

**BYLAWS OF  
Woodford Youth Soccer Association, Inc. (“Corporation” or “WYSA”)**

**Article I. Offices**

**Section 1.** Principal Office. The principal office of the Corporation shall be located at 126 Industry Drive, Versailles, Kentucky 40383, or at such other location in Woodford County, Kentucky as the Board of Directors may determine from time to time. The Corporation may have such other offices, within Woodford County, Kentucky, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**Section 2.** Registered Office. The Corporation shall have and continuously maintain in the State of Kentucky a registered office and a registered agent whose office is identical with such registered office, as required by the Kentucky Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II. Members**

**Section 1.** Classes of Members; Qualifications of Membership. The Corporation shall have one class of members. To qualify for membership, a person must be: (a) a parent or legal guardian of a minor properly registered with WYSA to play soccer; (b) an individual over 18 years of age properly registered with WYSA to play soccer; (c) the current members of the Board of Directors; or, (d) any coach, or any other volunteer position within the Corporation currently serving. Persons who qualify for membership by virtue of subsections (a) and (b) above shall automatically become members.

**Section 2.** Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members; provided, however, no family shall be entitled to more than one (1) vote on each matter submitted to a vote of the members.

**Section 3.** Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period set in accordance with Article XI of these Bylaws.

**Section 4.** Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**Section 5.** Reinstatement. Upon written request signed by a former member and filed with the Secretary, The Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

**Section 6.** Transfer of Membership. Membership in this Corporation is not transferable or assignable.

### **Article III. Meetings of Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall conclude by the last day of May in each year for the purpose of concluding the election of Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be held.

**Section 2. Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than fifteen percent (15%) of the members having voting rights.

**Section 3. Place of Meeting.** The Board of Directors may designate any place, within Woodford County, Kentucky, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation with a virtual option to join; but if sixty percent (60%) of the members having voting rights shall meet at any time and place, within Woodford County, Kentucky, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 4. Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by email, to each member entitled to vote at such meeting, not less than 10 days and not more than 35 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or members calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. If emailed, the notice of a meeting shall be deemed to be delivered when sent to the member at his/her email address as it appears on the records of the Corporation and the notice of meeting is posted on the Corporation's website. Any member may waive notice of any meeting by a waiver in writing signed by such member.

**Section 5. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by fifty-one percent (51%) of the members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum.** The members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** If a quorum is present, action on a matter shall be approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by the Articles of Incorporation, by these Bylaws or by law.

**Section 8. Remote Communication.**

- (a) If the board of directors is authorized to determine the place of an annual or special meeting of members, the board of directors, in its sole discretion, may determine that the meeting shall not be held at any place but shall instead be held solely by means of remote communication under subsection (b) of this section.
  
- (b) If authorized by the board of directors in its sole discretion, and subject to such guidelines and procedures as the board of directors may adopt, members and not physically present at a meeting of members may by means of remote communication:
  - (1) Participate in a meeting of members; and
  - (2) Be deemed present in person and vote at a meeting of members, whether such meeting is to be held at a designated place or solely by means of remote communication, if:
    - i. The corporation implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member;
    - ii. The corporation implements reasonable measures to provide members referred to in subparagraph 1. of this paragraph a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and
    - iii. The corporation records any vote or other action taken at the meeting by a member or by means of remote communication. The corporation shall maintain as a record the recorded vote or other action taken.

**Section 9. Voting.** When directors or officers are to be elected by members, such election may be conducted in such manner as the Board of Directors shall determine.

**Section 10. Nominations.** When directors or officers are to be elected by members, prior to an election, an open position of the Board shall be nominated from the list of candidates managed by the Office Manager and/or Secretary. Candidates may self-nominate or be nominated by a director or member of WYSA. The nominated individual must confirm they accept the nomination prior to any vote.

**Article IV. Board of Directors**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors (the “Board”). The Board shall adopt and publish an annual budget and take such other acts as necessary and appropriate to effectively manage the affairs of the Corporation.

**Section 1.2.** The policy making responsibility of the Corporation shall be vested in the Board. The Board of Directors shall:

- a. Determine the policy with respect to forming and grouping of teams in WYSA competition;
- b. Elect Directors and Age Group Coordinators as needed to manage the operation of WYSA competition;
- c. Determine the rules of play to be used in WYSA competition;
- d. Ratify appointments to fill vacancies on the Board, or in any office which results from death, resignation, or other reason with any person selected to fill a vacancy on the Board or any elective office

(except President) to serve until an election can be held at the next Annual Meeting or as otherwise provided in the Bylaws;

e. Ratify the appointment of all Standing Committee Chairpersons;

f. Ratify the appointment of all standing committee members;

g. Call special meetings of WYSA as necessary;

h. Contract for such personal services and facilities as shall be necessary for the operation of WYSA business;

i. Report actions of the Board to members at the Annual Meeting or at any other special meetings of WYSA;

j. Authorize the expenditure of funds for purposes in keeping with the needs of the association.

k. Review and approve any actions taken at an Annual or Special Meeting of the members with less than 10% of the total WYSA membership in attendance.

l. Promote and enforce compliance of SafeSport certification by all coaches, volunteers, and members of the Board. Any Board member that refuses to comply with SafeSport certification is subject to Removal.

m. Prepare an annual budget.

