de la CSAN se delegarán en los comités y el personal.

E. Los directores se comprometerán a centrarse en los temas, no en las personalidades.

F. Los puntos de vista diferentes son saludables en el proceso de toma de decisiones. Los individuos tienen derecho a estar en desacuerdo con ideas y opiniones, pero sin ser desagradables. Una vez que el directorio tome acción, los directores se comprometerán a apoyar dicha acción y no crearán barreras para su implementación. Los miembros del comité aprobados por la junta deben actuar en apoyo de la decisión de la junta y no en apoyo de un punto de vista individual, posición, historial de votación sobre un asunto, o cualquier otra razón en conflicto con la dirección de la junta.

G. Las quejas de jugadores, equipos, ligas, u otros constituyentes que tratan con CSAN deben ser referidas inicialmente al personal de la oficina, quien investigará y reportará al comité ejecutivo. Aquellas quejas sujetas a apelación a la junta serán manejadas de acuerdo con los estatutos y políticas de CSAN, la Asociación de Fútbol para Adultos de los Estados Unidos y la Federación de Fútbol de los Estados Unidos.

H. Cualquier preocupación de seguridad debe ser reportada al personal o al comité ejecutivo.

I. Para aclaraciones con respecto a las políticas, especialmente aquellas que involucran personal, acciones legales, propiedad, finanzas, proyectos y programas, las preguntas deben ser referidas directamente al comité ejecutivo, el cual deberá reportar estas preguntas a la junta directiva en la próxima reunión programada regularmente.

J. Cuando los empleados de CSAN se pongan en contacto con ellos en relación con cuestiones operativas o de gestión específicas, los miembros de la junta deben dirigir sus preguntas al gerente de la oficina. El gerente de la oficina informará de estas preocupaciones al comité ejecutivo y a la junta directiva en la próxima reunión programada regularmente del comité o la junta directiva.

K. El trabajo de CSAN es un esfuerzo de equipo. Todas las personas deben trabajar juntas en un proceso de colaboración en la conducción de los asuntos de la CSAN.

L. Los directores deben desarrollar una relación de trabajo con el gerente de la oficina para que los temas de actualidad, preocupaciones y proyectos de CSAN puedan ser discutidos de manera cómoda y abierta.

M. Los directores deben funcionar como parte del todo. Las cuestiones deben señalarse a la atención de la junta en su conjunto, y no a la de los miembros de manera selectiva.

N. Los directores son responsables de monitorear el progreso de la CSAN en el logro de sus metas y objetivos.

O. El acoso, en cualquier forma, no será tolerado. Los directores deben cumplir con la política de conducta prohibida.

P. Los directores protegerán la información confidencial de CSAN, sus funcionarios, empleados y clientes de la divulgación y diseminación no autorizada. Los directores deben cumplir con la política de privacidad de CSAN y la política de ciberseguridad de CSAN.

Q. Los Consejeros evitarán los conflictos de interés e informarán inmediatamente de los mismos al Director de la oficina y a la Comisión Delegada Permanente.

1.14. Comentarios de los Directores sobre los funcionarios

Los miembros de la Junta se abstendrán de censurar o criticar en público a los miembros del personal de la CSAN. En su lugar, los directores comunicarán las críticas o problemas relacionados con el personal o el gerente de la oficina en discusiones privadas con los involucrados o en sesiones cerradas del comité ejecutivo o la junta directiva.

1.15. Procedimiento de los debates

A. UBICACIÓN Y NOTIFICACIÓN

Las reuniones regulares de la junta de CSAN se llevarán a cabo en 1346 Silver Avenue, San Francisco, CA 94134-1226, a menos que se especifique lo contrario. El aviso y la agenda de cada reunión de la junta y los comités se publicarán en las oficinas de CSAN en 1346 Silver Avenue, San Francisco, CA 94134-1226 y en Internet en http://www.csan.net.

B. PUNTOS DEL ORDEN DEL DÍA

Cualquier consejero podrá incluir en el orden del día de una reunión del Consejo un punto que no sea de urgencia, remitiéndolo por escrito al director de la oficina al menos catorce días antes de la reunión. Las solicitudes de los miembros de la directiva explicarán el asunto y proporcionarán una recomendación para la acción de la directiva. Los asuntos de emergencia pueden agregarse al orden del día sin previa solicitud o notificación si dos tercios de los directores presentes en la reunión de la Junta Directiva votan para tratar el asunto.

