

POLICY 302-1 CONFLICTS OF INTEREST POLICY

Section 1. Purpose

The Board of Directors shall monitor the transactions between OYSA and insiders to ensure that any transaction between OYSA and an insider is fair to OYSA and does not grant excessive benefit to the insider. The purposes of this policy are to ensure that directors and officers act loyally to OYSA and that directors, officers and those who exercise substantial influence over OYSA do not use their influence to obtain benefits in excess of fair market value in transactions with OYSA. This policy seeks to ensure that OYSA observes both state and federal laws concerning conflicts and excess benefits transactions.

Section 2. Definition of Insider

For purposes of this policy, “insider” has the same meaning as “disqualified person” under the Internal Revenue Code, 26 USC §4958. The current IRS definition is explained in A through C below and will need to be updated if the IRS definition changes. In addition, the entities described in D and E below are also considered insiders.

- (A) An insider is any person who exerts substantial influence over OYSA, including directors, officers, the Executive Director, other key employees, and major donors.
- (B) Family members of insiders are also insiders. Family members include the spouse or partner in a civil union recognized by state law; children, grandchildren, great-grandchildren, whole and half-blooded brothers and sisters, and spouses of any of these people; and any ancestors (parents, grandparents, etc.)
- (C) An insider who becomes an insider by virtue of A & B above remains an insider for five years after his or her influence over OYSA ends.
- (D) An entity in which a director has a material interest or is a general partner is an insider.
- (E) An insider is any other for-profit or nonprofit entity in which a director of OYSA is a director or officer and the entity and OYSA are parties to a transaction that is or should be considered by the boards of both corporations.

Section 3. Identification of Insiders

In order to identify insiders:

- (A) On an annual basis, the Secretary of OYSA or the Secretary’s designee shall develop and maintain a list of insiders who engage in or are reasonably likely to engage in transactions with OYSA during the year.
- (B) The officers, directors and key employees shall each year disclose interests that could give rise to a conflict of interest under this policy. Such disclosure shall be made on a Disclosure and Acknowledgment form filed with the Secretary or the Secretary’s designee.
- (C) The Secretary or the Secretary’s designee shall monitor and enforce compliance with this policy by reviewing the list of insiders and the Disclosure and

Acknowledgment forms each year and by bringing potential or actual conflicts to the attention of the President of the Board. The President shall disclose conflicts to the Board as they arise and ensure that the procedures in this policy are followed.

- (D) The Secretary or the Secretary's designee shall convey the list of insiders identified above to the Executive Director and shall instruct the Executive Director to notify the Board if the Executive Director or any employee plans to engage in a transaction with an insider, including payment or reimbursement for business or travel expenses of the insider and/or members of the insider's family. If so, the Board shall monitor the transaction to ensure that it complies with the procedure in Section 4 below.

Section 4. Procedure

- (A) When OYSA engages in a transaction with an insider, the Board shall monitor the transaction as follows:
 - (1) If the Board determines that a director is an insider with respect to a transaction, the Board shall appoint a committee, consisting of all directors who are not insiders, to consider the transaction.
 - (2) The Board shall gather appropriate data to ensure that the compensation for each insider is reasonable.
 - (3) The Board shall document its decision by keeping written records that state the terms of the transaction and date approved, the directors present and who voted on it, the comparability data and how the data was obtained, and any actions taken with respect to directors who had a conflict of interest with respect to the transaction. The records must be prepared before the latter of the next Board meeting or 60 days after the final action is taken. Once prepared, the records must be reviewed and approved by the Board within a reasonable time.
- (B) When employee compensation packages are established each year, the Board shall identify those employees who are insiders. The Board shall monitor the compensation packages of insiders in accordance with the procedure in A above.
- (C) The Board may delegate its responsibilities under this policy to a committee of the Board. The committee shall report to the Board in timely fashion the results of all monitoring of insiders that the committee is required to do under this policy.

