

# **MSYSA BOARD GOVERNANCE**

## **CODE OF CONDUCT AND CONFLICT OF INTEREST (COI) POLICY**

(4.28.25)

## **PART I. INTRODUCTION, PURPOSE, AND PRINCIPLES**

### **Section 101. Introduction, Purpose, and Applicability**

- (a) The Code of Conduct and Conflict of Interest Policy (the 'Code') of the Michigan State Youth Soccer Association ('MSYSA') establishes the ethical standards for governance and committee volunteers and staff of MSYSA (collectively referred to as 'Representatives') in connection with MSYSA business.
- (b) The Code applies to all staff and to all volunteers responsible for governance at MSYSA and those volunteers who have any fiduciary obligations in discharging their duties on behalf of MSYSA, including but not limited to, members of the Board of Directors and its committees ('Governance Volunteers').
- (c) The purposes of the Code are to provide evidence of MSYSA's commitment to the lawful and ethical conduct of its business, to promote lawful and ethical behavior by its Representatives, and to protect those who report violations of the Code consistent with MSYSA's Whistleblower Policy.
- (d) Conflicts of interest will arise in the normal course of conducting MSYSA business. The Code is not designed to prohibit conflicts of interest but to protect MSYSA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Representative or might result in a possible 'excess benefit transaction', as defined under the Internal Revenue Code. The Code is intended to supplement but not replace any applicable state or federal laws governing ethical conduct or conflicts of interest applicable to nonprofit and charitable organizations.
- (e) It is every Representative's responsibility to discharge his or her duties in a manner that promotes and preserves public trust, proper stewardship, and confidence in the integrity of MSYSA. Representatives must respect and comply with MSYSA bylaws, policies, rules/regulations, observe high standards of conduct, and participate in establishing and maintaining such high standards. Adverse consequences, including employee termination or removal of a volunteer from his or her position, can result from failure to comply with the Code.
- (f) All Representatives must review and assess their conduct in light of the provisions of the Code. Each Representative shall seek, either in writing or in person, the advice of his or her supervisor or the MSYSA President when a reasonable doubt regarding an ethical or legal consideration arises.
- (g) The Conflict-of-Interest (COI) Disclosure Statement must be completed by all staff and governance volunteers on at least an annual basis. The determination of which volunteers are deemed to be governance volunteers is made by the MSYSA Board of Directors.

### **Section 102. Zero Tolerance**

- (a) MSYSA maintains a zero tolerance regarding abuse.
- (b) MSYSA's Zero Tolerance for abuse extends to all representatives, members and participants in all MSYSA sanctioned programs, events, activities, and competitions.
- (c) MSYSA requires every representative, volunteer or other, to assist in creating a safe environment for participants at and during all sanctioned MSYSA activities.

### **Section 103. Prohibited Substances**

- (a) MSYSA prohibits the use and possession of illegal drugs for all participants at or during all sanctioned events and activities.

### **Section 104. Prohibited Activities**

- (a) MSYSA prohibits nudity and any indecent exposure by any representative, member, or participant at any sanctioned events or activities.

- (b) MSYSA prohibits any representative, member, or participant from engaging in sexually oriented conversations at any sanctioned programs, events, activities, and competitions. This includes sharing information about one's relationships, dating, or sexual activities.
- (c) MSYSA prohibits the possession of any sexually oriented materials including magazines and videos while participating in any sanctioned event or activities.

### **Section 105. Bullying**

- (a) MSYSA prohibits representatives, members, and participants from engaging in intentional, persistent, or repeated patterns of committing or willfully tolerating physical or non-physical behaviors that are intended, or have the reasonable potential, to cause fear, humiliation, or physical harm to socially exclude, diminish, or isolate athletes, members, or volunteers.

### **Section 106. Harassment**

- (a) Harassment consists of unwelcome conduct, whether verbal, physical, or visual, that is based upon a person's protected status. MSYSA will not tolerate harassing conduct that affects tangible job benefits, that unreasonably interferes with an individual's work performance or safety, or that creates an intimidating, hostile, or offensive working environment. Among the types of conduct prohibited by this policy or epithets, are slurs, negative stereotyping, or intimidating acts based on an individual's protected status and the circulation or posting of written graphic materials that show hostility toward an individual because of his or her protected status. Prohibited conduct can also include jokes, kidding, or teasing about another person's protected status. While harassing conduct is unlawful only if it affects tangible job benefits and/or interferes unreasonably with work performance and creates an abusive or hostile work environment, this Policy forbids harassing conduct even when it does not rise to the level of a violation of the law.

