

MINNEAPOLIS AREA YOUTH LACROSSE ASSOCIATION CONFLICT OF INTEREST POLICY

The purpose of this Conflict of Interest Policy is to help Minneapolis Area Youth Lacrosse Association (“MAYLA”) and its directors, committee members, and employees identify, disclose, and manage situations that present actual or potential conflicts of interest in accordance with applicable law. It is the duty of all directors, committee members, and employees of MAYLA to be aware of this Policy and to identify and disclose to the appropriate person(s) all actual or potential conflicts of interest. This Policy supplements but does not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

1. **General Definitions.**

- 1.1 The “**Board**” means the Board of Directors of MAYLA.
- 1.2 An “**Interested Person**” is any director, committee member, or employee of MAYLA who has a personal interest that is in conflict with the interests of MAYLA.
- 1.3 A “**Family Member**” is an affected individual’s spouse, parent, child, brother, or sister, or spouse of any such person.
- 1.4 A “**Material Financial Interest**” in an entity is a financial interest that, in view of all the circumstances, is substantial enough that it reasonably could affect an Interested Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.
- 1.5 A “**Contract or Transaction**” is any agreement or relationship involving a sale or purchase of goods or services, a loan or grant, any other type of financial relationship, or the exercise of control over another organization. For purposes of this Policy, a gift to MAYLA is not a Contract or Transaction.

2. **Conflict of Interest Defined.** Any of the following circumstances shall be deemed to create a “Conflict of Interest”:

- 2.1 A director, committee member, or employee (or his or her Family Member) is a party to a contract, or involved in a transaction with MAYLA for goods or services.
- 2.2 A director, committee member, or employee (or his or her Family Member) has a Material Financial Interest in a transaction between MAYLA and an entity in which the director, committee member, or employee (or Family Member) is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

- 2.3 A director, committee member, or employee (or his or her Family Member) is engaged in some capacity or has a Material Financial Interest in a business or enterprise that competes with MAYLA.
- 2.4 A director, committee member, or employee accepts gifts, entertainment, or other favors from individuals or entities IF the party providing the gift, entertainment, or favor may reasonably be viewed as intending to influence the director, committee member, or employee in the performance of his or her duties on behalf of MAYLA. This does not prohibit the acceptance of items or entertainment of nominal or insignificant value that are not related to any particular activity of MAYLA.

All directors, committee members, and employees are expected to recognize other potential Conflicts of Interest by analogy and follow the disclosure procedures set forth in this Policy.

The fact that an actual or potential Conflict of Interest exists does not mean that the related transaction, situation, or circumstance is prohibited. The Board or other appropriate parties will assess the materiality of the Conflict of Interest, the relations between Interested Parties, and the terms of the related transactions in accordance with the terms of this Policy.

3. **Procedures.**

- 3.1 Each director, committee member, or employee shall disclose all actual or potential Conflicts of Interest to the Treasurer and the Executive Director of the Board before entering into any transaction or otherwise taking actions that could result in an actual or potential Conflict of Interest. Disclosures involving directors should be made to the Executive Director of the Board and the Treasurer (or if the President or the Treasurer is the Interested Person, then to the officer that is not the Interested Person and the Director of Administration of the Board), who shall bring the matter to the full Board or a duly appointed committee of the Board.
- 3.2 Prior to Board or committee action on a Contract or Transaction involving a Conflict of Interest, a director, committee member, or employee who has an actual or potential Conflict of Interest (or any other person who is aware of the Conflict of Interest) shall disclose all relevant facts at the meeting or, if before the meeting, to the chair of the meeting, who shall report any such disclosure at the meeting. All such disclosures shall be reflected in the minutes of the meeting.

- 3.3 An individual who has an actual or potential Conflict of Interest shall not participate in the Board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert any personal influence with respect to the matter or take any action that may affect MAYLA's participation in such Contract or Transaction.
- 3.4 An individual who has an actual or potential Conflict of Interest with respect to a Contract or Transaction (a) shall not vote on the Contract or Transaction, and (b) shall not be present when the vote is taken, unless the vote is by secret ballot. Such individual's presence shall be counted in determining the presence of a quorum for such meeting, however, and his or her ineligibility to vote shall be reflected in the minutes of the meeting.
4. **Board Determination.** Following full disclosure of an actual or potential Conflict of Interest, the Board shall determine whether a Conflict of Interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the Conflict of Interest and protect MAYLA's best interests. Such votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum, provided that at least one consenting director is disinterested.
5. **Confidentiality.** No director, committee member, or employee shall disclose any confidential information acquired in connection with disclosures of actual or potential Conflicts of Interest. Directors, committee members, and employees shall also not disclose or use information relating to the business of MAYLA for the personal profit or advantage of themselves or their Family Member(s).
6. **Review of Policy.**
- 6.1 Each director, officer, and employee shall be asked to review this Policy and to acknowledge in writing that he or she has done so.
- 6.2 Annually each director, committee member, and employee shall complete a disclosure form identifying all relationships, positions, or circumstances in which s/he is involved that he or she believes could contribute to an actual or potential Conflict of Interest. Any such information disclosed shall be treated as confidential and shall be made available only to the Executive Director of the Board, the Director of Administration, the Treasurer and the Secretary of the Board, except to the extent disclosure is necessary in order to implement this Policy.
- 6.3 This Policy shall be reviewed annually by the Board. Any changes to this Policy shall be communicated to all directors, committee members, and employees.

ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM

Name: _____

Position (Board member/committee member/employee): _____

Have you, your employer, or any Family Member provided property or services (other than services in your position listed above) to MAYLA in the past year?

Yes _____ No _____

If Yes, *please describe* the nature of the property or services provided:

Have you, your employer, or any Family Member purchased services or property from MAYLA (other than books published by MAYLA) in the past year?

Yes _____ No _____

If Yes, *please describe* the nature of the services or property purchased:

Are there any other relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between MAYLA and your personal interests, financial or otherwise?

_____ No, I have no conflict of interest to report

_____ Yes, I have the following conflicts of interest (*please describe* other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer, director, material shareholder, or employee and the name of your employer and any businesses you or a family member own):

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of MAYLA. I agree that if I become aware of any information that might indicate that I am an Interested Person or a Conflict of Interest has arisen or is likely to arise, that I will notify the appropriate person as set forth in the Conflict of Interest Policy of MAYLA.

Date: _____, 20__

Signature: _____