C. APROBACIÓN DE AGENDAS

El secretario presentará los borradores de las agendas de la directiva al presidente y vicepresidente de la directiva para su revisión y aprobación antes de su publicación y distribución. Ya sea el presidente o el vicepresidente de la junta pueden agregar un punto a la agenda final de la junta. Ningún punto de la agenda final de la junta puede ser eliminado sin la aprobación tanto del presidente como del vicepresidente de la junta. Si no hay consenso sobre los puntos, el presidente tendrá la última palabra. La agenda y el paquete de la agenda se enviarán por correo a los directores y estarán disponibles en Internet en http://www.csan.net por lo menos diez días antes de la reunión de la junta. Un número limitado de directores puede asistir a la reunión de la junta por teleconferencia.

D. DOCUMENTACIÓN DE APOYO

El secretario, con la ayuda del personal, incluirá copias de todos los contratos, propuestas, acuerdos, planos, especificaciones, exhibiciones, anexos, resultados de pruebas, informes de investigación, etc., en el paquete de la agenda para que la junta los revise y apruebe. Todos los informes del personal contendrán información de antecedentes, incluyendo las acciones previas de la junta, las metas, objetivos y asuntos adoptados relacionados, las recomendaciones de los comités o del personal, las fuentes de financiamiento y los fondos disponibles en el presupuesto adoptado. Si se evaluaron las opciones, deben incluirse en la información de antecedentes, pero no son obligatorias para todos los informes del personal.

1.16. Preparación para las reuniones

Los miembros de la Junta Directiva deben prepararse para todas las reuniones de la Junta Directiva. Al preparar las reuniones, los directores identificarán la necesidad de cualquier información adicional o aclaratoria con el fin de preparar mejor la reunión. Las solicitudes de dicha información se dirigirán al director de la oficina. Se recomienda a los miembros de la Junta Directiva que lo hagan con la mayor antelación posible a la reunión de la Junta Directiva, para que el director de la oficina pueda proporcionar la información adicional solicitada.

1.17. Quórum

El veinticinco por ciento (25%) de los miembros actuales de la junta constituye el quórum de la junta. (Vea la Sección 6.11 de los estatutos de CSAN.) Si no hay quórum, no se pueden tomar decisiones de la junta. Para el quórum de los comités de la junta, se requiere la mayoría de los miembros de los comités. Para los comités de dos (2), ambos miembros deben estar presentes para constituir quórum y celebrar una reunión. Si el quórum de un comité no está presente, la reunión del comité puede ser aplazada para otra ocasión.

1.18. Reuniones aplazadas

La junta directiva podrá aplazar cualquier reunión ordinaria, extraordinaria o extraordinaria a la hora y en el lugar que se especifique en el orden de aplazamiento. Menos de un quórum puede levantar la sesión. Si todos los miembros están ausentes, el secretario o la persona que éste designe podrá especificar la fecha y el lugar de la reunión aplazada.

1.19. Reuniones Especiales

El presidente, el comité ejecutivo o la mayoría de los directores pueden convocar una reunión extraordinaria o de emergencia de la junta directiva.

1.20. Procedimiento parlamentario

A. REGLAS DE ORDEN.

El presidente conservará el orden y el decoro y decidirá sobre las cuestiones de orden que puedan apelarse ante la Directiva. La junta utilizará las Reglas de Orden de Rosenberg y este manual de procedimientos de la junta.

B. VOTACIONES NO NOMINALES

Después de cualquier votación sin votación nominal, el presidente anunciará los resultados de la votación, incluyendo el voto o la abstención de cada director presente a menos que el voto sea unánime.

C. VOTACIONES NOMINALES.

Después de que una moción haya sido hecha y secundada, cualquier miembro de la junta puede llamar a votación nominal. Además, la acción sobre todas las resoluciones y mociones de la CSAN que gastan fondos de la CSAN será tomada por votación nominal.

1.21. Orden del día

El orden del día regular de la directiva contendrá alguno o todos los siguientes puntos:

- Llamar al orden
- Pasar lista
- Juramento de Lealtad a la Bandera
- Comentarios del público sobre los temas de la sesión cerrada
- Temas de la sesión cerrada
- Medidas notificables tomadas durante la sesión cerrada
- Comentarios del público sobre temas no incluidos en el orden del día
- Presentaciones Especiales
- Calendario de Consentimiento
- Temas de acción
- Informes del personal y de los comités
- El Bien del Juego
    - Correspondencia recibida por CSAN, Directores y Personal
    - Artículos informativos
    - Comentarios de los Directores
- Solicitudes de los Miembros de la Junta de Puntos del Orden del Día Futuro
- Aplazamiento

El presidente podrá cambiar el orden ordinario de los debates, con sujeción a que la directiva determine lo contrario.

1.22. Acciones de la Junta

Todas las acciones de la directiva serán en forma de resolución o moción.

