



## MEMBERS SPECIAL MEETING 2 MAY 2024 6:30p EST

1. Call to Order
  
2. Approval of Meeting Agenda
  
3. Stated Purpose of Meeting as Requested by Members
  - a. the actions of the leadership team and the Board of Directors
  - b. recent personnel changes and decisions
  - c. the role and scope of director Jerid
  - d. resolution of disputes and planning for the future of the CASL organization
  
4. Attorney Jack Rucker Comments
  
5. Special Meeting Topics (see Addendum I)
  
6. Open Floor (3 mins per member)
  
7. Adjournment
  
8. Next Board Meeting Date: May 19, 2024 @ 5.00p



## ADDENDUM I

1. The actions of the leadership team and the Board of Directors
  - a. Financial issues with the league, (who is spending money how is it approved, and who should have access to it)? Can all expenses be accounted for the last 5 years? Were they approved?
  - b. Are the Voting Powers being followed and right to call meetings per by-laws.
  - c. Who are general members?
  - d. Who have the authority to make agenda topics and call a vote? General members or advisors?
  - e. What role does MSPSP advisor play on the board? Are they considered an actual voting board member?
  - f. Conflicts of interest as addressed by by laws of CASL
  - g. Transparency of the complaints committee More interactions with club directors on all matters
  - h. How are new communities decided to allow entry into the league?
  - ~~i. Meeting Minutes/notes and agenda should be posted on website per rules of non profit and board requirements.-(tabled)~~
  - j. Are the current board members working in the best interest for all the members communities.
  - k. Why was a complaint filed against the Vice President not properly addressed? Understanding there is no HR department, why did this complaint not come to a conglomerate of 3-5 Community members for resolution?
  - l. Why did Jerid request permission to create a financial committee involving community Presidents, Treasurers, or Vice Presidents get turned down by Oscar and seconded by Steve T? – cannot find in meeting mins and our meeting mins starting in Sept '22 show “treasurer/financial committee” as title.
  - m. What is the official title of Oscar Castenada? He violates MSYSA Article V by being on the CASL board, so I am wondering how this came to be, and what his actual title is. I would also like to know why the board feels it is appropriate to put him on all financials given the issues that came about when Oscar was President. Misappropriations, a director that plead guilty to felonious crimes, a \$19,000 purchase that was not discussed or approved?
  - n. What dictates who becomes a board member and who doesn't? The board Elected in 2022 Jerid to Treasurer with no financial background, the board elected Brett Christiansen to the Board and subsequently removed him, the board elected Oscar Castenada to the board again, but then bypassed a long-standing member who rightfully wanted and deserved to join the board.
  - o. Why did Oscar Castenada offer the Presidency to Dan Moreno, and Michael Crouch as per the minutes on July 11th, 2021, only to state he would do most of the work? (This is quoted below for quick reference).
  - ~~p. Why do we not have a governance document imposed? I do know one was presented by former President Michael Crouch – this is inaccurate. The document was sent by Jerid as an attachment when sending the meeting agenda for the March board meeting, email sent March 9<sup>th</sup>. It was suggested by Steve Horn a couple of times at our April board meeting that the governance document was a great idea brought to the board by Jerid last month and is something that we need to spend time completing before AGM and look to put into place then.-(tabled to AGM)~~
  - q. Why are we not completing full background checks on at a minimum our executive members? If CASL is moving \$100,000+ in money each year, I believe every member of the board should have a background check for transparency. I also would like the comfort given the misappropriations of knowing the people we put in positions on the board can offer transparency, and also stability legally and financially speaking. Everyone has a past, and if they're honest about it, then it should not be an issue.
  - r. Who is in charge of relationships with vendors? More questions around this may arise based on the feedback of Cody Ward, and his experience.
  - s. Why did the president at the time and the director reach out to my community dig up dirt on one of our directors? When they did receive feedback related to how our club does business, why was that information not provided to the club president or director, even though it was requested?



