

Conflict of Interest Policy for Employees, Board of Directors, Officers, Committees/Sub-Committees/Task Members, and Volunteers

ARTICLE I – PURPOSE

USA Lacrosse (“USAL”) is committed to sustaining an ethical organization, free of conflicts of interests (COI) and has adopted a COI policy for those involved with USAL. Employees, directors, officers, and members of a committee with Board of Directors (BoD) delegated powers or substantial decision-making authority, and volunteers (e.g., volunteers shall mean task force members, members, council members and others with fiduciary duties to USAL) (collectively referred to as (“Individuals”)) must act at all times in the best interests of USAL. USAL requires that its Individuals recognize and avoid activities or investments which influence, might appear to influence, or could result in a COI. In order to ensure the COI is properly addressed, all Individuals are required annually to complete a Disclosure Form (Exhibit A). The purpose of the Disclosure Form is to enable the self-identification of any and all COI. This policy is intended to supplement, not replace, any applicable state and federal laws governing conflicts of interest applicable to USAL and may be enforced against Individuals as described below.

ARTICLE II—DEFINITIONS AND EXAMPLES

A. CONFLICT: A conflict of interest, actual, potential, or perceived (collectively referred to as “COI”) exists when an Individual’s activities or interests interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of USAL or undermine the interests of USAL.

B. PERSON: A “Family Member” includes spouse, child, stepchild, parent, sibling, domestic partner, parent of spouse/domestic partner and sibling and child of domestic partner. If a relationship (e.g., close friend or business partner) could influence an Individual’s objectivity, then Individual should apply this policy.

C. POTENTIAL/ACTUAL: Sample COIs that should be disclosed, include, but are not limited to:

1. Individual owns a business, maintains a second job, or provides goods or services under a provider, contractor or consulting agreement and that business provides goods or services to USAL.
2. Individual acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USAL.
3. Individual has a business relationship with a sponsor, supplier, licensee, or vendor of USAL.
4. Individual has substantial (at least 1% of issued and outstanding securities of corporations whose securities are traded publicly) personal or family financial interests in a potential or actual supplier or sponsor. Ownership of mutual funds is excluded from disclosure.
5. Individual solicits/accepts discounts, gifts or gratuities valued at more than \$100.00 USD from an entity doing business with USAL or an entity seeking business with USAL.

6. Individual awards or votes to award USAL business to, or provide favorable treatment to, a business owned or controlled by an Individual. For example, you are a competing athlete, and your parents run a USAL competition that is requesting sanctioning as a USAL national qualifying event.
7. If Individual is an officer of any other governing body of a sport in conflict/competition with USAL.

ARTICLE III – PROCEDURES

A. Duty to Disclose.

Individual: The disclosure of a COI will not necessarily prohibit involvement in the disclosed activity with USAL. Individual shall disclose the COI to the following person, in the order henceforth: (1) CEO or CEO's Appointed Representative/Office (2) USAL Board Leadership ("BL"). If an Individual is dissatisfied with the first level or such level is part of such COI issue, the Individual shall disclose to the second level. If an Individual is dissatisfied with the first level decision, the Individual may appeal to the second and final level, the BL, who shall have the final decision authority.

B. Determining Whether a Conflict of Interest Exists.

Individual may make a presentation to the appropriate level person noted above, disclosing the COI and all material facts. After the presentation, Individual must leave the meeting during the discussion of, the vote on, the transaction or arrangement involving the possible COI.

C. Failure to Disclose a Conflict of Interest.

1. If an Individual fails to reveal a COI to the appropriate person(s) and/or the appropriate person(s) becomes aware of this failure to disclose a COI, the appropriate person(s) with knowledge of such failure shall report this to the BL. If it is determined by the BL that there is reasonable cause to believe an Individual has failed to disclose a COI, it will inform the Individual of the basis for such belief and afford the Individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the BL shall determine if the Individual has failed to disclose a COI, it will take appropriate action. Actions may be recommended to protect USAL from the COI. These actions may include limiting or ceasing the activity in question and/or removal from the applicable volunteer group.