A. RESOLUCIONES

La directiva adoptará como resoluciones todos los asuntos de negocios presentados a la directiva y aprobados por la directiva a los que se aplique uno de los siguientes factores:

1. Están obligados por ley a ser adoptados por resolución
2. Sustituir o modificar un punto previamente aprobado por resolución
3. Interpretar cualquier estatuto
4. Establecer o cambiar una política que no necesita ser impuesta como un estatuto
5. Aprobar o modificar un presupuesto

6. Aprobar cualquier contrato escrito

7. Aprobar la adquisición o disposición de bienes inmuebles

8. Aprobar la adquisición de propiedad personal con un valor de $5,000 o más

9. Aprobar la disposición de los bienes muebles

10. Adoptar o enmendar posiciones de empleados autorizados para CSAN

11. Relacionarse con cualquier otro asunto que pudiera ser adoptado como propuesta y que el Consejo decidiera adoptar como acuerdo.

B. MOVIMIENTOS RUTINARIOS

La directiva adoptará como mociones cualquier asunto de negocios presentado a la directiva y aprobado por la directiva que no requiera por ley ser aprobado como resolución, no sea adoptado como resolución por la directiva y requiera una acción de la directiva.

C. PROPUESTAS DE RESOLUCIÓN

Todos los acuerdos se adoptarán por votación nominal. Todas las mociones para aprobar el gasto o la transferencia de fondos de la CSAN y para aprobar las acciones del personal serán adoptadas por votación nominal. Todas las resoluciones y propuestas se reflejarán en las actas de la junta, en las que se indicará el contenido de la resolución o propuesta, quién hizo la propuesta, quién la apoyó y los síes y noes en la votación.

1.23. Procedimientos para la adopción de medidas

La directiva actuará únicamente por resolución o moción.

A. REGISTRO DEL VOTO

Excepto cuando la acción es tomada por el voto unánime de todos los directores presentes y votantes, los síes, noes y abstenciones serán registrados por el secretario después de la aprobación de todas las resoluciones o mociones y serán anotados en las minutas.

B. QUE PUEDE HACER UNA MOCIÓN

Cualquier miembro de la junta, incluyendo el presidente y los otros oficiales, pueden hacer una moción. Las mociones requieren un segundo. El presidente puede votar sobre todas las mociones a menos que sean descalificadas o se abstenga.

C. CONVOCATORIA DE VOTACIÓN

El presidente no convocará a votación ninguna moción hasta que se haya concedido tiempo suficiente para que cualquier miembro de la directiva pueda hacer uso de la palabra. Por lo general, las mociones complejas deben prepararse por escrito, y si es necesario para la plena comprensión del asunto ante la Directiva, el presidente reformulará la moción antes de la votación. Las mociones comunes pueden ser expresadas en forma abreviada, y serán puestas en forma completa en las minutas.

D. MODIFICAR UN MOVIMIENTO

Hasta que el presidente vuelva a presentar la moción, el autor de la moción puede modificarla o retirarla por completo. Sin embargo, después de que el presidente haya declarado la cuestión, la moción puede ser cambiada solamente por una moción para enmendar la cual es aprobada por mayoría de votos.

E. PROCEDIMIENTO PARA CONSIDERAR UNA MOCIÓN

Cuando se considere un punto de acción, será el procedimiento de la Junta Directiva para:

1. Recibir un informe del personal sobre el tema del gerente de la oficina o del presidente del comité responsable o de la persona del personal;

2. Permitir que los miembros de la junta hagan preguntas aclaratorias al personal, a través del presidente;

3. Recibir comentarios públicos sobre el artículo;

4. Busque una moción y una segunda sobre una acción propuesta para el tema;

5. Proveer para la discusión de la moción en la junta; y

6. Concluya la discusión/debate y la votación de la moción.

1.24. Sesiones cerradas

El propósito más común de una sesión a puertas cerradas es evitar revelar información confidencial que pueda perjudicar la posición legal o negociadora de la CSAN o comprometer los intereses de privacidad de los empleados. Los directores tienen el deber fiduciario de proteger la confidencialidad de la información y de las discusiones durante las sesiones cerradas.

A. JUSTIFICACIÓN

Las sesiones cerradas sólo podrán celebrarse por una de las siguientes razones:

1. Discusiones para consultar o recibir asesoramiento de un asesor legal con respecto a un litigio pendiente o existente.

2. Discusiones sobre el precio y los términos de pago para la compra, venta, intercambio o arrendamiento de bienes raíces.

3. Discusiones y decisiones sobre negociaciones laborales.

4. Discusiones para considerar el nombramiento, el empleo, la evaluación del desempeño, la disciplina o el despido de un empleado o para escuchar quejas o cargos presentados contra el empleado por otra persona o empleado.

5. Discusiones para determinar si un solicitante de una licencia o de la renovación de la licencia, que tiene antecedentes penales, está suficientemente rehabilitado para obtener la licencia.

B. AVISO

Se agendarán las sesiones privadas.

