

MINUTES
NEOASA SPRING SCHEDULING MEMBERSHIP MEETING
FEBRUARY 20, 2007

CALL TO ORDER: The meeting was convened at 7:05 p.m. at the Allen Chapman Activity Center at Tulsa University by President, Shae Roggendorff.

ROLL:

NEOASA Executive Committee:

Shae Roggendorff, President - Present
Dennis Hartney, First Vice President (ADC Chair) – Present
Jonathan Liechti, Second Vice President (Scheduler) - Present
Brian Vierthaler, Third Vice President (Tournaments/Soktoberfest Chair)- Present
Mike Thornton, Secretary/Treasurer - Present

NEOASA Referee Assignor:

Larry Morgan - Absent

NEOASA Administrator:

Donna Dildine - Present

Members:

All Members were present except:

Harchester
Arnies
Bear Sky
The Blues
Blue Turtle Tavern
Good Vibrations

APPROVAL OF PRIOR MINUTES: The Minutes for the Membership Meeting of January 30, 2007, were presented. Upon motion duly made and seconded, the proposed Minutes were unanimously approved with the correction of the “**Roll - Members**” to show Hot Tuna as present.

OFFICER REPORTS:

President (Shae Roggendorff): Shae provided Members with a copy of and discussed the free advertisement which was provided to NEOASA by the **Tulsa World** on Sunday, February 4, 2007, as well as the response which NEOASA has received.

First Vice President - ADC Chair (Dennis Hartney): Dennis reported to the Members that he anticipates that there will be one (1) new team this Spring Season comprised of previously

unregistered and/or unaffiliated players and that additional previously unregistered or unaffiliated players are looking for existing teams.

Second Vice President - Scheduler (Jonathan Liechti): Deferred to New Business.

Tournaments/Soktoberfest Chair (Brian Viethaler): Brian announced that the Growth Committee needs more involvement and that he is working on a brochure.

Secretary/Treasurer (Mike Thornton): Deferred to New Business.

Referee Assignor (Larry Morgan): Absent.

League Administrator (Donna Dildine): Donna reported that payment for players' registrations is due by this Thursday and that the packets will be ready for pickup next Wednesday and Thursday, February 28 and March 1, 2007.

SPECIAL COMMITTEE REPORTS:

Executive Committee: Deferred to New Business.

OLD BUSINESS:

OSA Combined 08 and 09 Referee Certification Course: On behalf of Larry, Shae confirmed that OSA has agreed to offer the Combined 08 and 09 Referee Certification Course at a discounted registration fee of \$50.00 per registrant if NEOASA will register at least six (6) registrants for the Combined Course, tentatively scheduled for March 9 through 10 at the OSA offices in Tulsa. Shae urged Team Reps to assist the Executive Committee with enrolling at least six (6) registrants so this Combined Course can be held as scheduled.

Spring Season Referee Assignments: Shae and Jonathan reminded the Members that pursuant to the decision by the Executive Committee announced at the Annual/Election Membership Meeting on January 30, 2007, and the Resolutions approved by the Members at that meeting, for the Spring Season only matches in the following divisions will be assigned three (3) officials:

Men's First Division
Men's Second Division
Men's Over 30 Division

NEW BUSINESS:

Amended and Restated Articles of Incorporation for NEOASA: Mike presented to the Members the following:

1. current *Articles of Incorporation* and *Certificate of Incorporation* for NEOASA filed on June 20, 1980 ("initial Certificate"); and,

2. a proposed *Amended and Restated Certificate of Incorporation of the Northeast Oklahoma Adult Soccer Association, an Oklahoma not for profit corporation* ("new Certificate").

Mike announced that at the direction of Shae and the Executive Committee he has prepared a proposed new Certificate which substantially revises the initial Certificate so as to bring the initial Certificate into compliance with:

- (a) the Oklahoma General Corporation Act ("**Act**") which was enacted after the filing of the initial Certificate;
- (b) NEOASA's Constitution, Bylaws, Rules and Regulations and Standing Resolutions; and,
- (c) the Internal Revenue Code ("**Code**") requirements for an "exempt organization" under Sections 501(c) (3) and 501 (j) of the Code.

