



## **COLUMBIA EMPIRE VOLLEYBALL ASSOCIATION CONFLICT OF INTEREST POLICY**

**ADOPTED AUGUST 2013  
LAST UPDATED JUNE 2021**

### **Article 1 - Purpose**

The purpose of the Conflict of Interest Policy (the "Policy") is to protect the interests of the Columbia Empire Volleyball Association ("CEVA") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an employee or director of CEVA or might result in a possible excess benefit transaction. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This Policy was adopted by the Board of Directors of CEVA (the "Board") at its regularly scheduled Board meeting held on August 5, 2013 and supersedes all policies involving conflicts of interests as previously adopted by the Board. The Policy is effective immediately upon its August 5, 2013, adoption date (the "Effective Date").

### **Article 2 - Definitions**

**2.1 Interested Individual.** Any employee or director of CEVA who has a direct or indirect financial interest, as defined below, is an interested individual.

**2.2 Financial Interest.** An individual has a direct or indirect financial interest if the individual has, directly or indirectly, through business, investment, or family:

- A)** An ownership or investment interest in any entity with which CEVA has a transaction or arrangement;
- B)** A compensation arrangement with CEVA or with any entity or individual with which CEVA has a transaction or arrangement; or
- C)** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CEVA is negotiating a transaction or arrangement.

"Compensation" for purposes of this Policy includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 3.2, an individual who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.



### **Article 3 - Procedures**

**3.1 Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested individual must disclose the existence of the financial interest and be given the opportunity to disclose all material facts of the proposed transaction or arrangement to the Board.

**3.2 Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested individual, he, or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### **3.3 Procedures for Addressing the Conflict of Interest.**

**A)** An interested individual may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**B)** The director presiding over the Board meeting shall, as determined appropriate by the Board in its sole and exclusive discretion, appoint an outside person or Board committee to investigate alternatives to the proposed transaction or arrangement involving the possible conflict of interest.

**C)** After exercising due diligence, the Board shall determine whether CEVA can obtain with reasonable efforts a more advantageous transaction or arrangement from an individual or entity that would not give rise to a conflict of interest.

**D)** If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CEVA's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **3.4 Violations of the Policy.**

**A)** If the Board has reasonable cause to believe that an individual to whom this Policy applies has failed to disclose actual or possible conflicts of interest, it shall inform such individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

**B)** If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the individual has failed to



disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article 4 - Records of Proceedings**

The minutes of the Board shall contain:

- A)** The names of the individuals who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- B)** The names of the individuals who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article 5 - Compensation**

- A)** A voting member of the Board who receives compensation, directly or indirectly, from CEVA for services rendered to CEVA is precluded from voting on matters pertaining to that individual's compensation.
- B)** A voting member of any committee of CEVA who receives compensation, directly or indirectly, from CEVA for services rendered to CEVA is precluded from voting on matters pertaining to that individual's compensation.

#### **Article 6 - Statements**

Each individual who is an employee or director of CEVA as of the Effective Date shall sign a statement ("Statement") that affirms such individual:

- A)** Has received a copy of the Policy;
- B)** Has read and understands the Policy;
- C)** Has agreed to comply with the Policy; and
- D)** Understands that CEVA is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.



Thereafter, a Statement shall be signed by individuals who are employees or directors of CEVA on (i) their initial date of hire, election or appointment (as the case may be) and (ii) in the case of directors, their subsequent date of re-election or re-appointment.

#### **Article 7 - Periodic Reviews**

To ensure CEVA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- A)** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B)** Whether partnerships, joint ventures, and arrangements with management organizations conform to CEVA's written policies, are properly 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.

#### **Article 8 - Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, CEVA may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

#### **Article 9 - Adoption**

This Policy was adopted by the members of Board at a meeting held on August 5, 2013.



**Columbia Empire Volleyball Association  
Conflict of Interest Policy Acknowledgment Form**

Name: \_\_\_\_\_

Date: \_\_\_\_\_

As an employee or director of the Columbia Empire Volleyball Association ("CEVA"), I hereby acknowledge in writing that:

- A)** I received a copy of the CEVA's Conflict of Interest Policy (the "Policy");
- B)** I have read and understand the Policy;
- C)** I agree to comply with the Policy; and
- D)** I understand that CEVA is a charitable organization and to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: \_\_\_\_\_



**Columbia Empire Volleyball Association  
Conflict of Interest Information Form**

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a conflict of interest arising (as defined in the Columbia Empire Volleyball Association's Conflict of Interest Policy).

Examples of Conflicts: Conflicts may arise from, but are not limited to, the following activities and transactions:

- Purchases or gifts of interest in land or sales of interests in land
- Purchase of supplies and equipment
- Hiring of staff
- Contracting for products or services
- The investment of the organization's assets
- Receipt of monetary and non-monetary gifts

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 Policy on Conflict of Interest of the Columbia Empire Volleyball Association that is currently in effect.

Signature: \_\_\_\_\_