1.25. Discusión ordenada

Para promover la discusión, cada miembro será reconocido por el presidente antes de hacer uso de la palabra. Sin embargo, cada miembro de la junta tendrá el derecho de ser escuchado dentro de lo razonable sobre cualquier asunto que se presente ante la junta.

1.26. Proceso para comentarios públicos

A. PUNTOS NO INCLUIDOS EN EL ORDEN DEL DÍA

Los oficiales de la liga, gerentes de equipo, entrenadores, árbitros y jugadores siempre tendrán la oportunidad de ser escuchados sobre cualquier tema que no esté en la agenda de la junta, en cada reunión durante el período provisto para comentarios públicos. A menos que la mayoría de la junta autorice lo contrario, los oradores estarán limitados a cinco minutos durante los comentarios públicos, a menos que la mayoría de la junta autorice un límite de tiempo más corto o más largo. El comentario público es un momento para que la junta escuche y el público hable. No es un momento para la discusión entre el público y la junta.

B. PUNTOS DEL ORDEN DEL DÍA

Para todos los asuntos de la agenda, después de la presentación del comité o del personal y después de que el comité o el personal responda a cualquier pregunta aclaratoria de los miembros de la directiva, pero antes de la discusión por parte de la directiva, el presidente solicitará la aprobación del comité o del personal.

A menos que la mayoría de la junta autorice lo contrario, los oradores no podrán hacer uso de la palabra más de cinco minutos. El presidente podrá, con el fin de facilitar los asuntos de la directiva y evitar repeticiones, limitar la cantidad de tiempo que una persona pueda tener para dirigirse a la directiva. El presidente puede cerrar el comentario público en cualquier momento restringiendo la discusión al nivel de la junta a menos que una mayoría de la junta desee escuchar de otras personas. Todas las preguntas del público y de los miembros de la junta para el personal de la CSAN serán dirigidas al presidente. Las respuestas del comité y del personal se harán ordinariamente sólo después de que se hayan recibido todos los comentarios del público.

1.27. Informes de los miembros de la Junta Directiva y del personal

Los consejeros que deseen emitir un informe o formular observaciones sobre asuntos no comprendidos en el orden del día, lo harán en el apartado correspondiente a los comentarios e informes del consejero. Los informes o comentarios de los miembros del personal se harán bajo el epígrafe de informes del personal o elementos informativos. Cualquier informe de un miembro de la junta puede ser incluido en el orden del día de la reunión con el consentimiento previo del presidente. El presidente, con el consenso de la junta, puede diferir algunos o todos los informes específicos de la junta hasta después de que la junta haya tomado acción sobre cualquier punto de acción en el interés de facilitar los asuntos de la junta, o como cortesía a los miembros del público que deseen participar en los puntos de acción que también están en la agenda de la reunión.

1.28. Abstención y conflicto de intereses

El consejero que tenga un conflicto de intereses sobre cualquier asunto que se someta al Consejo deberá declarar la existencia y naturaleza del conflicto y el secretario dejará constancia de ello en acta. El director en conflicto no participará en la discusión de ese punto de la agenda, abandonará la sala de la junta después de hacer la declaración y antes de que ocurra cualquier discusión sobre el asunto, y no emitirá un voto sobre ese asunto. En las actas se hará constar la ausencia del director por cualquier circunstancia cuando el director se encuentre en la sala de juntas.

1.29. Actas de las reuniones de la Junta Directiva y de las Comisiones

Las actas de las reuniones de la junta y de los comités de la junta reflejarán con precisión las acciones de la junta y de los comités y los votos obtenidos. No serán actas literales de todos los asuntos tratados ni de las observaciones formuladas.

1.30. Notificación de Ausencia

Si algún miembro de la junta no puede asistir a una reunión, deberá notificarlo, si es posible, al presidente de la junta y al gerente de la oficina con anticipación.

1.31. Calendario de Reuniones de la Mesa Directiva

La Directiva determinará al comienzo de cada año fiscal las fechas de las reuniones ordinarias de la Directiva y de los comités.

1.32. Responsabilidades Legales de los Directores

CSAN defenderá e indemnizará a los directores de cualquier reclamo, responsabilidad o demanda que surja del desempeño de sus deberes o responsabilidades como director o funcionario de CSAN, hasta donde lo permita la ley.

1.33. Regalos

Cada director deberá cumplir con la provisión de regalos en el manual del empleado de CSAN. El gerente de la oficina entregará a cada nuevo director una copia del manual del empleado y proporcionará versiones actualizadas a todos los directores según estén disponibles.

1.34. Presupuestos anuales y registros de pagos

Al aprobar el presupuesto de la CSAN para el año fiscal, la junta directiva aprueba los gastos para los tipos de bienes y servicios requeridos para apoyar las actividades aprobadas en el presupuesto.

