

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
INDIANA YOUTH SOCCER ASSOCIATION, INC.**

Held: July 17, 2010

Pursuant to duly delivered notices, a regular meeting of the Board of Directors of the Indiana Soccer Association, Inc. (hereafter referred to as "Indiana Soccer," "Association" or "ISA") was held on the date written above at the Association's headquarters located at 5440 Herbert Lord Road, Indianapolis, IN 46216.

Directors present at the meeting, in person or by teleconference, were Pat Callahan, Murray Clark, Joe Fistrovich, Dave Guthrie, Larry Rowland and Tony Zirille, constituting a majority of the Board of Directors.

Mr. Clark, as Chair, called the meeting to order at 9:36 A.M., having determined that a quorum was present. He then observed that each Director had before him a binder of materials for consideration at today's meeting ("Board Book").

The first agenda item was to review the minutes of the April 17, 2010 Board meeting. After consideration, upon motion duly made by Mr. Rowland and seconded by Mr. Fistrovich, the minutes were unanimously adopted as presented.

Mr. Fistrovich was then asked to provide his Treasurer's Report. Before considering the materials contained in the Board Book, he observed that the books for fiscal year-end June 30, 2010 had not yet been closed, but that he expects a positive variance to budget for FY 2010. Turning next to the FY 2011 budget, a copy of which is contained in the Board Book, Mr. Fistrovich proceeded to highlight significant income and expense items as contained therein. As drafted, the budget shows a year-end positive variance of approximately \$20,000. He was pleased to note that many of the income sources in the budget also pay for the expenses associated with them (ex., Adult, ODP and Competition). He further noted that income sources are almost equally divided between registration fees and "all other income." Executive Director Guthrie observed that this is a very positive trend, since five years ago the Association was dependent on registration fees for two-thirds of its income. Regarding registration fees, Mr. Guthrie asked the Directors to study the pie chart entitled, "Use of Youth Registration-Only Income by Department." He views this as a helpful graphic to show ISA's constituents the significant services players and clubs receive for their fees. The Chair, on behalf of the Board, commended Mr. Fistrovich, Mr. Guthrie and the Finance Committee, consisting of Lori Hohlt and Ted Sommer, for their hard work and, in particular, the use of pie chart graphics to illustrate budget segments. Finally, Mr. Guthrie highlighted a couple of important future expense issues. First is the increase that ISA will have to its self-insured portion of player insurance. In the past, that amount has been \$25,000 per year but, in the coming fiscal year, that amount will raise to \$45,000 per year. Because of the expense tail associated with these claims, it is important to retain that \$45,000 for twenty-four (24) months. In order to do so, the budget includes allocations sufficient to fund this increased amount. He also alerted the Board that U.S. Youth Soccer is considering a raise in player registration fees of approximately \$1.00 per player. If this

occurs, it will not impact the 2011 income, but could have a significant impact on the 2012 budget. He will keep the Board advised as this matter progresses.

The Chair asked if there were any additional questions to Messrs. Fistrovich or Guthrie. There being none, upon motion duly made by Mr. Rowland and seconded by Mr. Callahan, the following resolution was unanimously adopted:

RESOLVED, that the Fiscal Year 2010–2011 Budget for Indiana Youth Soccer Association, as presented at this meeting, is hereby adopted and approved by the Board of Directors.

The Chair then asked Mr. Guthrie to provide his Management update. He first discussed the status of the Club Wellness Blueprint Agreement that is currently being negotiated between ISA and U.S. Youth Soccer (a copy of the current draft is contained in the Board Book). He next reported that membership for FY 2010 increased by approximately 1,850 players. He also informed the Board that Ms. Shannon Stewart has resigned to take a position with Carmel United Soccer Club. The Chair, on behalf of the Board, asked the Executive Director to express the Board's deep appreciation and thanks to Shannon for her years of service and for the great work she has performed on behalf of ISA. Mr. Guthrie said he would be pleased to convey those warm sentiments. Next, he reported that USYSA has recognized Indiana Soccer as a Joint State Youth Association, which is the final approval needed to fully integrate the Indiana Adult and ISA organizations. He also provided an update on certain pending litigation. Finally, Mr. Guthrie and the Chair updated the Board on the status of their discussions with the Fort Benjamin Harrison Reuse Authority concerning the possible acquisition of land surrounding the ISA Headquarters.

