

## **MCLEAN YOUTH SOCCER ASSOCIATION CODE OF BUSINESS CONDUCT AND ETHICAL STANDARDS**

This Code of Business Conduct and Ethical Standards (the “Code”) has been adopted by the Board of Directors (the “Board”) of McLean Youth Soccer Association (“MYSA”), to set forth the standards of business conduct expected of all directors, officers, employees, and certain volunteers, contractors, and other agents of MYSA. The Code is intended to assist in the identification of business situations where public or our members’ trust might be compromised or a law violated and to set forth guidelines governing such situations. The Code is intended to supplement but not replace any laws applicable to MYSA and its operations.

It is the responsibility of each Covered Person to become familiar with the Code. Strict adherence to the Code is a condition of continued affiliation or employment with MYSA. Any violation of the Code or applicable law may result in disciplinary measures against the violator including censure, demotion or reassignment, suspension with or without pay or benefits, disaffiliation, and/or termination, among other options.

Questions concerning the Code may be addressed to the Secretary of MYSA’s Board.

**1. Covered Persons.** The Code applies to each director, officer, and employee of MYSA and also to those volunteers, vendors, and contractors (“Covered Persons”) as selected by the Secretary of MYSA’s Board (typically parties to whom transactional or other operational authority is delegated). After being notified by MYSA’s Board Secretary of their designation as a Covered Person, each Covered Person must (i) within one month and by March 31<sup>st</sup> annually thereafter complete and return a Code Certification in the form of Exhibit 1 attached hereto; and (ii) promptly notify MYSA’s Board Secretary if he/she suspects any violation of this Code or if his/her answers to the Code Certification questions change.

At the first Board meeting after March 31<sup>st</sup> annually, the Board Secretary will confirm the receipt or not of a completed and signed Code Certificate from all Covered Persons.

**2. Compliance with Laws.** All Covered Persons must respect and obey, both in letter and in spirit, the laws, rules and regulations applicable to our business. Although Covered Persons are not expected to know the details of all of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors or other appropriate resources.

**3. Conflict of Interest.** A “Conflict of Interest” occurs when a Covered Person’s interests or their family’s interest interfere or appears to interfere with the interests of or his/her service to MYSA. Covered Persons shall endeavor to avoid any Conflict of Interest, shall promptly notify MYSA’s Board Secretary if he/she suspects any possible Conflict of Interest has or may arise, and shall work in good faith to resolve any Conflict of Interest as provided herein.

4. **Confidential Information.** Covered Persons must maintain the confidentiality of confidential information entrusted to them by MYSA or its members, even within MYSA, except when disclosure is authorized or required by law. Confidential information includes all non-public information that might be harmful to MYSA or its members' interests if disclosed. It also includes non-public personal information and other confidential information that members, volunteers, employees, contractors, and vendors have entrusted to us. The obligation to preserve confidential information continues even after affiliation with or employment by MYSA ends.

5. **Proper Use of MYSA Resources.** All Covered Persons shall protect MYSA's resources and assets and ensure their efficient use for their intended purposes. Likewise, Covered Persons shall not infringe upon the rights and resources of other organizations.

6. **Gifts & Opportunities.** Covered Persons are prohibited from accepting gifts in excess of \$100 in value or taking for themselves personally opportunities that arise through the use of MYSA property, information or position without the consent of the Board. No Covered Person may use MYSA property, information, or position for improper personal gain.

7. **Record-Keeping.** MYSA requires accurate and complete recording, reporting, and retention of information in order to make and evidence responsible business decisions. All of MYSA's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect transactions, and must conform both to applicable legal and to MYSA's procedures and system of internal controls. Records should always be retained or destroyed according to prevailing record retention policies while ensuring the confidentiality of those records as appropriate.

8. **Communications.** It is our policy to make full, fair, timely and understandable public disclosure of information relating to MYSA's business as required by law or otherwise in the best interests of our members. In order to ensure that all disclosures of information conform to the above standards, all such disclosures shall be made only through channels specifically established by the Board or MYSA's officers.

9. **Electronic Technologies.** MYSA's electronic technologies (email accounts, web site, systems, applications, computers or communications devices, etc.) shall be used exclusively for MYSA related business and not for personal gain or activities. Users should be aware that none of these tools are private or secure and that electronic records are difficult to destroyed. Users shall conduct themselves in a professional manner, not participate in any activities that could damage the reputation of MYSA, and not transmit or access any information or other material that is harassing, obscene, or otherwise inappropriate. Users shall comply with all applicable laws and licensing agreements.

10. **Assessing a Code Violation.** After identification of a possible Code violation, the action or transaction in question shall be suspended and the Board Officers will expeditiously gather all material facts, confer, and vote, by simple majority of

disinterested officers, on whether a violation exists. If an officer has a Conflict of Interest with the matter at hand, such officer shall reclude themselves from all hearings, deliberations and decision processes as described herein. If the disinterested Board Officers cannot reach a majority decision, the matter shall be referred to the full Board.

**11. Addressing a Code Violation.** After exercising due diligence and weighing the interests of MYSA and its members, the Board Officers shall determine by a majority vote of the disinterested officers the appropriate (i) actions to mitigate a Code violation and (ii) disciplinary actions to impose on the violator.

**12. Waivers.** A Covered Person may request a waiver of any of the provisions of this Code by submitting a written request to the MYSA Board Secretary setting forth the basis for such request and explaining how the waiver would be consistent with the standards of conduct described herein. The Board officers shall review such request and make a determination thereon following the procedures set forth herein for assessing a Code violation.