**Section 2. Number, Tenure, and Qualifications.** The number of voting directors shall be eleven (11). These directors shall be the person elected in the following positions by the members: (a) President; (b) Vice-President; (c) Treasurer; (d) Secretary; (e) League Commissioner; and (f) the person designated by the President of the Bluegrass Soccer Club as its representative. The remaining five (5) directors shall be elected at large by the members. All directors shall serve a term of two (2) years. Persons who are directors by virtue of holding the office of President, Secretary, and League Commissioner and two (2) directors at large shall be elected in even years.

Persons who are directors by virtue of holding the office of Vice-President or Treasurer and three (3) directors elected at large shall be elected in odd years. No director shall serve more than three (3) consecutive terms as an at large director unless an exception is made by majority vote of the Board. Each director shall hold office until the designated successor shall have been elected and qualified. A director need not be a resident of the State of Kentucky or a member of the Corporation. Additionally, the Office Manager is a nonvoting member of the Board. A person may hold more than one concurrent position on the Board but shall have only a single vote.

**Section 3. Removal.** Any director may be removed by a vote of two-thirds of the members or a two-thirds majority vote of the entire Board whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed.

**Section 4. Regular Meetings.** A regular annual meeting of the Board shall be held without notice, except as otherwise may be required by these Bylaws, within thirty (30) days after, and at the same place as, the annual meeting of members. The Board may provide by resolution the time and place, within Woodford County, KY, for the holding of additional regular meetings of the Board without notice other than as provided in such resolution.

**Section 5. Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the Board may fix any place, within Woodford County, KY, as the place for holding any special meeting of the Board called by them.

**Section 6. Notice.** Notice of any special meeting of the Board shall be given at least three (3) days previously thereto if given personally, by telephone or email or at least five (5) days previously thereto if given by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to each director at his/her address as shown by the records of the Corporation, with postage thereon prepaid. If notice be given by email, the notice of a meeting shall be deemed to be delivered when sent to the director at his/her email address as it appears on the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 7. Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 8. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

**Section 9. Vacancies.** Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor's office of directorship.

**Section 10. Compensation.** Directors shall not receive any compensation for their services to the Corporation. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 11. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

**Section 12. Office Manager.** In addition to the responsibilities set forth in this article's Section 1.2, the Office Manager shall also have the following duties and responsibilities:

- i. To serve as a non-voting member of the Board;
- ii. To oversee the day-to-day operations of the Corporation;
- iii. To report to the Board on any issues related to the day-to-day operations of the organization or any other related issue requested by the Board;
- iv. To supervise the organization's employees;
- v. To maintain records of all WYSA players, coaches, administrators, referees and other volunteers;
- vi. To supervise the registration of players and the maintenance of the file of registered players.
- vii. To maintain a list of all current members.
- viii. Other such duties as may from time to time be assigned by the Board.

## Article V. Officers

**Section 1. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and a League Commissioner. No person shall hold more than one of such offices except as provided in these Bylaws.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected by the members at an election scheduled to be concluded by the last day of May each year. The President, the Secretary, and the League Commissioner shall be elected in even years. The Vice-President and the Treasurer shall be elected in odd years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as reasonably convenient. New offices may be created and filled at any meeting of the members. Each officer shall hold office for a term of two (2) years or until their successor shall have been duly elected and shall have qualified. No person shall serve more than three (3) consecutive terms in the same office unless authorized by the Board by majority vote.

**Section 3. Removal.** Any officer may be removed by a vote of two-thirds of the members or a two-thirds majority of the entire Board whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term period until the next annual election at which time the vacancy shall be subject to an election for the remainder of the original term (if such a remainder applies).

**Section 5. President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, and deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated or restricted by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**Section 6. Vice-President.** In the absence of the President or in event of his inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office and e-mail addresses of each member which shall be furnished to the Secretary by such member; and in general perform all duties

incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; give periodic written and oral financial reports, consistent with accepted accounting standards and principles, to the members; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks as shall be selected in accordance with the provisions of Article VII of these Bylaws; pay bills and invoices as approved by the Corporation; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 9. League Commissioner.** The League Commissioner shall work with the Corporation to schedule and oversee the recreational league draw; work with the Corporation to arrange and stage soccer games and tournaments; work with the Corporation to distribute information to members to achieve the efficient conduct of the game of soccer.

**Section 10. Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

## **Article VI. Committees**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority, if any, of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the articles of incorporation; restating the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of

the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

**Section 3.** Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4.** Chairperson. One member of each committee shall be appointed Chairperson by the person or persons authorized to appoint the members thereof.

