

**OREGON YOUTH SOCCER ASSOCIATION
(EXCERPT FROM POLICIES)**

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 Acknowledgement form shall be 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 Acknowledgement 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

When OYSA engages in a transaction with an insider, the Board shall monitor the transaction as follows:

- A. 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.
- B. The Board shall gather appropriate data to ensure that the compensation for each insider is reasonable.
- C. 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.

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.

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 WHISTLEBLOWER POLICY

OYSA seeks to conduct all of 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 Whistleblower Policy is to provide a mechanism to report irresponsible, illegal or unethical behavior.

Section1: Whistleblowing Complaints

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 President of the Board. If the President of the Board is not available or is implicated in the wrongdoing, he or she shall report the information to another Board officer.

The President of Board officer shall conduct an investigation. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation. Appropriate corrective action will be taken if warranted by the investigation.

Section2: No Retaliation

- A. 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 any truthful information relating to the commission or possible commission of any federal, state or local offense or for reporting a complaint pursuant to this Policy.
- B. 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 relating to the commission or possible commission of a federal, state or local offense 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 of the Board 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.