**13. Recording and Disclosure of Proceedings.** At the next duly constituted Board meeting the Board Secretary shall disclose the facts and circumstances concerning any violation or waiver of the Code granted since the last Board meeting. This disclosure to the Board shall include the minutes of the meetings of the Board Officers which shall contain the names of the persons involved, the facts and nature of the violation or waiver, the content of the discussions including any alternatives to the proposed actions, and a record of any votes taken in connection with the proceedings. The Board Secretary's written report on these matters and all Code Certifications shall be filed with the Board meeting minutes.

The Board Secretary shall also disclose to the Board the circumstances surrounding any assessment of a possible Code violation that remains unresolved by the Board Officers for more than five weeks after being brought to the attention of the Secretary.

**14. Periodic Reviews of Compensation, etc.** To ensure MYSA operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, a periodic review by disinterested persons shall be conducted that, at a minimum, assess the following: (i) whether compensation arrangements and benefits are reasonable; and (ii) whether business arrangements and transactions with other organizations and individuals conform to MYSA's policies, are properly approved and recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**15. Confidentiality.** All reports and records prepared or maintained pursuant to this Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law or this Code, such matters shall not be disclosed to anyone other than the Board and its counsel or other consultants.

**MCLEAN YOUTH SOCCER ASSOCIATION  
CODE OF BUSINESS CONDUCT AND ETHICAL STANDARDS  
CERTIFICATION**

This Code of Business Conduct and Ethical Standards Certification (“Certification”) is designed to ensure that all agents of McLean Youth Soccer Association (“MYSA”) understand the Board of Directors’ (“Board”) expectations for business conduct and to assist in identification of any potential conflicts of interest.

A conflict of interest may occur where a volunteer, employee, or contractor has a financial, business, or personal interest that is in conflict or appears to be in conflict with the interests of MYSA or raises doubts about their objectivity. Potential conflicts of interest include but are not limited to: undue influence because of non-MYSA related personal or professional relationships; financial, employment or consulting interests in any entity with which MYSA does business; a Covered Person’s relatives, employer or employees having any of the relationships described above.

During your service to MYSA on a timely basis, you shall disclose any changes to your responses herein and raise any questions regarding your conflict of interest status with MYSA’s Board Secretary.

The term “immediate family members” includes a person’s spouse, parents, children (including adopted), siblings, aunts and uncles, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, grandparents, spouses of siblings or children and anyone other than domestic employees who shares such person’s home.

I, \_\_\_\_\_, have read and understand the MYSA Code of Business Conduct and Ethical Standards (the “Code”). I understand that MYSA’s Board Secretary is available to answer any questions I have regarding the Code. I affirm that, to the best of my knowledge and since I was notified that I am a Covered Person as defined in the Code and except to the extent disclosed below, I have complied with the Code and all applicable laws. I affirm I will continue to comply with the Code and any applicable laws for as long as I serve MYSA except as disclosed below. I affirm that to the best of my knowledge, except as listed below, I have no personal, business, or financial interest that conflicts, or appears to conflict, with the interests of MYSA. I agree to discuss any potential conflicts listed below with the MYSA Board Officers or their designee and to refrain from participating in any deliberations, decisions, and/or voting related to the matter presenting the conflict until such time as it is determined by MYSA that the conflict is mitigated or otherwise resolved.

I expect to serve MYSA in the following positions or capacities: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

1. Do you have an immediate family member who is now employed by, volunteers for, or is a contractor or supplier to MYSA?  Yes  No

If yes, please identify the persons, dates, and circumstances of such relationships between MYSA and your family members. \_\_\_\_\_

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2. Are you or any of your immediate family receiving or expecting to receive any compensation or payments from MYSA other than employment compensation or business expense reimbursement?  Yes  No If yes, please identify the person, circumstances, amount, and date(s) the payment is expected to be received.

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3. Do you have a financial or business interest with any person or organization (i) with which MYSA does business or (ii) to/from whom MYSA made payments to/received payments from for property, goods, or services?  Yes  No

Have you or an immediate family member been a party to or involved in a contract or business transaction, not including membership, with MYSA?  Yes  No

Do you have an immediate family member who has a financial or business interest with any person or organization (i) with which MYSA does business or (ii) to/from whom MYSA made payments to/received payments from for property, goods, or services?  Yes  No If yes to any of the above questions, please fully describe the parties, circumstances and relationships. \_\_\_\_\_

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4. Have you or any of your immediate family received a gift, gratuity or favor from a person or entity that does or seeks to do business with MYSA?  Yes  No If yes, please fully describe the parties, circumstances, and relationships. \_\_\_\_\_

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5. Please list your employers and positions held or primary sources of income for the past two years. \_\_\_\_\_

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6. Please list all organizations on whose governing bodies or advisory boards you served or with whom you held a position of authority within the past year or for whom you expect to do so in the future. \_\_\_\_\_

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7. Are there any on-going or pending legal proceedings that may be potentially adverse to MYSA's interests in which you, an immediate family member, or any entity listed by you in response to the above questions are a party? \_\_\_ Yes \_\_\_ No If yes, please fully describe the circumstances. \_\_\_\_\_

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8. During the past five years have you been convicted in a criminal proceeding or are you now the named subject of a pending criminal proceeding (excluding infrequent traffic violations)? \_\_\_ Yes \_\_\_ No If yes, please provide the details. \_\_\_\_\_

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9. Is there anything that has not been asked in this Certification of which you believe MYSA would desire to be made aware? If yes, please provide the details below.

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Date \_\_\_\_\_, 20\_\_

Signature \_\_\_\_\_

Printed Name \_\_\_\_\_