



CONFLICT OF INTEREST POLICY

(March 10, 2018)

PART I. INTRODUCTION, PURPOSE, AND APPLICABILITY

Section 101. Introduction, Purpose, and Applicability

- (a) The Conflict of Interest Policy of US Youth Soccer establishes the ethical standards for governance and committee volunteers and staff of US Youth Soccer (collectively referred to as “Representatives”) in connection with US Youth Soccer business.
- (b) The Conflict of Interest Policy applies to all staff and to all volunteers responsible for governance at US Youth Soccer and those volunteers who have any fiduciary obligations in discharging their duties on behalf of US Youth Soccer, including but not limited to, members of the Board of Directors and its committees (“Governance Volunteers”).
- (c) The purposes of the Conflict of Interest Policy is to provide evidence of US Youth Soccer’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 Conflict of Interest Policy consistent with US Youth Soccer’s Whistleblower Policy.
- (d) Conflicts of interest will arise in the normal course of conducting US Youth Soccer business. The Conflict of Interest Policy is not designed to prohibit conflicts of interest but to protect US Youth Soccer’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 Conflict of Interest Policy 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 US Youth Soccer. Representatives must respect and comply with US Youth Soccer rules and 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 Conflict of Interest Policy.
- (f) It is the duty of all Representatives to review and assess their conduct in light of the provisions of the Conflict of Interest Policy. Each Representative shall seek, either in writing or in person, the advice of his or her supervisor or the Audit Committee when a reasonable doubt regarding an ethical or legal consideration arises.
- (g) The Conflict of Interest 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 Board of Directors.

The Conflict of Interest Disclosure Statement is available at www.USYouthSoccer.org.

Section 102. Definitions

- (a) An **“affiliated person or persons”** are those that include the following:
- (1) your spouse, domestic partner, parents, grandparents, siblings, children, grandchildren, great grandchildren, and spouses of parents, grandparents, siblings, children, grandchildren and great grandchildren or anyone residing with you.
 - (2) any entity that deals with US Youth Soccer of which:
 - A. you are a partner, member or a controlling shareholder or executive officer; or
 - B. you have any other position, financial or otherwise, that would cause the appearance of a conflict of interest.
 - (3) any trust, estate, or other legal entity in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.
- (b) A **“disqualified person”** is any person who is, or has been during a period beginning five (5) years from the date of a transaction between US Youth Soccer and such person, in a position to exercise substantial influence over the affairs or finances of US Youth Soccer. It is not necessary that the person actually 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.
- (c) 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 in excess of \$10,000 in the aggregate during the organization’s tax year. Indirect transactions are transactions with an organization with which the 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 the purposes of this definition, a “business relationship” does not include a relationship between an attorney and client.
- (d) 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 US Youth Soccer has a transaction or arrangement;
 - (2) A compensation arrangement with US Youth Soccer or with any entity or individual with which US Youth Soccer has a transaction or arrangement; or
 - (3) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which US Youth Soccer 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 US Youth Soccer 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 Audit Committee determines that a conflict of interest exists.
- (e) “**Independent Directors**” are as defined in Article XIII of the Bylaws.
- (f) “**Senior Staff**” includes US Youth Soccer staff determined by the Board to be “Disqualified Persons”.
- (g) “**Audit Committee**” shall mean the Audit Committee, its designees, or the firm hired by US Youth Soccer to provide audit or legal services.

Section 103. Policies Governing Ethical Conduct

- (a) US Youth Soccer 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 US Youth Soccer 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 on the basis of race, color, religious creed, gender, national origin, age, physical ability, sexual orientation, marital status, or veteran status in the conduct of services for US Youth Soccer.
- (f) Representatives shall comply with all conduct and behavior policies, including those prohibiting sexual or other unlawful harassment (e.g., workplace 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 in the area of social media. Representatives shall not use confidential or proprietary information for personal financial gain.