POLICY 302-2 WHISTLE BLOWER POLICY

OYSA seeks to conduct its activities in a responsible, legal and ethical manner. All officers, directors, employees and volunteers of this corporation must practice integrity and honesty in fulfilling their responsibilities and must comply with all applicable laws and regulations. The purpose of this Whistle Blower Policy is to provide a mechanism to report irresponsible, illegal or unethical behavior.

Section 1. Whistle Blowing Complaints

- (A) If an officer, director, employee or volunteer should discover information leading him or her to believe that a serious wrongdoing or illegal or unethical behavior has occurred in OYSA, he or she shall report this information to the Executive Director. If the Executive Director is not available or is implicated in the wrongdoing, he or she shall report the information to the President, and if the President is not available or is implicated, to another officer.
- (B) The Executive Director or Board officer shall conduct an investigation. Reports of violations will be kept confidential to the extent possible, consistent with the need to investigate the allegations. If the reports indicate actions that could be considered a felony, a crime of moral turpitude, or a violation of the SafeSport Code, the OYSA Risk Management Coordinator will be made a part of the investigation. Appropriate corrective action will be taken if warranted by the investigation.
 - (1) If the investigation finds that the improper behavior could be considered a felony, a crime of moral turpitude, or a crime that would be permanently disqualifying under OYSA's Risk Management guidelines, the action must be reported to the appropriate law enforcement agency for potential criminal proceedings.
 - (2) If the investigation finds that the improper behavior is within the exclusive jurisdiction of the US Center for SafeSport (Center), the behavior must be reported to the Center for further proceeding.
 - (3) The Risk Management Coordinator will take the necessary steps to suspend the individual pending the completion of criminal proceedings or pending the determination of the Center, as appropriate.
- (C) No officer, director, or employee of the Association may enter into an agreement that is, or could be construed to be, a civil compromise of a felony committed against the Association.

Section 2. No Retaliation

- (A) An officer, director, or employee of the Association may not prohibit, or otherwise attempt to prevent, an employee of the Association from reporting to a law enforcement officer information regarding the commission, or possible commission, of a crime defined under state, federal, or local law.
- (B) An officer, director, or employee of the Association may not prohibit, or otherwise attempt to prevent, an employee of the Association from reporting to the Center information regarding a possible violation of the SafeSport Code that is within the exclusive jurisdiction of the Center
- (C) An officer, director, employee or volunteer of this corporation shall not, with intent to retaliate, take any action harmful to any person, including interference with the lawful employment or livelihood of any person, for providing to a law enforcement officer, or to the Center, any truthful information relating to the commission or possible commission of any federal, state, or local offense, or

violation of the SafeSport Code, or for reporting a complaint pursuant to this Policy.

- (D) In the event that an officer, director, employee or volunteer intends, for any reason, to take any action harmful to any person who has provided information to a law enforcement officer or to the Center relating to the commission or possible commission of a federal, state, or local offense, or violation of the SafeSport Code, or for reporting a complaint pursuant to this Policy, the officer, director, employee, or volunteer must obtain the approval for such action from the President of the Board prior to taking action. If the President intends to take such action, the President must obtain the approval of the board of directors prior to taking action. Such approvals must be obtained even if the officer, director, employee, or volunteer believes that the person who provided information to the law enforcement officer provided untruthful information.

OREGON YOUTH SOCCER ASSOCIATION

CONFLICTS OF INTEREST DISCLOSURE AND ACKNOWLEDGEMENT STATEMENT

[Each Director, Officer and Key Employee should sign and submit this form annually.]

Disclosure

Please report below any transactions or potential transactions between OYSA and you, a family member or a business or corporation with which you are connected within the meaning of the Conflict of Interest Policy.

You have an ongoing obligation to notify the Board promptly of any such transactions that subsequently arise.

List of Transactions Involving Conflicts or Potential Conflicts

Please list any conflicts here:

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Attach additional sheet if needed.

Acknowledgement

I have received and read and will comply with the Conflicts of Interest Policy of OYSA. I affirm that, other than the interests reported, I am aware of no conflicts of interest that I have or may have within the meaning of the Conflicts of Interest Policy.

Signature

Print Name

DATE: _____

Please submit this form to the OYSA Executive Director and retain a copy for your records.