**Section 5.** Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6.** Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7.** Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **Article VII. Contracts, Checks, Deposits and Funds**

**Section 1.** Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2.** Checks, Drafts, Expenditures and Disbursements. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation. No check, draft, expenditure or disbursement in excess of \$50,000, not previously approved as part of the Corporation's budget, shall be authorized without the prior approval of the members.

**Section 3.** Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such federally insured banks as the Board of Directors may select.

**Section 4.** Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.



## **Article VIII. Evidence of Membership**

**Section 1.** Evidence of Membership. The Office Manager will provide the Board with a list of the members no less often than annually as defined in Article 2, Section 1 for purposes of voting integrity. When a person has been made a member, an email shall be delivered to him/her by the Secretary or Office Manager.

## **Article IX. Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time and upon reasonable notice.

## **Article X. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

## **Article XI. Fees/Dues**

**Section 1.** Annual Fees/Dues. The Board of Directors may determine from time to time the amount of registration fees due and payable by members to play soccer to the Corporation and the dates by which dues shall be due and payable.

**Section 2.** Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of sixty (60) days from the date such dues became due and payable, his membership may be terminated by the Board of Directors in the manner provided in Article III of these Bylaws.

## **Article XII. Seal**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal Kentucky."

## **Article XIII. Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if notice as required by Article III, Section 4 is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

## **Article XIV. Conflict of Interest**

All Board members shall report to the Board in a timely manner all possible conflicts of interest. If any business involving a conflict of interest comes before the Board, those persons identified with the conflict

of interest shall be excluded from certain discussions and all voting related to that business. The definition of a conflict of interest shall be in as set forth in the WYSA Conflict of Interest Policy found attached hereto as Attachment A.

## **Article XV. RULES OF ORDER**

**Section 1.** Parliamentary Authority. Robert's Rules of Order (revised) shall govern all cases where they are applicable and in which they are not in conflict with the Bylaws.

**Section 2.** Competition Authority. The Rules of the International Football Association Board (Federation International de Football Association - FIFA), the United States Youth Soccer Association (USYSA), and the Kentucky Youth Soccer Association (KYSA) shall govern the conduct of games and officiating of WYSA except where they are in conflict with the WYSA Bylaws, in which instance the WYSA Bylaws shall prevail.

## Attachment A: WYSA Conflict of Interest Policy

### Purpose of Policy

This conflict of interest policy is designed to help directors, officers, and employees of WYSA identify situations that present potential conflicts of interest and to provide WYSA with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

#### 1. Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. Outside Interests.
  - i. An Agreement or Transaction between WYSA and a Responsible Person or Family Member.
  - ii. An Agreement or Transaction between WYSA and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- b. Outside Activities.
  - i. A Responsible Person competing with WYSA in the rendering of services or in any other Agreement or Transaction with a third party.
  - ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with WYSA in the provision of services or in any other Agreement or Transaction with a third party.
- c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
  - i. does or is seeking to do business with, or is a competitor of WYSA; or
  - ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from WYSA;
  - iii. is a charitable organization;
  - iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of WYSA.

#### 2. Definitions.

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. A "Responsible Person" is any person serving as an officer, employee, or member of the board of directors of WYSA.
- c. A "Family Member" is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board will annually establish an amount that it would consider to be a "material financial interest.")
- e. An "Agreement or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by WYSA. The making of a gift to WYSA is not an Agreement or Transaction within the meaning of this document.

#### 3. Duties to Report

- a. On an annual basis, in a specific monthly meeting between January and April, any officer, director, trustee, and/or key employee are required to disclose interests that could give rise to conflicts of interest to the Board. At all times, regardless of the outcome of a vote, officers, directors, and key employees are to act in the best interest of the Corporation.

- b. The Corporation will regularly and consistently monitor and enforce compliance with the policies set forth herein by excluding any individual identified as having a conflict of interest from voting on any matter that pertains to the conflict.
4. Procedures.
- a. Before board or committee action on and Agreement or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
  - b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the President all facts material to the Conflict of Interest. The President shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
  - c. A person who has a Conflict of Interest shall not participate in or be permitted to hear 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 his or her personal influence with respect to the matter, either at or outside the meeting.
  - d. A person who has a Conflict of Interest with respect to an Agreement or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Agreement or Transaction and shall not be present in the meeting room when the vote is taken. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
  - e. Responsible Persons who have a Conflict of Interest with respect to an Agreement or Transaction that is not the subject of board or committee action, shall disclose to the President or the President's designee any Conflict of Interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect WYSA's participation in such Agreement or Transaction.
  - f. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the President or the President's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.
5. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of WYSA. Furthermore, a Responsible Person shall not disclose or use information relating to the business of WYSA for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.
6. Review of Policy.
- a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
  - b. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to WYSA. Each Responsible Person should also disclose to the board of directors any potential Conflict of Interest that may arise during the course of the year between the submission of annual disclosure forms. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
  - c. This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

WYSA Conflict of Interest Information Form

Name: Nicholas Browning

Date: 3/31/2024