

Attendance & Call to Order

Ken Ward (WYSA President), Jay DeBruin (WYSA Vice President), Chris Lay (WYSA Secretary), Chris Lacey (WYSA Treasurer), Ernie Englund (Kenosha), Chris Yustus (Midway), Francisco de la Rosa (Southwest District), Dusty Rhodes (East Central), John Janasik (Metro), Shan Amini (Waukesha), Michael King (Kickers), Kyle Trimble (SYRA), Melissa Zielinski (WYSA Executive Director), Jim Veaser (Ozaukee)

Absent: Parker Conover (MAYSA), Amanda Seifert (Stateline)

Ken called the meeting to order at 7:32pm. Jim Veaser was welcomed to the Board of Directors as the new representative for the Ozaukee District.

1. Approval of Meeting Minutes (11/15/25) Motion: Jay DeBruin, Second: Chris Yustus (APPROVED)
With an amendment to November meeting minutes reflecting a vote abstention by Francisco de la Rosa and a no vote from Chris lacey on the first District motion.

2. President's Updates
Ken shared an update with Board about conversations with Club Presidents regarding the combining of Districts approved at the November meeting. There was Board discussion about whether Districts would need to be renamed. (Western District and Southeast District)

3. Treasurer's Report
Chris Lacey presented October 2025 financials.

The 2026/2027 Budget was also presented. This budget does not call for any player or user fee increases. A significant change is the new Foundation Committee which includes a bylaw amendment for a new standing committee. Motion: Francisco de la Rosa, Second: Jay DeBruin (APPROVED)

4. Old Business
4.1. Bylaw Amendments

Article II – Membership

2. District Association Members. District Association Members are administrative bodies created and authorized by the State Association to carry out WYSA's programs and services within a geographic area of the State of Wisconsin and that meet the standards for membership established by WYSA, USYSA and the Federation from time to time (a "District Association Member").

a) The WYSA State Council shall maintain ~~12~~10 districts.

B. Limitation. WYSA shall have no more than ~~12~~10 District Association Members, each of which shall be responsible for certain oversight of WYSA's programs within the State Council-approved designated geographical area of the State of Wisconsin and each of which shall serve as the highest level administrative body for soccer for youth players within that geographical area for programs delegated by WYSA to that District.

Motion: Chris Lacey, 2nd: Francisco de la Rosa (APPROVED)

Article VII – State Council Meetings APPROVED

Section 2. Authority. The State Council has the authority to: (a) amend the charter and bylaws of WYSA; (b) approve an annual budget; (c) approve prior actions of the Board of Directors as described in these bylaws; (d) approve minutes of prior meetings; (e) elect all officers ~~and Independent Directors~~; (f) approve annual fees; In each instance, such authority may be implemented only after action of the State Council as described in Article VIII.

Motion: Dusty Rhodes, 2nd: Jay DeBruin (APPROVED)

5. World Cup Strategy

There was Board discussion on World Cup strategy focused on exposure to soccer and membership growth. Chris Lay volunteered to chair the Committee which will develop a menu of activities WYSA could financially support aligning with our mission. (<https://www.ussoccer.com/soccer-forward/fests>)

The Committee includes Chris Lay, Ken Ward, Chris Lacey, Dusty Rhodes and staff liaisons, Meghan Ward and Katie Schauer.

6. New Business

6.1. Bylaw Amendment – Article X – Committees

ARTICLE X COMMITTEES

Section 1. Standing Committees.

A. The WYSA Chair shall annually appoint, subject to approval by the Board of Directors by not later than the first regular Board of Directors meeting after the annual general meeting, the members of the following committees:

1. Governance & Nominating Committee.
2. Finance Committee.
3. Appeals Committee.
4. ~~Disciplinary Committee.~~
- 4.5. ~~Foundation Committee.~~

B. Except for the Foundation Committee, Standing Committees shall:

~~5.1. Consist of between three and seven members.~~

- (a) If an Appeals or Disciplinary committee member must recuse themselves due to a conflict of interest, a temporary independent interim member may be appointed for the hearing to have an off number of members judging on the hearing.