A. REGISTRO DE CHEQUES Y PAGOS ELECTRÓNICOS

El gerente de la oficina presentará al consejo de administración el registro de cheques emitidos y pagos electrónicos efectuados por la CSAN para cada trimestre del año. Cada registro trimestral de cheques se presentará en la siguiente reunión de la junta directiva que tenga lugar después del final del trimestre en el que se emitieron los cheques.

B. REVISIÓN

La junta directiva recibirá y revisará el registro trimestral de cheques en cada reunión trimestral regular.

1.35. Director Violación de Políticas

Siempre que los funcionarios, el personal o cualquier director de CSAN reciban una queja o preocupación con respecto a una posible o supuesta violación de las políticas por parte de un director o directores, el asunto será reportado inmediatamente al presidente. Si el presidente es el sujeto de la queja, el asunto será reportado inmediatamente al vicepresidente.

A. INVESTIGACIÓN

El presidente o vicepresidente de la directiva ordenará inmediatamente al gerente de la oficina que investigue e informe sobre el asunto al comité ejecutivo, a menos que la queja involucre al gerente de la oficina, en cuyo caso el comité ejecutivo llevará a cabo la investigación. Si la queja no puede ser resuelta satisfactoriamente por el comité ejecutivo, se incluirá en el orden del día de la próxima reunión de la junta directiva para su discusión y acción apropiada.

B. PRINCIPALES QUEJAS

Si el asunto es grave, el presidente o vicepresidente de la junta puede convocar una reunión especial para tratar la queja. Si un funcionario o director incumple cualquiera de las políticas contenidas en este manual, la junta podrá, además de cualquier otra consecuencia prevista por la ley, censurar públicamente al director infractor y podrá, como parte de la censura, tomar cualquiera o todas las demás medidas siguientes, para que surtan efecto durante el tiempo que determine la junta:

1. Retirar al director infractor de los comités y cargos representativos para los cuales el director ha sido designado o designado por la junta o por el presidente; y/o

2. Impedir que el consejero infractor incluya asuntos en el orden del día sin la autorización expresa y previa del Consejo.

California Soccer Association North
Agenda Transmittal

Agenda Item Number: 6 D

Meeting Date: 15 September 2018

Submitted by: Tom Moore

Agenda Title: Consider Approving Capital Improvement Plan (CIP) for Fiscal Year 2019

Detailed Description: The Board of Directors is asked to consider the Capital Improvement Plan shown below for Fiscal Year 2019. The following projects are proposed for Fiscal Year 2019 (September 1, 2018 to August 31, 2019):

- Repairs related to the exterior entrances to the Sean McNulty Conference Room ($3,400):
  - Replace damaged laminate flooring with ceramic or quarry tile.
  - Install an awning above the Silver Avenue entrance to the Conference Room.
  - Install rain sweeps on the exterior entrance doors.
- Replace the damaged windows in 1346 Silver Avenue. ($11,000)
- Upgrade the microphone system for video teleconferencing in the Board Room. ($300)
- Install a camera for video teleconferencing in the Board Room. ($300)
- Purchase three additional computer monitors for staff. (($900)

Financial Impact on CSAN: An estimated total of $15,900

CSAN Executive Committee Recommendation: Approve

Board Action

Motion By ______________ Seconded By ______________

Ayes: ______________ Abstentions: ______________

Noes: ______________ Absent: ______________

Reagendized For: ______________ No Action Taken: ______________

California Soccer Association North
Agenda Transmittal

Agenda Item Number: 6 E

Meeting Date: 15 September 2018

Submitted by: Tom Moore

Agenda Title: Consider Approving the Proposed Budget for Fiscal Year 2019

Detailed Description: The Board of Directors is asked to consider approving the proposed budget for September 1, 2018 to August 31, 2019.

(Se le pide a la Junta Directiva que considere la aprobación del presupuesto propuesto para el 1 de Septiembre de 2018 al 31 de Agosto de 2019.):

Financial Impact on CSAN: The proposed budget forecasts $ 506,940 in gross revenue and $488,370 in expenditures. It includes revenues from 14 leagues and $20,000 in one-time capital expenditures for building repairs and upgrades, and new computer equipment.