ARTICLE IV - RECORDS OF PROCEEDINGS

A. The minutes of the BoD and all committees with board delegated powers must contain:

1. The names of the persons who disclosed or otherwise were found to have a conflict, the nature of the conflict, any action taken to determine whether a conflict of interest was present, and the BoD's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - ANNUAL STATEMENTS

- A. To proactively address any potential conflicts of interest, each Individual is required to annually complete and submit a Conflicts of Interest Questionnaire and Disclosure Form affirming that they have read and understand this policy, agree to comply with the policy, agree to disclose any possible conflicts and understand that compliance with the policy is a condition of continued service as an employee, director, officer or committee member. The Individual must update the Disclosure Form if any material changes or additions to the submitted information arise during the course of the year or if elected outside the normal certification/appointment timeframe.
- B. On the Disclosure Form, the Individual must list:
 1. All financial transactions with USAL;
 2. Whether the Individual has an existing or potential interest in, or compensation arrangement with, any third-party providing goods or services to USAL;
 3. Whether the Individual has an existing or potential interest in, or compensation arrangement with, any third party with which USAL is currently negotiating a transaction or arrangement;
 4. Any organizations with potential conflicting interests in which the Individual is actively involved, has a significant investment, or owns at least a 1% interest;
 5. All paid, unpaid positions, or relationships with any third-party organizations that compete with USAL or take public positions contrary to those of USAL; and
 6. Any other interest that may arise from a transaction between USAL and a third party, or an Individual's volunteer or paid relationship with a third party, which may compromise the Individual's ability to provide unbiased decision making to USAL.

The Individual is encouraged to disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed.



EXHIBIT A

USA Lacrosse **CONFLICT OF INTEREST POLICY QUESTIONNAIRE AND DISCLOSURE FORM**

To help avoid any conflicts of interest, as defined in the policy, (attached hereto), all Individuals must disclose any COIs. If at any time following the submission of this form, you become aware of any COI, or if the information provided below becomes inaccurate you agree to notify the named person herein.

1. Do you, or any family member, have an existing or potential interest in, or compensation arrangement with, any third-party providing goods or services to USAL or with which USAL is currently negotiating?

_____ (YES or NO)

If the answer is yes, please describe in detail below the nature of each such interest or compensation arrangement.

2. Do you, or any family member, actively participate in, have a significant investment in, or own at least a 1% interest in any for-profit with potentially conflicting interests to those of USAL?

_____ (YES or NO)

If the answer is yes, please describe in detail below the nature of each such interest or affiliation.

3. Do you, or any family member, currently hold a paid or unpaid position with any organization that competes with USAL, or that takes a public position contrary to those of USAL?

_____ (YES or NO)

If the answer is yes, please provide the name of the organization below and describe in detail the nature of the position held.

4. Do you have any other interest or affiliation which is likely to compromise your ability to provide unbiased decision-making ability to USAL?

_____ (YES or NO)

If the answer is yes, please describe in detail below the nature of each such interest or affiliation.



5. Have you or a family member accepted gifts, gratuities or entertainment from any outside concern that does, or is seeking to do business with or is a competitor of USAL?

_____ (YES or NO)

If the answer is yes, please describe in detail below the nature of each such interest or affiliation.

6. If at any time following the submission of this form, you become aware of any COI, or if the information provided becomes inaccurate, do you agree to notify the CEO?

_____ (YES or NO)

Disclosure of Actual or Potential Conflicts of Interest:

I have read the USAL Conflict of Interest Policy set forth above and, as a condition of continued employment or service as a board member, officer, or committee member, I agree to comply fully with its terms and conditions at all times during my service as an employee, director, officer, or committee member. I understand that USAL is a charitable and educational organization and that, to maintain its federal tax exemption, USAL must engage primarily in activities that accomplish one or both of its tax-exempt purposes, and that no part of the net earnings of the organization may inure to the benefit of any Individual.

_____ Name (Please print)

_____ Signature _____ Date

_____ Position

Approved By: USAL Board of Directors –

Effective Date:

Next Review Date:

Return Disclosure Form to: npatrick@USALacrosse.com