## ADDENDUM I (CONTINUED)

2. Recent personnel changes and decisions
  - a. The topic of the last three directors and lack of awareness of the hiring process from the communities
  - b. How is the board is chosen and who voted for those members? What are the specific duties?
  - c. Why do we keep burning through Directors? (Jerid has a response)
3. The role and scope of director Jerid
  - a. Clear role and expectations of the director including hours of operation, flex schedule options, utilization of technology to make the process easier
  - b. ~~Why are ideas by the current director continually turned down when the Director presents them? Fundraising from Applebee's, and Little Caesars whom MSYSA just partnered with on 04/30/2024 as examples? I scanned meeting minutes didn't find any recommendations or rejections~~ (Tabled)
  - c. Jerid's documented actions and interactions with the board
4. Resolution of disputes and planning for the future of the CASL organization
  - a. Figuring out how to get the board and the director to work together.
5. Scheduling
  - a. ~~Scheduling issues and how to improve the process~~ (tabled)
  - b. Who decided on division placements? What process was used? Why was coaches nor director feedback not considered? Was this a board decision or did someone act independently?
6. Finance Related
  - a. Transparency of financials
  - b. Why was there nearly \$60,000 in past due bills in 2022? Why was this not disclosed to the communities?
  - c. How much misappropriation of funds took place between 2015 & 2024? Who were the Directors and board members at this time?
  - d. Building use and cost
  - e. ~~More money going to the communities for operations from fundraising~~ (tabled)
  - f. ~~Utilization of cost savings from bulk buying equipment, sponsorships, media advertising, etc~~ (tabled)
  - g. I think there needs to be an audit of the books.
7. Other Topics
  - a. Nonprofit status
  - b. Why were the 501c3 and 990 suspended in 2022?
  - c. Making sure CASL is here to stay. Don't want a big club to take it over.
8. Cody Ward Comment



## MEETING MINUTES

Meeting called to order by Steven Horn at 6.31p

Role Call:

- In Person
  - Steve Horn - (VP CASL)
  - Chris Elliot - (JACS)
  - Steve Torok (interim secretary, Bath soccer club)
  - Geoff Heyd - (Laingsburg/interim CASL treasurer)
  - Liz Davis - (Laingsburg)
  - Paul Chatfield (Lansing soccer club, East Lansing soccer club, CASL Registrar)
  - Jenni Kahn-Jaques (Holt, CASL scheduler, CASL director at large)
  - Kennie Flamino (Holt)
  - Yvonne Robles - (Haslett)
  - Kevin Cobb (Williamston)
  - Randy Padgett (St Johns)
  - Rob Antcliff (Okemos)
  - Sarah Larson (Lakewood)
  - Cody Ward - (Grand ledge / web design contractor)
  - Dan Moreno - (Waverly)
  - Greg Rogers - (Mason)
  - Tyler Harris – (LSC Proxy)
  - Jonathon Cobbet (Dewitt)
  - Johnni Lewis - (Ovid Elsie)
  - Chris Elliot (JACS)
  - Randy Greenslade (WCSC)
  - Michale Crouch (Complaints chairman, director at large)
  - Jerid Minich (Interim league director, Lansing Soccer Club)
  - Jack Rucker (retained attorney)
  - Eric Clark (Grand Ledge)
  - Patrick Masi (Williamston)
  - Jake Derby (Mason)
  - Will Robinson (East Lansing)
  
- Online
  - Page Emmons (Holt)
  - Danielle Jordan (Maple Valley)
  - Emily Sicilia (Portland)
  - Matt Hittle (Manchester)
  - Casey Tobias (HJR)
  - Kira Burney (Dewitt)
  - Michelle Hoon (Portland)
  - Shalona Banks (HJR)
  - Matt Hittle (Manchester)
  - Josh Walz (WCSC)



#### Review and Approval of Agenda

- Motion to table 3b from the agenda -Chris Elliot made motion 2nd by Dan moreno (motion carries)
- Motion made to table 6E -Chris Elliot made motion 2nd by Dan moreno (motion carries)
- Motion to table 1I by Chris Elliot - seconded by Sarah Larson (motion carries)
- Motion to table 5A - made by Greg Rogers seconded by Randy Pagett (motion carries)
- Motion to table 6F - Motion made by Jennie Kahn Jaques 2nd by Eric Clark (motion carries)
- Motion made to table 1P and to have it ready for AGM - 1P - Made by Chris Elliot 2nd by Kelli from Holt (motion carries)
- Motion made to remove 1o by Dan Moreno - Seconded by Kelli Flamino from Holt (motion fails)
- Motion made to approve edited agenda by Greg Rogers and seconded by Chris Elliot (motion passes)
- Circle back to Shallona Banks on 1J – her question was has there been an issue with this in the past to be discussed when we have discussion.