CSAN Executive Committee Recommendation:

Board Action

Motion By ______________ Seconded By ______________

Ayes: ______________ Abstentions: ______________

Noes: ______________ Absent: ______________

Reagendized For: ______________ No Action Taken: ______________

	FY 2017-18 Budget	FY 2017-18 Actuals Sept 1, 2017 -Aug. 30, 2018	2018-2019 Proposed Budget
Income			
4100 · PLAYER REGISTRATIONS			
4101 · Registration/player	139,500.00	115,547.50	139,500.00
4102 · Releases/player	4,500.00	3,224.00	4,500.00
4103 · New Card player	650.00	311.00	650.00
4105 · Insurance/player	119,250.00	77,941.50	119,250.00
4107 · Transfers	1,500.00	1,439.50	1,500.00
4108 · Additional Insurance	23,375.00	25,602.50	27,000.00
4109 . Electronic Database Refund	4,000.00	0.00	0.00
4100 · Player Registrations - Other	300.00	581.50	700.00
4200 · TEAM REGISTRATIONS			
4201 · Annual Team Fees	32,000.00	35,300.00	40,000.00
4204 · New Team Fees	1,500.00	960.00	1,500.00
4205 · Certificate of Insurance	120.00	120.00	120.00
4300 · LEAGUE REGISTRATIONS	1,400.00	1,500.00	1,600.00
4400 · International Game Income	110,000.00	154,597.87	150,000.00
4500 · CUPS			
4504 . Men's Amateur	1,500.00		
4510 · Men's State Cup	7,200.00	5,700.00	7,200.00
4600 · Rental Income/Mtng Room	400.00	475.00	500.00
4610 · Interest Income	2,400.00	1,212.61	1,300.00
4618 · Credit Card Service Fee	450.00	502.00	600.00
4710 · AGM/Hall of Fame			
4714 · Ticket Sales	3,000.00	2,085.00	3,000.00
4710 · AGM/Hall of Fame - Other	0.00	111.99	300.00
4711 · USASA/Region IV Team Sha	3,500.00	2,773.85	900.00
4720 · Appeals/Fines	100.00	100.00	100.00
4724 . Missed Mtngs. Fine	100.00		
4750 · Database Mail List	100.00		100.00
4751 · Postage	0.00	23.00	0.00
4800 · CSAN Sponsorship	500.00	3,000.00	4,000.00
4810 . Sales	500.00		500.00
4900 . Bad Check Penalty	120.00		120.00
4999 · Miscellaneous Income	1,500.00	2,275.06	2,000.00
TOTAL INCOME	**459,465.00**	**435,383.88**	**506,940.00**
EXPENSES			
50000 · STATE OFFICE			
50002 · Salaries/Wages	74,000.00	65,744.31	74,000.00
50003 · Employee Benefits	12,000.00	13,728.12	15,000.00
50004 · Payroll Taxes	7,800.00	6,999.48	7,500.00
50005 · Contract Labor	500.00	365.00	500.00
50006 · Hotels/Meals	1,200.00	228.60	1,000.00
50007 · Travel	700.00	258.25	500.00
50008 · Supplies	3,000.00	3,097.07	3,000.00
50009 · Postage/Shipping	800.00	1,001.79	1,100.00
50010 · Telephone/Fax	4,200.00	4,295.47	4,300.00
50011 . Printing	300.00		300.00

50012 · Equipment Lease	6,000.00	5,107.68	6,000.00
50013 · Equipment Purchase	1,000.00	1,105.52	5,000.00
50014 · Legal/Consultant	5,000.00	700.00	5,000.00
50015 · Internet/Web Site	2,500.00	220.00	2,000.00
50016 · Insurance Workers Comp	1,300.00	1,076.10	1,300.00
50017 · Payroll Processing Fees	2,400.00	1,955.00	2,400.00
50018 · Utilities	5,500.00	5,994.49	6,500.00
50019 · Taxes	70.00	80.00	100.00
50020 · USASA/USSF Affiliation Fe	100.00		100.00
50024 · Promos/Awards	14,000.00	10,841.00	14,000.00
50025 · Bank Service Charges			
50025.1 · NSF Fees	100.00	620.00	700.00
50025.2 · Merchant Service Fe	1,900.00	2,482.00	2,500.00
50025.3 · Other Serv. Charges	500.00	50.00	300.00
50025 · Bank Ser. Charges - C	300.00	151.80	200.00
50026 · Online Reg - Fees	6,000.00	2,289.42	3,500.00
50027 . Donations/Memoriams	400.00		400.00
50028 · Office Janitorial Service	2,200.00	1,749.48	2,200.00
50029 · Accounting Fees	1,000.00	1,096.93	1,200.00
50030 . Other	600.00		15,000.00
50035 · Bad Debt Expense	0.00	103.90	200.00
50000 · STATE OFFICE - Other			2,000.00
50100 · PROPERTY			
50116 · Insurance	2,600.00	2,464.00	2,600.00
50119 · Taxes	5,500.00	5,234.88	5,500.00
50128 · Maintenance	4,500.00	9,534.24	15,000.00
51100 · EXECUTIVE PRESIDENT			
51106 . Hotels	1,250.00		1,250.00
51107 · Travel	1,500.00	265.67	1,500.00
51110 · Telephone/Fax	1,000.00	1,508.33	500.00
51111 . Printing	100.00		100.00
51130 · Other	180.00	60.00	100.00
51131 · Meals	1,000.00	310.08	500.00
51132 . Honorarium @ $200 month	2,400.00		
51200 · EXECUTIVE VICE PRESIDENT			
51206 . Hotel	1,000.00		1,000.00
51207 · Travel	1,500.00	212.09	1,000.00
51225 . Bank Charges	70.00		
51231 . Meals	750.00		500.00
51300 · COMMITTEE FOR GAME PF	50,000.00		20,000.00
51307 · Travel	450.00	137.35	400.00
51311 · Printing	0.00	120.00	200.00
51324 · Promo/Awards	3,000.00	275.00	1,000.00
51331 · Meals	250.00	249.98	250.00
51400 . COMM. FOR GAME DEVELOPMENT			
51406 . Hotel	400.00		400.00
51407 . Travel	600.00		600.00
51431 . Meals	350.00		350.00
51500 . EXECUTIVE SECRETARY			
51506 . Hotel	750.00		750.00
51507 . Travel	500.00		500.00
51131 . Meals	100.00		100.00
51600 · ASSOCIATION TREASURER			