The Chair next directed the Board's attention to several Management recommendations concerning Applications for Membership by various groups. Management reports concerning each of these applications is contained in the Board Book. Turning first to the Application of USF REAL, Management recommends that it be accepted as an Affiliated Member Club. Whereupon, by motion duly made by Mr. Fistrovich and seconded by Mr. Rowland, the following resolution was unanimously adopted:

RESOLVED, that the Application by USF REAL to become an Affiliate Club of ISA is hereby approved, subject to fulfillment of all requirements for membership, as determined by Management.

The next membership request is by Hallmark Construction Corporation to become an Allied Member of ISA. The Executive Director reminded the Board that an Affiliated Club Member was one that oversaw youth soccer teams, whereas, an Allied Member is an entity that supports the work of youth clubs. Hallmark Construction Corporation provides facilities to a number of ISA Affiliated Member Clubs in Northwest Indiana. After discussion, upon motion duly made by Mr. Rowland and seconded by Mr. Fistrovich, the following resolution was unanimously adopted:

RESOLVED, that the Application of Hallmark Construction Corporation to become an Allied Member Club of the ISA is

hereby approved, subject to fulfillment of all requirements for membership, as determined by Management.

The final application for membership is from FC Vardar to become an Affiliated Member Club. Mr. Guthrie discussed at length why Management believes that this application should be rejected. In light of that recommendation, upon motion duly made by Mr. Rowland and seconded by Mr. Callahan, the following recommendation was unanimously adopted:

RESOLVED, that the application of FC Vardar to become an Affiliated Member Club is hereby rejected.

The Chair then directed the Board's attention to a "Resolution to Change Trustee of the ISA ERISA Retirement Plan." The reason for this change is because Mr. Rawson, the current Trustee, is no longer affiliated with ISA. Whereupon, by motion duly made by Mr. Rowland and seconded by Mr. Fistrovich, the following resolution was unanimously adopted:

RESOLVED, that effective, as of the close of business of July 17, 2010, Donald R. Rawson is removed as Trustee of the Indiana Youth Soccer Association's ERISA Retirement Plan ("Plan") and replaced by David Guthrie;

FURTHER RESOLVED, that the Board of Directors of this organization hereby authorizes its Executive Director, David Guthrie, to execute any documents necessary and to make such changes therein as may be required or which may be deemed appropriate and to take any other actions which they deem necessary or desirable or proper to carry out the intents of the foregoing resolution.

Consideration was next given to a recommendation by the Finance Committee to change the Company's current outside auditor. The Chair reminded the Board that there has already been significant dialogue between the Directors, Management and the Finance Committee regarding the reasons for this recommended change. In light of that dialogue, upon motion duly made by Mr. Rowland and seconded by Mr. Callahan, the following resolution was unanimously adopted:

RESOLVED, that based on the recommendation of the Corporation's Finance Committee, the Board of Directors hereby appoints Dunbar, Cook & Shepard, PC, as its outside auditors to conduct the FY 2010 and to act as same for FY 2011.

Under the final agenda item, "For The Good of Youth Soccer," Mr. Guthrie discussed the recently concluded State Cup competitions which were held at the Lawrence Park Soccer Fields. He was very pleased with the outcome and especially with the job that Angel Hall and her committee did in running an on-time and well-organized tournament, despite challenging weather conditions. He also discussed the Special Olympics/TOPS partnering at the competition to play a game amongst athletes with special needs at the State Cup.

There being no further business, the Chair adjourned the meeting at 11:30 A.M.

Respectfully submitted,

H. Patrick Callahan,
Secretary of the Corporation