~~6.2. At least one member of each committee must be a board member.~~

~~7.3. The WYSA Chair and Executive Director (or assigned designated staff person) shall be included in all committees as non-voting members.~~

~~8.4. The WYSA Chair shall appoint the chair of each committee, which shall be a voting member of the Board of Directors.~~

~~9.5. The standing committees shall complete the duties as described in Policy 010-001 (Standing Committee Duties).~~

C. The Foundation Committee shall:

1. Consist of between three and **five** members.

- (a) If a Foundation Committee member must recuse themselves due to a conflict of interest and that recusal results in a lack of quorum for a vote at two consecutive meetings, the vote lacking a quorum shall be delegated to the WYSA Board of Directors, and the vote of the Board of Directors shall serve as the vote of the Foundation Committee.

2. The WYSA Chair shall appoint the chair of the Foundation Committee, which shall be a voting member of the Board of Directors but may not be the WYSA Chair of the Board of Directors.

3. In consultation with the Executive Director, the WYSA Chair shall appoint the remaining members of the Foundation Committee pursuant to the following restrictions:
 - (a) Except for the chair of the Foundation Committee, no voting member of the Foundation Committee may be a voting member of the Board of Directors.
 - (b) No voting member of the Foundation Committee may be an employee, contractor, officer, or director of WYSA or an Organization Member except that a not otherwise disqualified referee may be a voting member of the Foundation Committee.
 - (c) Except for the chair of the Foundation Committee, each voting member shall bring skills and experiences which uniquely qualify them for serving as a member of the Foundation Committee given the Foundation Committee's duties.
4. The WYSA Chair and Executive Director shall be non-voting members of the Foundation Committee.
5. The Foundation Committee shall complete the duties as described in Policy 010-001 (Standing Committee Duties).

B.D. **Restriction.** No member of a standing committee may receive compensation (except reimbursement for reasonable out-of-pocket expenses) for services performed as a committee member.

Section 2. Special Committees.

- A. Appointment.** Subject to the approval of the Board of Directors, the Chair, or the Executive Director in consultation with the Chair, may establish special committees, appoint the members and chair of each of those committees, and prescribe the responsibilities of each.
- B. Composition.**
 1. Each special committee shall consist of a minimum of one member of the Board of Directors.
 2. The Executive Director, with consultation from the Chair, shall appoint the chair and members of each special committee with the approval of the Board of Directors.
 3. Members of the special committees shall be appointed annually. Absent resignation, a committee member continues to serve until a successor has been appointed.
- C. Restriction.** No member of a special committee may receive compensation (except reimbursement for reasonable out-of-pocket expenses) for services performed as a committee member.

Rationale for Adding the Foundation Committee as a Standing Committee

Establishing the Foundation Committee as a standing committee within the WYSA bylaws is necessary to ensure consistent governance, oversight, and accountability of the WYSA Foundation Program and the charitable initiatives it supports. As outlined in policy, the Foundation Committee is responsible for stewarding funds allocated by the Board of Directors for charitable purposes, guiding strategic fundraising efforts, and ensuring that all foundation activities align with WYSA's mission. Embedding this committee in the bylaws formalizes its essential role in managing and advancing these initiatives.

Because the Foundation Committee oversees policies related to the acceptance, investment, and distribution of foundation funds, its work requires a stable structure, regular reporting, and a clearly defined membership framework. The committee also evaluates financial assistance requests, scholarship applications, and grant proposals—functions that demand independence, transparency, and specialized expertise. By making the Foundation Committee a standing committee, WYSA ensures the continuity and integrity of these processes.

Formally recognizing the Foundation Committee in the bylaws ensures it has the authority, structure, and stability necessary to fulfill its duties and to expand WYSA's impact through philanthropy and community investment.

Motion: Jay DeBruin, 2nd: Chris Yustus (APPROVED)

7. For the Good of the Game

Meeting adjourned at 8:52pm.