51606 . Hotel	1,000.00		1,000.00
51607 . Travel	1,200.00		1,200.00
51631 · Meals	500.00	72.54	500.00
51610 . Telephone/Fax	200.00		100.00
51625 . Bank Charges	70.00		70.00
51632 . Honorarium	1,200.00		0.00
51700 . MEMBERS AT LARGE			
51706 . Hotel	500.00		500.00
51707 . Travel	500.00		500.00
51731 . Meals	300.00		300.00
51800 · EXECUTIVE BOARD MEET	650.00		650.00
51831 · Meals	0.00	73.79	200.00
51900 · COMMITTEE FOR GAME OFFICIALS			
51906 · Hotel	500.00	280.60	500.00
51907 · Travel	300.00	492.36	500.00
51931 · Meals	300.00	735.79	700.00
52100 · CSAN MEETINGS			
52105 · Contract Labor	0.00	60.00	200.00
52106 . Hotel	900.00		900.00
52108 · Supplies	100.00	34.77	100.00
52131 · Meals	1,200.00	968.32	1,200.00
52300 . CYSA Liason			
52306 . Hotel	100.00		100.00
52307 . Travel	500.00		500.00
52331 . Meals	350.00		350.00
53100 . USASA Meeting Reg. Fee			
53120 . National Fees	400.00		400.00
53200 · REGIONAL MEETINGS			
53206 · Hotels	5,000.00	2,418.61	5,000.00
53207 · Travel	2,500.00	2,824.34	3,000.00
53220 · Region IV Fees	0.00	200.00	200.00
53231 · Meals	1,000.00	663.69	1,000.00
53300 · USSF/USASA MEETINGS			
53306 · Hotels	5,000.00	9,219.30	10,000.00
53307 · Travel	3,500.00	4,460.22	5,000.00
53308 · Supplies	0.00	873.02	1,000.00
53320 · National Reg. Fees	1,000.00	300.00	500.00
53330 · Other	2,000.00	57.25	500.00
53331 · Meals	900.00	1,462.15	1,500.00
53300 · USSF/USASA Meetings - C	0.00	129.30	200.00
54200 · PLAYER REGISTRATION			
54208 · Supplies	5,000.00	1,520.63	2,000.00
54209 . Postage/Shipping	300.00		200.00
54211 · Printing	0.00	3,380.66	4,000.00
54215 · Player Reg.	89,250.00	82,372.50	85,000.00
54216 · Player Insurance	45,265.00	38,644.75	40,000.00
54221 . League Refunds	100.00		100.00
54230 . Other	350.00		200.00
54300 · TEAM REGISTRATION			
54321 · Team Refund	0.00	3,750.00	4,000.00
54400 . League Registration			
54422 . New League Rebate	400.00		400.00