Section 104. Duty of Loyalty: Avoiding Abuses of Position and Conflicts of Interest

- (a) US Youth Soccer is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is critical both for its continued financial stability and for public support. US Youth Soccer is subject to scrutiny by, and is held accountable to, governmental and regulatory authorities as well as the public.
- (b) Consequently, there exists between US Youth Soccer 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 US Youth Soccer honestly and prudently exercising their best care, skill, and judgment for the sole benefit of US Youth Soccer. Moreover, because of US Youth Soccer's status as a public charity, every Representative has an affirmative duty to act as a steward of the funds entrusted to US Youth Soccer 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 US Youth Soccer. Representatives shall exercise good faith in all transactions, and they shall not use their positions with US Youth Soccer or knowledge gained for their personal benefit or for the private pecuniary benefit of any other person or organization. The interests of US Youth Soccer must be the first priority in all decisions and actions they undertake in connection with US Youth Soccer.
- (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 for the purpose of influencing 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 201. 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 US Youth Soccer (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 US Youth Soccer purchases or leases property and equipment.
 - (5) Persons and firms with whom US Youth Soccer 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 US Youth Soccer programs, policies, or positions.
- (c) Purchasers of US Youth Soccer services.
- (d) Donors, volunteers, and other supporters of US Youth Soccer.
- (e) Agencies, other nonprofits, and associations that affect the operations of US Youth Soccer.

Section 202. Nature of Conflicting Interest

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

- (a) A business relationship (as defined in 102(c)) or an association with any entity that deals with US Youth Soccer 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 question regarding independence should be reviewed by the Audit Committee for final resolution.

- (b) Receiving compensation for services with respect to individual transactions involving US Youth Soccer.
- (c) Using US Youth Soccer time, personnel, equipment, supplies, or goodwill for any purpose other than US Youth Soccer-approved activities, programs, or purposes.
- (d) Receiving allowances from US Youth Soccer (other than incidental amounts incurred while traveling, with any excess promptly repaid in full) if you are a director, volunteer, or officer of US Youth Soccer.
- (e) Receiving any gift, courtesy, or loan from third parties dealing or competing with US Youth Soccer, or seeking to deal with US Youth Soccer, 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 203. Conflict of Interest Disclosure Procedures

- (a) The areas of conflicting interest listed in Section 201, and the relationships in those areas that may give rise to conflicts, as listed in Section 202, 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 Audit Committee at the earliest possible time.***
- (c) If one of the elements described in Section 201 or 202 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 US Youth Soccer. However, it is the policy of US Youth Soccer that the existence of any of the interests described in Section 202 must be disclosed before any transaction is consummated. All disclosed conflicts shall be addressed in accordance with the procedures set forth below.
- (d) It shall be the continuing responsibility of Representatives to scrutinize their transactions and outside business relationships and financial interest (as defined in Section 102) 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 US Youth Soccer?
- (2) Would the transaction affect any decision I will make for US Youth Soccer?
- (3) How would the transaction look to someone outside of US Youth Soccer, such as a donor, a corporate partner, a state attorney general, or the news media?
- (4) How would the transaction seem to others within US Youth Soccer? Would they think it might affect how I do my job for US Youth Soccer?

Section 204. 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 Conflict of Interest Policy;
 - (2) Has read and understands the Conflict of Interest Policy; and
 - (3) Has agreed to comply with the Conflict of Interest Policy.(4) Annual Conflict of Interest Disclosure Statements shall be filed on or before October 31st.
- (b) In connection with any actual or potential conflict of interest, a Representative must disclose the existence of the financial interest on a Conflict of Interest Disclosure Statement. If a Representative is a disqualified person, he or she must disclose all material facts to the directors and members of the Audit Committee prior to engaging in the proposed transaction or arrangement.

Section 205. Gifts and Honoraria

- (a) Representatives while acting in the capacity of a US Youth Soccer 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 US Youth Soccer 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 US Youth Soccer 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 US Youth Soccer.
- (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 in excess of \$75 must notify the Audit Committee. In each instance, a Conflict of Interest Disclosure Statement should be filed with the Audit Committee. The Audit Committee 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 Board (in the case of volunteers). No gift in excess of the value of \$75 may be accepted without the prior approval of the supervisor (if staff) and the Board 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 US Youth Soccer, but must be immediately reported to the Audit Committee.
- (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; tickets for entertainment where the host will not be present; gifts that would embarrass US Youth Soccer; or situations where US Youth Soccer'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 206. 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 is in a position to vote on, or otherwise participate in the decision with respect to, 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 US Youth Soccer should enter into the transaction.
- (c) In the case of a transaction involving a disqualified person:
 - (1) The disqualified person may respond to questions of the Board or the Audit Committee, but after answering any questions, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (2) The Chair or the Audit Committee shall, if appropriate, appoint a disinterested person or committee of disinterested persons to investigate alternatives to the proposed transaction or arrangement.
 - (3) After exercising due diligence, the Board or Audit Committee shall determine whether US Youth Soccer 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 Board or Audit Committee shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in US Youth Soccer'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 Audit Committee shall review the circumstances surrounding the transaction, including any comparability data, and determine whether the transaction requires further review and approval by the Audit Committee. The Audit Committee shall maintain a record of all disclosed or discovered conflict of interest transactions and report quarterly to the Audit Committee the actions taken with respect to each.