### **Section 107. Hazing**

- (a) Coercing, requiring, forcing, or willfully tolerating any humiliating, unwelcome, or dangerous activity that serves as a condition for (a) joining a group or (b) being socially accepted by a group's members are prohibited. Purported consent by the person subject to hazing is not a defense, regardless of the person's willingness to cooperate or participate. Hazing does not include group or team activities that (a) are meant to establish normative team behaviors or (b) promote team cohesion.

### **Section 108. Mandatory Reporting**

- (a) MSYSA requires all representatives, members, and participants to immediately report any violations or suspected violations of the MSYSA Code of Conduct and COI Policy observed during any sanctioned events or activities to the MSYSA President and/or MSYSA Executive Director.
- (b) MSYSA complies with all laws requiring a person to make a report to appropriate law enforcement agencies for cases of suspected child abuse. The reporting obligation is triggered when a mandatory reporter becomes aware of 'facts that give reasons to suspect' a child has suffered an incident of child abuse. Child abuse includes physical or mental injury sexual abuse or exploitation, or negligent treatment of a child. Sexual Abuse is defined to include the employment use, persuasion, inducement, enticement, or coercion, of a child to engage in, or assist another person to engage in, sexually explicit conduct or rape, molestation, prostitution, or other form of sexual exploitation of children or incest with children. Mental injury means harm to a child's psychological or intellectual functioning which may be exhibited by severe anxiety, depression, withdrawal, or outward aggressive behavior or a combination of those behaviors, which may be demonstrated by a change in behavior, emotional response, or cognition. If the reporting obligation is triggered a report must be made, within 24 hours, to appropriate law enforcement authorities, as governed by applicable federal and state law. Should a mandatory reporter require assistance making a report to the appropriate law enforcement authority, he/she should consult with the MSYSA State Office.

## Section 201. Definitions

- (a) A 'disqualified person' is any person who is or has been during a period beginning five years from the date of a transaction between MSYSA and such person, in a position to exercise substantial influence over the affairs or finances of MSYSA. The person doesn't need to exercise substantial influence, only that the person be in a position to do so.
  - (1) Certain insiders, by definition, are Disqualified Persons, including, but not limited to, the senior members of the staff and the members of the Board of Directors.
  - (2) Certain family members of a Disqualified Person and entities controlled by a Disqualified Person are also Disqualified Persons. For this purpose, the term control is defined as owning more than 35% of the voting power of a corporation, more than 35% of the profits interest in a partnership, or more than 35% of the beneficial interest in a trust.
- (b) A 'business relationship' is any relationship between two parties that includes any of the following:
  - (1) One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a director, officer, key employee, or greater than 35% owner.
  - (2) One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued more than \$10,000 in the aggregate during the organization's tax year. Indirect transactions are transactions with an organization with which one person is associated as a director, officer, key employee, or greater-than 35% owner. Such transactions do not include charitable contributions to tax-exempt organizations.
  - (3) The two persons are each a director, officer, or greater than 10% owner in the same business or investment entity (but not in the same tax-exempt organization).
  - (4) For this definition, a 'business relationship' does not include a relationship between an attorney and a client.
- (c) A 'financial interest' occurs if the person has, directly or indirectly, through business, investment, or family:
  - (1) An ownership or investment interest in any entity with which MSYSA has a transaction or arrangement.
  - (2) A compensation arrangement with MSYSA or with any entity or individual with which MSYSA has a transaction or arrangement; or
  - (3) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which MSYSA is negotiating a transaction or arrangement.
  - (4) Compensation includes direct and indirect remuneration as well as gifts or favors that are not nominal in value. Compensation does not include the reimbursement of reasonable expenses incurred in connection with the performance of MSYSA duties.
  - (5) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest if the MSYSA President determines that a conflict of interest exists.
  - (6) 'Senior Staff' includes MSYSA staff determined by the Board to be 'Disqualified Persons.'