#### Comments From Attorney Jack Rucker

- Retained to get a hard analysis of the organization and how its being run, especially re: the bylaws
- Working with the board for the past three weeks
- His lawfirm specializes in small business non-profits
- His role is to diagnose where there might be problems and to
- Has been asked by board to make a list and provide recommendations for updating the bylaws
- A lot of updates need in his opinion
- He is outside general counsel for the entire CASL organization
- Non-voting capacity
- Question from Dan Moreno asking who acquired his services. Mr, Rucker stated that Michael Crouch retained him. Clarifying question, Dan asked that he was retained by just Michael. Confirmed by Mr. Rucker

Recommendation by Steve Horn for the board of directors and interim director to provide answers to special meeting agenda topics.

- Eric Clark commented that he feels that would be a good option for the members there to hear answers to questions and provide context. Chris Elliott agreed with question around time of each members time to speak. Additional discussion around format clarifying amount of time per person to speak.
- Motion made by Dan Moreno to enter informal conversation before each agenda item for a general/broad POV - Q&A - 2nd by Eric Clark (motion carries)



## Special Meeting Topics Answers and Discussion

- Agenda Item 1 - The actions of the leadership team and the Board of Directors
  - Kelli Flaminio
    - Concerned that Jerid has unlimited access to financials
    - Concerns that there are no meeting notes or minutes until recently
    - Concerned that cannot account for our financials
    - Jeird - states that he is working on getting Geoff access to bank accounts this week
    - Oscar - states he has been trying to gain access to bank accounts
  - Chris Elliott
    - concerns over financials - specifically David Blanzly spending
    - Looking to add transparency to our financials specifically.
    - Concerned about lack of action from the board and governance.
    - Wanting to see more representation on the board for his community
  - Tyler Harris
    - Concerns process on how money is spent and procedure.
    - Who signs checks - Geoff - stated that electronic transactions pose challenges?
    - Concerned about questionable charges from 2022 and who is still around from that time - Horn answered yes
    - Were they aware of the transactions (Tyler)
    - Horn stated no - the board members were not aware or had a hand in them.
    - Oscar stated that we were requesting info from the then treasurer only to get ignored (Jennie and Geoff verified)
    - Concerns about board members commitment to the communities
    - Concerns about People on the bank account - Geoff Heyde stated that Jerid is only person at the moment but we're working towards adding
  - Greg Rodgers
    - Wanted to verify how often CASL treasurer has to submit info to board
    - Advised by Rucker to do this monthly.
    - Has questions about how board members are added?
    - Founding members do not have automatic spot on the board (per Rucker)
    - Question about how a club with teams in different leagues and voting privileges
    - How many board members are allowed on be on the board
  - Johnni (Ovid Elsie)
    - Concerns about checks and balances
    - Wishes to be more involved - how to - Horn explained
    - Question of what funds were used to retain Rucker - was answered as CASL's funds
  - Randi Greenslade
    - Stated that monthly reports should be presented by the treasurer to the board - very upset about past spending.
      - Geoff stated his current practice in using a live sheet with full visibility to the board.
    - Wants to know if all seats on the board are filled



- Dan Moreno Waverly
  - Questions about spending procedures over the last year or 2
  - Clarification offered by Horn.
  - Comments about the current board and his confidence in the current board
  - Question about why Jerid is the only one on one account is there a timeline to correct this (Horn others have visibility)
  - Comments that board meetings are sparsely attended even though these are open meetings.
  - Concerned about retaining an attorney as opposed to turning to the communities for help
  - Stated that its an insult to the board members integrity being questioned
- Kevin Cobb
  - Statements on transparent and its importance
  - Concerns about complaints and how coaches are interacting with the refs and lack of transparency over a specific event
  - Transparency on all issues - not just financials
  - Action Item - Request to send an email involving Williamston complaints interactions within the past 5 months
- Eric Clark
  - Comments about working on financial procedures.
  - Stated disappointment about where CASL is at and having to hire an attorney.
  - Stated some of the past charges (including large charges) were associated with his community and that his board DID pay CASL back (Trace-dinners etc). The former director was a Grand Ledge coach and used CASL card to purchase items and had GL pay them back.
- Agenda Item 2 - Recent personnel changes and decisions
  - Jerid stated that board members have different personalities and there are interpersonal relationship issues
  - Michael stated that there are too many bosses/that the director has too many bosses
  - Oscar stated that Michael's position is his own but not necessarily reflective of the board
  - Steve Horn stated we are a team and there are/should be no bosses
  - Geoff and Jennie stated we are working towards our director working with community reps only and avoid the coaches having reach out directly to the director
  - Horn stated the board is considering having multiple directors/employees to provide redundancy
- Dan Moreno moved to open discussion Eric Clark 2<sup>nd</sup>
- Chris Elliot
  - Discussed procedures and how voting works/directors are appointed (Geoff Explained) (Oscar explained)(Rucker explained)
  - Padgett recommended a governance committee composed of com reps.
  - Padgett also recommended that every community needs a complaints committee member
  - Has concerns about CASL hiring directors with legal issues