Section 207. Violations of the Conflict of Interest Policy

- (a) If the Audit Committee, or in the case of a volunteer, the 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 afford the Representative an opportunity 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 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 208. Reporting Conflicts and Violations - Duties, Protections and Corrective Actions

- (a) Each employee, officer, committee member, and other Representatives with US Youth Soccer shall immediately report conflicts and violations of the Conflict of Interest Policy, criminal law, or the attempt to induce another to violate these standards or violate criminal law, in accordance with established policies. A failure to report a violation is itself a violation of the Conflict of Interest Policy. If anonymity is requested, US Youth Soccer 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) US Youth Soccer's Whistleblower Protection Policy (attached as Exhibit B) establishes the protections against retaliatory actions for any reports of Conflict of Interest Policy violations. The Audit Committee 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 be in violation of the Conflict of Interest Policy shall be subject to corrective actions taken at the appropriate level (Board for board members and other volunteers). Such action may include further training and instruction regarding the provisions of the Conflict of Interest Policy, necessary steps to remediate any harm to US Youth Soccer, 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 in nature is a violation of the Conflict of Interest Policy. In addition, there is a continuing duty to disclose any conflict of interest that arises during the course of the year.

Attachment A**US YOUTH SOCCER
CONFLICT OF INTEREST
POLICY**

US Youth Soccer recognizes that to fulfill its responsibilities it is dependent upon the dedication of the Board of Directors of US Youth Soccer, 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 have an obligation to conduct business in such a manner so as to avoid actual or potential conflicts of interest and the appearance of impropriety. This policy is designed to provide US Youth Soccer'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, US Youth Soccer 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 US Youth Soccer. Although complete avoidance of all conflict of interest is not always possible, US Youth Soccer 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 US Youth Soccer for private gain;
- Granting by US Youth Soccer of unwarranted preferential treatment to any person or organization;
- Misusing US Youth Soccer's confidential information for financial or personal gain;
- Losing US Youth Soccer's independence or impartiality; or
- Adversely affecting public confidence in the integrity or reputation of US Youth Soccer.

Consequently, unless prior written approval is provided by a majority of non-interested members of US Youth Soccer'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 US Youth Soccer 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 US Youth Soccer 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 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 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 US Youth Soccer including, but not limited to, payment for services rendered.

Any conflict of interest listed on this form by any member of the Board of Directors of US Youth Soccer, as defined in the US Youth Soccer Bylaws, shall be distributed to the entire Board of Directors to allow the non-interested members of the 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, decision, or operations of US Youth Soccer that involves the conflict of interest until the Board of Directors has taken action 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 US Youth Soccer Chair who will forward any necessary issues to the 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 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 in US Youth Soccer.

Representatives must fill out a new conflict of interest form annually at the beginning of each US Youth Soccer fiscal year. Following is that form

CONFLICT OF INTEREST FORM

Please disclose and list any existing or potential conflicts of interests or situations that may create an appearance of impropriety that you may have with US Youth Soccer 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 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 in US Youth Soccer. (Use a separate sheet if necessary.)

By signing below, I state that I have read the forgoing, 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 interests or situations that may create an appearance of impropriety that I may have with US Youth Soccer and/or its operations as of the date set forth below.

Dated this ____ day of _____, 20__

By: _____

Position: _____

Attachment B

Whistleblower Protection Policy: Reporting Suspected Violations of Law or Misconduct

US Youth Soccer is committed to maintaining an organization where Representatives are free to raise good faith concerns regarding US Youth Soccer's business practices, specifically: (1) reporting suspected violations of law on the part of US Youth Soccer, 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 US Youth Soccer's Conflict of Interest Policy of Conduct.

US Youth Soccer 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 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 US Youth Soccer 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 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, US Youth Soccer Audit Committee, the Chair of the Board, the CEO, or to the Director of Accounting and Finance.