## Section 202. Policies Governing Ethical Conduct

- (a) MSYSA Representatives will perform their duties properly, diligently, and in an appropriately courteous manner.
- (b) Consistent with the provisions of any applicable document retention policy, no Representative shall falsify, destroy, mutilate, conceal, or fail to make required entries on any record within the Representative's control, including the destruction of documents that are the subject of an investigation or a civil or criminal action to which MSYSA is a party.
- (c) Representatives with reporting responsibilities shall provide full, fair, accurate, timely, and

understandable disclosure in all reports.

- (d) Representatives shall act honestly and ethically.
- (e) No Representative shall discriminate based on race, color, religious creed, gender, national origin, age, physical ability, sexual orientation, marital status, or veteran status in the conduct of services for MSYSA.
- (f) Representatives shall comply with all conduct and behavior policies, including those prohibiting sexual or other unlawful harassment (e.g., bullying).
- (g) Representatives who are attorneys, certified public accountants, or members of other professional groups are bound by the appropriate professional duties and code of conduct of those roles.
- (h) Representatives shall comply with all state, federal, and local laws, statutes, and ordinances.
- (i) Representatives shall comply with all policies on confidentiality and privacy of information including social media. Representatives shall not use confidential or proprietary information for personal financial gain.

### **Section 203. Duty of Loyalty: Avoiding Abuses of Position and Conflicts of Interest**

- (a) MSYSA is a non-profit, tax-exempt organization. Maintenance of its tax-exempt status is critical both for its continued financial stability and for public support. MSYSA will operate is subject to scrutiny by, and is held accountable to, governmental and regulatory authorities as well as the public.
- (b) Consequently, there exists between MSYSA and its Representatives a fiduciary duty which carries with it a duty of loyalty and care. Representatives have the responsibility of administering the affairs of MSYSA honestly and prudently exercising their best care, skill, and judgment for the sole benefit of MSYSA and its members. Moreover, every Representative has an affirmative duty to act as a steward of the funds and other assets entrusted to MSYSA by its members, sponsors, and contributors.
- (c) Representatives shall use the resources, property, and funds under the Representative's control and oversight judiciously and in the best interest of MSYSA and its members. Representatives shall exercise good faith in all transactions, and they shall not use their positions with MSYSA, or knowledge gained, for their benefit or the private pecuniary benefit of any other person or organization. The interests of MSYSA must be the priority in all decisions and actions they undertake in connection with MSYSA.
- (d) No Representative shall accept, solicit, or agree to accept any gift, favor, complimentary service, or other thing of value under circumstances from which it might be reasonably inferred that such gift, service, or other thing of value was given or offered to influence the Representative in the discharge of his or her duties. Vendor selections and purchasing decisions must always be business decisions based on merit: by comparing and evaluating price, quality, performance, and suitability. Decisions must not be influenced by any other factor, such as personal relationships, gifts, or hospitality.

## **PART II. PROCESS AND PROCEDURES**

### **Section 301. Potential Areas of Conflict**

A conflict of interest may arise in the relations of Representatives with any of the following third parties:

- (a) Persons and firms supplying or potentially supplying goods and services to MSYSA (vendors and professionals), including, but not limited to:
  - (1) Professional services, including accounting and legal services.
  - (2) Contracts with individuals, including independent contractors and consultants.
  - (3) Contracts with companies providing non-professional services, such as marketing, research services, information technology, management consulting or other services, etc.
  - (4) Persons and firms from whom MSYSA purchases or leases property and equipment.
  - (5) Persons and firms with whom MSYSA is dealing or planning to deal in connection with the development, purchase, or sale of real estate, securities, or other property.
- (b) Persons or parties with a direct, material, financial interest in the outcome of MSYSA programs, policies, or positions.
- (c) Purchasers of MSYSA services.
- (d) Donors, volunteers, and other supporters of MSYSA.
- (e) Agencies, other nonprofits, and associations that affect the operations of MSYSA.