In addition, proposed provisions dealing with liability and indemnification of officers would be added by the proposed new Certificate as permitted by the Act.

Mike further advised the Members that, as required by the Act, the Executive Committee unanimously has approved the following Resolution recommending to the Members that the new Certificate be adopted:

RESOLVED: That a proposed new Certificate, having been reviewed by the Executive Committee, hereby is declared to be desirable and hereby is presented by the Executive Committee to the Members of NEOASA with the recommendation that the same be adopted and approved in accordance with Section 1077 B.3. and 1080 of the Act at the Scheduling Meeting of the Members on February 20, 2007, or at any subsequent Membership Meeting.

Whereupon, upon motion duly made and seconded, the following Resolution was unanimously approved by the Members:

RESOLVED:

- (1) Whereas a proposed new Certificate has been reviewed and now is presented to the Members by the Executive Committee with the recommendation that the proposed new Certificate should be adopted by the Members.
- (2) Whereas the proposed new Certificate would substantially revise the initial Certificate so as to bring the initial Certificate into compliance with:

- (a) the Oklahoma General Corporation Act ("**Act**") which was enacted after the filing of the initial Certificate;
 - (b) NEOASA's Constitution, Bylaws, Rules and Regulations and Standing Resolutions; and,
 - (c) the Internal Revenue Code ("**Code**") requirements for an "exempt organization" under Sections 501(c) (3) and 501 (j) of the Code.
- (3) Whereas the proposed new Certificate also would implement new provisions addressing the liability and indemnification of officers and as permitted by the Act.
- (4) Whereas the revisions and additions provided by the proposed new Certificate are necessary and/or desirable.

NOW, THEREFORE, IT HEREBY IS RESOLED that such revisions and additions provided by the proposed new Certificate should be and hereby are approved and adopted and President and Secretary should be and hereby are authorized and directed to effect such revisions and additions by executing, acknowledging and filing the proposed new Certificate with the Secretary of State of the State of Oklahoma, in accordance with Sections §§ 1077 B.3., 1080 and 1007 of the Act.

Spring Season Schedule: Jonathan presented the proposed Spring Season Schedules for the following divisions and noted for each division, except the Co-Ed Division, the number of teams in each division and the number of times each team within each division is scheduled to play each opponent within that division:

Men's First Division
 Men's Second Division
 Men's Over 30 Division
 Masters Division
 Women's First Division
 Women's Second Division

Co-Ed Division - Team Registration and Fees: 3/22/07 deadline for teams to register the minimum number of players to be scheduled. \$250.00 plus referee fees to be paid by each team with each newly registered player to pay \$20.00 player registration fee.

Referee Assignment: Center referees only.

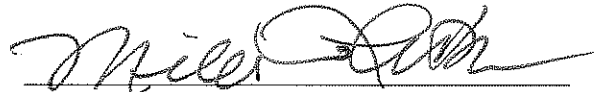
Spring Season Schedule: Commencing 3/30/07 or
4/06/07 at 6:30 p.m. and 8:30 p.m. on Fridays.

Upon motion duly made and seconded, the proposed Spring Season Schedule was approved subject to further revisions by Jonathan and approval by the Executive Committee and with the proviso that the final Spring Season Schedules will be e-mailed, placed in packets and made available at the NEOASA website (www.neoasa.org).

Co-Ed Division: Shae announced that there were eight (8) teams in the Co-Ed Division last season and that the number of teams is expected to increase this Spring Season. He urged new teams to get registered as soon as possible.

ADJOURNMENT: Upon motion duly made and seconded, the meeting was adjourned at 7:50 p.m.

Submitted by:



Mike Thornton

Secretary/Treasurer

Approved ___/___/07 Membership Meeting