

**WOMEN'S BASKETBALL COACHES ASSOCIATION  
CONFLICT OF INTEREST POLICY**

**ARTICLE I**

**Purpose**

The purpose of this Conflict of Interest Policy ("Policy") is to protect the interests of the Women's Basketball Coaches Association ("Association"), when it is considering entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy, adopted by the Board of Directors of the Association (the "Board"), is intended to supplement but not replace any applicable laws or regulations governing conflicts of interest applicable to nonprofit and charitable corporations.

**ARTICLE II**

**Definitions**

For purposes of this Policy, the following definitions and rules of construction shall apply:

1. "Interested Person" shall mean a director, principal officer, or member of a committee with the authority to act on behalf of the Board of Directors, who has a direct or indirect Financial Interest.
2. A "Financial Interest" exists if an Interested Person has, directly or indirectly, through business, investment or family:
  - a. any ownership or investment interest in any entity with which the Corporation has any transaction or arrangement;
  - b. a Compensation Arrangement with the Association or with any entity or individual with which the Association has any transaction or arrangement; or
  - c. any potential ownership or investment interest in, or Compensation Arrangement with, any entity or individual with which the Association has any transaction or arrangement.

A Financial Interest does not necessarily constitute or result in a conflict of interest. A person has a conflict of interest, for purposes of this Policy, only if the Board or a committee with Board authority decides that a conflict of interest exists.

3. A "Compensation Arrangement" includes direct and indirect remuneration and gifts or favors that are substantial in nature, but shall not include gifts of less than Fifty Dollars (\$50.00) in value.

### **ARTICLE III**

#### **Procedures**

1. An Interested Person shall disclose the existence and nature of his or her Financial Interest, and shall be given the opportunity to disclose all material facts relating to such Financial Interest, to the Board or to the members of the committee with Board-delegated powers, considering the proposed transaction or arrangement.
2. If the Interested Person has a Financial Interest, after disclosure of the Financial Interest and all material facts relating to the Financial Interest, and after any discussion between the Board or the committee and the Interested Person to clarify or bring to light additional information with respect to the Financial Interest, the Interested Person shall leave the Board or committee meeting while the remaining Board or committee members deliberate and vote upon whether a conflict of interest exists. Prior to leaving the meeting, the Interested Person may offer a brief statement of his or her position regarding the transaction or arrangement and may answer pertinent questions from other directors or committee members. In the absence of the Interested Person, the remaining Board or committee members shall determine if the Financial Interest may constitute or result in a conflict of interest.
3. In the event the Board or committee determines that a conflict of interest exists:
  - a. The Interested Person may make a presentation with regard to the transaction or arrangement at the Board or committee meeting, but after such presentation, the Interested Person shall leave the meeting during the deliberations concerning, and the vote upon, the transaction or arrangement.
  - b. The president of the Board or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board or committee shall determine whether the Association can, with reasonable efforts, obtain an

alternative transaction or arrangement with the relevant person or entity that would not give rise to a conflict of interest.

- d. If an alternative transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine, by a majority vote of the disinterested directors or committee members present at a meeting, whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction or arrangement is fair and reasonable to the Association. In conformity with that determination, the Board or committee shall decide whether to enter into the proposed transaction or arrangement.

#### **ARTICLE IV**

##### **Records of Proceedings**

The minutes of meetings of the Board of Directors and all committees acting with the authority of the Board of Directors shall include:

1. The names of all persons who have disclosed or otherwise were found to have Financial Interests, the nature of the Financial Interest, and the Board's determination of whether a conflict of interest existed; and
2. The names of the persons who were present at the meeting for discussions and votes relating to the transaction or arrangement, the content of these discussions (including any alternatives to the proposed transaction or arrangement), and a record of the vote.

#### **ARTICLE V**

##### **Compensation Matters**

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

## **ARTICLE VI**

### **Annual Statements**

Each director, principal officer, or member of a committee acting with Board-delegated powers shall, upon commencement of his or her employment or term of office sign a statement, in the form attached hereto as Appendix A, certifying that the person:

1. received a copy of this Policy;
2. has read and understands this Policy;
3. agrees to comply with this Policy; and
4. understands and acknowledges that the Association is a charitable organization and that in order to maintain its tax-exempt status, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Annually, each director, principal officer, or member of a committee will be requested to submit an acknowledgement and disclosure statement regarding any and all updated Financial Interests.

## **ARTICLE VII**

### **Periodic Reviews**

The Association shall conduct periodic reviews of its activities to ensure that it is operating in a manner consistent with accomplishing its charitable purposes and that it is not engaging in activities that could jeopardize its status as an organization exempt from federal income tax. In conducting such reviews, the Corporation shall evaluate the following:

1. Whether the Association's compensation arrangements and benefits are reasonable and the result of arm's length negotiations; and
2. Whether contractual arrangements with providers of goods or services conform to written policies, are properly recorded, reflect reasonable payments for goods or services, further charitable purposes, and do not result in private inurement or impermissible private benefit.

In conducting its periodic reviews, the Board of Directors may, in its discretion, engage outside advisors, but the Board of Directors shall at all times retain responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE VIII**

### **Violations of Conflict of Interest Policy**

If the Board of Directors or a committee has reasonable cause to believe that a member of the Board of Directors or of the committee has failed to disclose a Financial Interest, it shall inform such person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted under the circumstances, the Board of Directors or committee determines that the member has in fact failed to disclose a Financial Interest, it shall take appropriate disciplinary and corrective action.

### ACKNOWLEDGMENT AND DISCLOSURE FORM

The undersigned person, who has been elected to the Board of Directors of the Women's Basketball Coaches Association, hereby confirms that the undersigned has read and does understand the Association's Conflict of Interest Policy and has received a copy of such Policy for present and future reference.

The undersigned agrees to take appropriate action with respect thereto, including the initiative in disclosing activities, interests or relationships wherever an actual or potential conflict may exist, and to otherwise comply in all respects with the Conflict of Interest Policy.

The undersigned further acknowledges and confirms that the Association is a charitable organization, and that in order to maintain its tax-exempt status it must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Consistent with the foregoing, the undersigned makes the following disclosure in accordance with applicable reporting responsibilities (if none, please write "NONE".)

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Check Box If Applicable:

There has been no change in my Financial Interests since the previous reporting period.

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

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

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