### **Section 302. Nature of Conflicting Interest**

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms with whom MSYSA does business. Such an interest might arise through:

- (a) A business relationship (as defined in 201(b)) or an association with any entity that deals with MSYSA of which a Representative or an immediate family member is a partner or a controlling shareholder, executive officer, or has any other position with another entity that would reasonably cause the appearance of a conflict of interest. Any independence question should be reviewed by the MSYSA President for final resolution.
- (b) Receiving compensation for services concerning individual transactions involving MSYSA.
- (c) Using MSYSA time, personnel, equipment, supplies, or goodwill for any purpose other than MSYSA-approved activities, programs, or purposes.
- (d) Receiving allowances from MSYSA (other than incidental amounts incurred while traveling, with any excess promptly repaid in full) if you are a director, volunteer, or officer of MSYSA.
- (e) Receiving any gift, courtesy, or loan from third parties dealing or competing with MSYSA, or seeking to deal with MSYSA, except for gifts with a value of less than seventy-five dollars (\$75) that could not be refused without discourtesy and which will not give rise to the perception that the Representative's independent judgment might be compromised.

### **Section 303. Conflict of Interest Disclosure Procedures**

- (a) The areas of conflicting interest listed in Section 301, and the relationships in those areas that may give rise to conflicts, as listed in Section 302, are not intended to be exhaustive.
- (b) Conflicts may arise in other areas or through other relationships. The Code does not prohibit conflict of interest transactions, instead, it provides a framework for conflict avoidance and management. However, if a Representative believes that he or she is in a possible conflict situation, he or she should assume that a conflict does exist and act accordingly. Any potential conflict of interest should be disclosed to the MSYSA President at the earliest possible time.
- (c) If one of the elements described in Section 301 or 302 exists, it does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of importance, or if material, that upon full disclosure of all relevant facts and circumstances, it is necessarily adverse to the interests of MSYSA. However, it is the policy of MSYSA that the existence of any of the interests described in Section 302 must be disclosed before any transaction is consummated. All disclosed conflicts shall be addressed by the procedures set forth below.
- (d) It shall be the continuing responsibility of Representatives to scrutinize their transactions and outside business relationships and financial interests (as defined in Section 201) for potential conflicts and to immediately make any necessary disclosures. In determining whether a transaction might constitute a conflict of interest, a Representative should ask these questions:
  - (1) Would the transaction be prudent, be in good faith, and be in the best interests of MSYSA?
  - (2) Would the transaction affect any decision I will make for MSYSA?
  - (3) How would the transaction look to someone outside of MSYSA, such as a donor, a corporate partner, a state attorney general, or the news media?
  - (4) How would the transaction seem to others within MSYSA? Would they think it might affect how I conduct my role for MSYSA?

### **Section 304. Annual Statements**

- (a) Each Representative shall annually sign a Conflict-of-Interest Disclosure Statement (Exhibit A), which describes any existing or potential conflict of interest and affirms that such person:
  - (1) Has received a copy of the Code;
  - (2) Has read and understands the Code; and
  - (3) Has agreed to comply with the Code.
- (4) Annual Conflict of Interest Disclosure Statements shall be filed on or before April 1.
- (b) In connection with any actual or potential conflict of interest, a Representative must disclose the existence of the financial interest in a Conflict-of-Interest Disclosure Statement. If a Representative is a disqualified person, he or she must disclose all material facts to the MSYSA Board of Directors before engaging in the proposed transaction or arrangement.

### **Section 305. Gifts and Honoraria**

- (a) Representatives while acting in the capacity of an MSYSA Representative shall not solicit or accept for their personal, professional, or business gain gifts, gratuities, honoraria, entertainment, favors, or other goods or services from current or prospective vendors, providers of services, or persons with a direct, material financial interest in the outcome of MSYSA programs, policies or positions. This does not prohibit Representatives in their personal or professional capacity, or their employers from having relationships with the same organizations or persons who are current or prospective vendors, providers of services, or persons with a direct, material financial interest in the outcome of MSYSA programs, policies, or positions. In such instances, the Representatives shall take all prudent and reasonable measures to distinguish actions and decisions made personally or professionally from the

relationship to or position with MSYSA.