54800 . MEN;S CUP COMMISSIONER			
54806 . Hotel	300.00		300.00
54807 . Travel	600.00		600.00
54808 . Supplies	100.00		100.00
54809 . Postage	100.00		100.00
54831 . Meals	150.00		150.00
55300 . US Men's Open Cup	300.00		300.00
56100 . MEN'S OVER 30 CUP			
56106 . Hotel	500.00		500.00
56107 . Travel	600.00		600.00
56120 . National Fees	250.00		250.00
56131 . Meals	250.00		250.00
56100 . Other	2,500.00		500.00
56200 · MEN'S AMATEUR CUP			
56206 · Travel	300.00	500.00	500.00
56207 . Hotel	1,200.00		1,000.00
56231 · Meals		23.90	100.00
56220 . National Fees	2,000.00		2,000.00
56500 · MEN'S STATE CUP			
56503 · Hotel	1,900.00	2,164.22	2,500.00
56505 · Contract Labor	4,000.00	2,350.00	3,000.00
56507 · Travel	2,000.00	1,403.96	2,000.00
56508 · Supplies	1,500.00	411.27	1,000.00
56520 . National Fees	100.00		100.00
56522 . Referees	10,000.00		5,000.00
56524 · Promo/Awards	14,000.00	11,655.09	12,000.00
56530 · Other	8,000.00	10,670.28	8,000.00
56531 · Meals	1,500.00	2,096.61	2,500.00
56500 · Men's State Cup - Other	0.00	157.15	200.00
56525 . WOMEN'S STATE CUP			
56526 . National Fees	100.00		100.00
56527 . Referees	3,000.00		3,000.00
56528 . Awards	2,000.00		2,000.00
56530 · Other	1,900.00		1,900.00
57500 . DISCIPLINARY COMMITTEE			
57506 . Hotel	100.00		100.00
57507 . Travel	100.00		100.00
57531 . Meals	100.00		100.00
57600 . Rules & Revisions Committe	1,000.00	240.00	1,000.00
57700 . Appeals Committee	350.00		350.00
58100 · HALL OF FAME			
58106 . Hotel	6,000.00		6,000.00
58107 · Travel	1,000.00	354.78	1,000.00
58108 . Supplies	200.00		200.00
58111 . Printing	300.00		300.00
58124 . Promo/Awards	200.00		200.00
58131 . Meals	2,800.00	142.12	2,800.00
58300 · ANNUAL GENERAL MEETING			
58306 . Hotel	2,500.00		2,500.00
58307 . Travel	1,200.00	300.00	1,200.00
58308 . Supplies	200.00		200.00
58331 · Meals	300.00	24.36	300.00
60500 · LEAGUE RECRUITMENT			

60506 . Hotel	400.00	204.41	400.00
60507 . Travel	500.00	38.90	500.00
60524 · Promo/Award	200.00	14,184.28	14,000.00
60531 · Meals	300.00	95.20	300.00
60500 · League Recruitment - Othe	0.00	13.13	100.00
TOTAL EXPENSES	**484,355.00**	**353,737.28**	**488,370.00**
NET INCOME	**(24,890.00)**	**81,646.60**	**18,570.00**

California Soccer Association North
Agenda Transmittal

Agenda Item Number: 6 F

Meeting Date: 15 September 2018

Submitted by: Tom Moore

Agenda Title: Consider Approving Committee Appointments for Fiscal Year 2019

Detailed Description: The Board of Directors is asked to consider the following Committee Appointments for Fiscal Year 2019:

(Se le pide al Consejo de Administración que considere las siguientes designaciones de Comité para el año fiscal 2019):

STANDING BOARD COMMITTEES:

- Budget and personnel – Javier Rodriguez (Chair)
- Audit - Open
- Bylaws and Policies – Tom Moore (Chair), Cherie Evans (Counsel)

STANDING ADVISORY COMMITTEES

- Members-at-Large – Alicia Yanow, Edwin Menjivar
- Marketing and Community Outreach – Ali Ramand
- Grants – Juan Zaldana (Chair), Coco Moya
- Disciplinary and Appeals – Juan Zaldana (Chair)
- Information Technology – Paul Pattison (Chair), Gustavo Carvalho
- Events and Tournaments – Alicia Yanow (Chair)
- Cup Commissioner – Leo Shoomiloff

STATE REFEREE COMMITTEE (IAW USSF Policy 531-1—Referee Administration)

- Said Ravanfar (State Referee Administrator), Ric Olivas (CSAN Representative)

Financial Impact on CSAN: None

CSAN Executive Committee Recommendation:

Board Action

Motion By ______________ Seconded By ______________

Ayes: ______________ Abstentions: ______________

Noes: ______________ Absent: ______________

Reagendized For: ______________ No Action Taken: ______________

2018 – 2019 Calendar

September 15, 2018	CSAN Board of Director's Meeting Sean McNulty Conference Room 11:00 AM
September 21 – 23, 2018	USASA Annual General Meeting Buffalo, New York
October 27, 2018	CSAN Board of Director's Meeting Sean McNulty Conference Room 11:00 AM
December 1, 2018	CSAN Board of Director's Meeting and Annual Christmas Party Sean McNulty Conference Room 11:00 AM
January 2019	USASA Region IV Workshops Phoenix, Arizona
February 14 – 17, 2019	US Soccer Annual General Meeting Scottsdale, Arizona
March 16, 2019	CSAN Board of Director's Meeting Sean McNulty Conference Room 11:00 AM
May 18, 2019	CSAN Board of Director's Meeting Sean McNulty Conference Room 11:00 AM
July 10 – 14, 2019	Adult Soccer Fest East Coast – TBD
August 2019 Director's	CSAN Annual Member Meeting/Board of Meeting/Hall of Fame Dinner