- Dan Moreno
  - Mentioned Improving processes on choosing and onboarding members
  - Exit interviews (Horn explained our history/process)
- Josh Walz -
  - Complaints suggestions - instead of coaches calling in complaints it goes through club director
  - Why were communities not notified about Jake? - Michael Crouch stated he was suspended - Steve Horn stated that we should have notified communities and we own that.
- Motion moved to close agenda item 2 by Greg Rogers and 2nd by Eric Clark (motion passed)
- Agenda Item 3 - The role and scope of director Jerid
  - Oscar - stated communication is the key and we have been lacking it from our director
  - Oscar stated that losing access without communication was/is problematic
- Rob Antcliff
  - What is the process for hiring the executive director and are we voting on anything tonight - (no direct answer in bylaws)
- Keilli Flamino
  - stated skepticism in lack of accountability to the director and their authoritative actions
- Tyler Harris
  - Made a motion to share a hard drive that Jerid has - Eric Clark 2nd -motion withdrawn
- Chris Elliot
  - Stated that we need a clear understanding of what is needed from our director, including business hours
  - Stated it would be beneficial that we maintain only 1 point of contact from club to CASL director
- Chirs Elliot made a motion and 2nd by Dan Moreno to show contents of hards drive at May 19th board meeting – withdrawn
- Chris Elliot makes a motion to to execute the transfer the hard drive to our attorney and a report a prepared for the May 19th meeting - 2nd by Dan Moreno - MOTION CARRIES
- Randi Greenslade
  - Stated that all emails from community members should be shared across all board members
- Dan Moreno
  - Discussed directors' position and knowledge or lack thereof of job description
  - Question about MSYSA and their influence or directives to Jerid and or CASL
- Jerid stated again that he had no job description and he regrets not informing board of changes made for GotSport Access. The board indicated he was involved in the process for hiring previous director and reviewed the job description at that time.





- Geoff explained refusal to do assignments, has been verbally abusive with board members. Stated he has a habit of taking away access to items
- Motion made by Oscar to close agenda 3, seconded by Eric
- Motion made to table items 4,6,7 to May 19th board meeting by Rob Antcliff and 2nd by Eric Clark (motion passes)
- Agenda Item 5 – Scheduling
  - Jerid used his autonomy to make changes to divisioning he felt was appropriate, in spite of the rules stated in CASL rules.
  - Jenni filled in on how she tried to help with divisioning - stated board was not involved with divisioning. Indicated that we used meetings with coaches as guides for proper divisioning.
- Chris Elliot
  - stated the phone call procedure for divisioning was problematic
  - Stated frustration about divisioning placement
  - Shared strategies WSSL employs for divisioning
  - Geoff mentions schedules were already done by the time we hit the coaches meeting making moving division VERY problematic
- Sarah Larson
  - Stated frustration about division placement and lack of communication around divisioning
  - Cited L3 Bylaws divisioning
  - Frustrated about having to rearrange schedule
- Johnni Lewis
  - Stated frustration about coaches NOT putting in their scores honestly
- Eric Clark
  - Supports development of players should be paramount in divisioning
- Jake Derby
  - Stated divisioning will never be a perfect process
  - Stated divisioning MUST be based around development
- Johnathon with DeWitt
  - Started having issues with divisioning process - divisioning preferences on Got sport did not match what they were seeing
- Casey Tobias
  - Stated lobbying for divisional placement from a director is inappropriate and not functional
  - Stated using stats alone for divisioning is problematic
- Motion Made to close item 5 by kevin cobb, chris 2nd, motion passed



- Agenda Item 8 - Cody Ward Comment
  - Cody stated he wants a process/protocol on who to take orders from.
- Motion made by Tyler to close item 8, 2nd by Eric (motion passes)
- Motion made by Jennie to remove Open Floor item on agenda, seconded by Rob Antcliff (motion passes)
- Motion made to adjourn the meeting made by Oscar, seconded by Eric (motion passed)