- (b) The receipt of an offer of any gift(s) exceeding the value of \$75 must be reported immediately to your supervisor (if staff). Similarly, a series of gifts within a one-year time frame, all of which cumulatively are valued at seventy-five dollars (\$75) or more should be treated as a single gift for purposes of this policy. Volunteers receiving offers of gifts over \$75 must notify the MSYSA President. In each instance, a Conflict-of-Interest Disclosure Statement should be filed with the MSYSA President. The MSYSA President will review the circumstances to determine if the potential gift can be accepted or determine if a potential conflict of interest exists and communicate its decision to the supervisor (in the case of staff) or the MSYSA Board of Directors (in the case of volunteers). No gift over the value of \$75 may be accepted without the prior approval of the supervisor (if staff) and the MSYSA Board of Directors for disqualified persons.
- (c) In international situations where turning down a gift with more than a \$75 value would be culturally discourteous, the gift may be accepted on behalf of MSYSA but must be immediately reported to the MSYSA President.
- (d) Nominal gifts such as pens, caps; paperweights; t-shirts; coffee mugs; soft drinks; flowers; chocolates, or other small tokens may be accepted. No personal gift of cash or a cash equivalent (i.e. gift cards, gift checks, vouchers, phone cards, checks or money orders, etc.); special discount; entertainment tickets where the host will not be present; gifts that would embarrass MSYSA; or situations where MSYSA's commitment to diversity and respect for others could be violated or could cause unease, such as adult entertainment, shall ever be accepted from a vendor.
- (e) Representatives shall never request gifts or hospitality of any sort. Representatives shall avoid a pattern of accepting frequent courtesies from the same person or company.

### **Section 306. Procedures for Addressing Conflicts of Interest**

- (a) In general, once a conflict-of-interest transaction is identified, the Representative with the conflict shall not attempt to influence other decision-makers regarding the matter and shall not participate in any discussion of the transaction except to respond to information requests.
- (b) If the Representative can vote on, or otherwise participate in the decision concerning, the conflict-of-interest transaction, he or she shall abstain from any such vote or participation. It shall be the responsibility of the decision-making authority or body to properly record in the minutes of any discussion regarding a conflict of interest transaction the name of the person who discloses the conflict of interest, the nature of the conflict of interest, and documentation of the comparability data (i.e. industry surveys, compensation studies, competitive bids, etc.), if any, used in determining whether MSYSA should enter into the transaction.
- (c) In the case of a transaction involving a disqualified person:
  - (1) The disqualified person may respond to questions from the MSYSA Board of Directors, but after answering any questions, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest.
  - (2) The MSYSA President shall, if appropriate, appoint a disinterested person or committee of disinterested person or committee of disinterested persons to investigate alternatives to the proposed transaction or arrangement.
  - (3) After exercising due diligence, the MSYSA President or MSYSA Board of Directors shall determine whether MSYSA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - (4) If a more advantageous transaction or arrangement is not reasonably possible under



circumstances not producing a conflict of interest, the MSYSA President or MSYSA Board of Directors shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in MSYSA's best interest and whether it is fair and reasonable. It shall then make its decision as to whether to enter into the transaction or arrangement and record the decision, together with the supporting analysis, in the minutes of the proceeding.

- (d) In the case of a transaction involving a non-disqualified person, the MSYSA President shall review the circumstances surrounding the transaction, including any comparability data, and determine whether the transaction requires further review and approval by the MSYSA President. The MSYSA President shall maintain a record of all disclosed or discovered conflict of interest transactions and report quarterly to the MSYSA Board of Directors, the actions taken concerning each.

### **Section 307. Violations of the Conflict-of-Interest Policy**

- (a) If the MSYSA President, or in the case of a volunteer, the MSYSA Board of Directors or committee, has reasonable cause to believe a Representative has failed to disclose actual or possible conflicts of interest, it shall inform the Representative of the basis for such belief and allow the Representative to explain the alleged failure to disclose.
- (b) If, after reviewing the Representative's response and after making further investigation as warranted by the circumstances, the MSYSA Board of Directors determines the Representative has failed to disclose an actual or possible conflict of interest, it shall initiate appropriate disciplinary and corrective action.

### **Section 308. Reporting Conflicts and Violations - Duties, Protections and Corrective Actions**

- (a) Each employee, officer, committee member, and other Representative with MSYSA shall immediately report conflicts and violations of the Code, criminal law, or the attempt to induce another to violate these standards or violate criminal law, by established policies. A failure to report a violation is itself a violation of the Code. If anonymity is requested, MSYSA will not disclose the identity of the reporting individual except as needed to properly investigate the allegation, or unless legally required to do so.
- (b) MSYSA's Whistleblower Protection Policy (attached as Exhibit B) establishes the protections against retaliatory actions for any reports of Code violations. The MSYSA President or senior staff are a confidential resource dedicated solely to answering questions and concerns or reporting questionable activity related to financial internal controls, audit, prevention of illegal activity, accounting issues, and related matters. Representatives may ensure complete anonymity when reporting a concern by simply not giving their names.
- (c)
  - 1. A Representative found to violate the Code shall be subject to corrective actions taken at the appropriate level (MSYSA Board of Directors for Board Members and other volunteers). Such action may include further training and instruction regarding the provisions of the Code, necessary steps to remediate any harm to MSYSA, fellow Representatives, or others, and disciplinary actions up to and including termination of employment or volunteer duties.
  - 2. Each violation will be assessed on an individual case-by-case basis and the corrective action tailored to the specifics of that violation.
  - 3. When deciding what action is necessary, consideration will be given to the flagrancy of the violation, the harm caused, whether the violation was intentional or unintentional, whether the Representative voluntarily disclosed the violation, prior misconduct, the likelihood of future misconduct, the general circumstances surrounding the violation, and other considerations as appropriate.
- (d) When a Representative completes the annual conflict of interest disclosure statement (attached as Exhibit A), the Representative must disclose all of the items on the questionnaire for the past calendar year. Any intentional failure to disclose required information or the provision of information that is inaccurate or false is a violation of the Code. In addition, there is a continuing duty to disclose any conflict of interest that arises during the year.

**Attachment A****MSYSA CONFLICT OF  
INTEREST POLICY**

MSYSA recognizes that to fulfill its responsibilities it is dependent upon the dedication of the MSYSA Board of Directors, its officers, employees and staff, all members of committees, all other Representatives, and its volunteers (collectively the foregoing shall be referred to as 'Representatives'). Therefore, Representatives must conduct business in such a manner to avoid actual or potential conflicts of interest and the appearance of impropriety. This policy is designed to provide MSYSA's expectations in this regard and guidance as to acceptable conduct. Please note that this policy is not intended to be an exhaustive list of acceptable conduct, and Representatives are expected to adhere to the principles contained herein and the spirit of this policy.

In general, MSYSA expects every Representative to be constantly aware of the dangers inherent in situations that give rise to a conflict of personal interest with those of MSYSA. Although complete avoidance of all conflicts of interest is not always possible, MSYSA expects the kind of loyalty and ethical consciousness that will motivate an individual to recognize situations and circumstances that could produce a conflict. All Representatives should avoid any actions that might result in or create the appearance of:

- Using association with MSYSA for private gain;
- Granting by MSYSA of unwarranted preferential treatment to any person or organization;
- Misusing MSYSA's confidential information for financial or personal gain;
- Losing MSYSA's independence or impartiality; or
- This adversely affects public confidence in the integrity or reputation of MSYSA.

Consequently, unless prior written approval is provided by a majority of non-interested members of MSYSA's Board of Directors, Representatives may not engage in conduct that results in a conflict of interest, has the potential to result in a conflict of interest, or creates the appearance of impropriety.

An actual or potential conflict of interest may occur where business dealings with a MSYSA member, customer, vendor, supplier, or other person/entity ('outside party') result in unusual or personal gain for the Representative, and/or the outside party. Unusual gain refers to bribes, inappropriate product bonuses, special fringe benefits, unusual price breaks, unauthorized or improper preferential treatment, or other windfalls designed to ultimately benefit the Representative, the outside party, both, or any group other than MSYSA that the Representative is affiliated with or employed by. Personal gain means any personal benefit to the Representative including, but not limited to, money, property, or other intangible benefit. Anything offered by an outside party to a Representative that would result in unusual or personal gain must be approved in writing by a majority of the non-interested members of the MSYSA Board of Directors before it may be accepted by the Representative. Similarly, anything offered by a Representative to an outside party that would result in an unusual or personal gain must be approved in writing by a majority of the non-interested members of the MSYSA Board of Directors.

An actual or potential conflict of interest may also occur when a Representative is in a position to influence a business decision that results in an unusual or personal gain for that Representative, a relative of the Representative, a close friend of the Representative, a significant other of the Representative, or any other person in a special relationship with the Representative.

An appearance of impropriety may occur in situations such as, but not limited to, those instances where a Representative is related to, has a personal relationship with, has ownership in, or otherwise has some special relationship or connection with an outside party and that party is receiving a benefit from USCSA including, but not limited to, payment for services rendered.

Any conflict of interest listed on this form by any member of the MSYSA Board of Directors, as

defined in MSYSA bylaws, policies, and rules/regulations shall be distributed to the entire Board of Directors to allow the non-interested members of the MSYSA Board of Directors to take action as necessary relating to the conflict, including, but not limited to, approving the conflict, requesting corrective measures be taken to cure the conflict, or other action as necessary to ensure that the conflict is remedied. No member of the Board of Directors with a conflict of interest may participate in any matter concerning the policies, decisions, or operations of MSYSA that involves the conflict of interest until the MSYSA Board of Directors has acted regarding the conflict.

Additionally, the Board of Directors member with the conflict must excuse himself or herself from any formal or informal discussions relating to the matter involving the conflict with any individual that is to render a decision or vote on the matter, may not be present during deliberations or discussions relating to the matter other than to present his/her case, and may not vote or seek to influence the vote on any matter relating to the conflict of interest.

If a Representative has a conflict of interest, has the potential for a conflict of interest, or is engaged in conduct that has or may have the appearance of impropriety, he or she must immediately disclose such situation to the MSYSA President who will forward any necessary issues to the MSYSA Board of Directors. When there is any uncertainty as to whether a conflict of interest exists, the matter shall be resolved in writing by a majority of the non-interested members of the MSYSA Board of Directors.

Failure to adhere to this policy may result in discipline including, but not limited to, termination of Representative status and/or suspension from membership with MSYSA.

Representatives must fill out a new conflict of interest form annually, immediately after the MSYSA Annual General Meeting (no later than April 1 each year). See the form below:

#### **CONFLICT OF INTEREST FORM**

Please disclose and list any existing or potential conflicts of interest or situations that may create an appearance of impropriety that you may have with MSYSA and/or its operations. This disclosure must include all conflicts including, but not limited to, conflicts that are known and have been approved by the MSYSA Board of Directors. Failure to disclose conflicts or situations that may create an appearance of impropriety may result in discipline including, but not limited to, termination of Representative status and/or suspension from membership with MSYSA. (Please use a separate sheet if necessary.)

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By signing below, I state that I have read the foregoing, fully understand the conflict-of-interest policy set forth herein and agree to abide by that policy. Further, by signing below I avow that I have disclosed all existing or potential conflicts of interest or situations that may create an appearance of impropriety that I may have with MSYSA and/or its operations as of the date set forth below.

Date signed: \_\_\_\_\_

By: \_\_\_\_\_

Position: \_\_\_\_\_

## **Attachment B**

### **Whistleblower Protection Policy: Reporting Suspected Violations of Law or Misconduct**

MSYSA is committed to maintaining an organization where Representatives are free to raise good faith concerns regarding MSYSA's business practices, specifically: (1) reporting suspected violations of law on the part of MSYSA, including but not limited to federal laws and regulations; (2) providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body; and (3) identifying potential violations of MSYSA's Code.

MSYSA policy forbids any retaliatory action, including harassment, intimidation, or adverse employment actions of any kind, to be taken against an individual who, in good faith, reports a suspected violation of law or the Code-of-Conduct, or who in good faith complains about, or raises a claim or concern about, any type of harassment, retaliation or discrimination prohibited by applicable law or MSYSA policy. Retaliation is also prohibited against individuals who are not themselves complainants, but who participate in good faith in an investigation. Any Representative who engages in any form of retaliation will be subject to discipline, up to and including employee termination or removal of a volunteer from his or her position. Individuals who believe that they or someone they know are being, or have been, retaliated against should immediately report this to his or her appropriate supervisor, the MSYSA President, or the highest-ranking staff executive.