

# Toe Valley Soccer Association, Inc.

## Bylaws

### ARTICLE I. Identification

1. **Name:** This organization will be known as Toe Valley Soccer Association, Inc. (hereafter, the corporation or TVSA)
2. **Location:** Toe Valley Soccer Association, Inc is located in Yancey County, North Carolina, and extends its services to neighboring communities.

### ARTICLE II. Purpose

1. **Mission:**  
The purpose of TVSA shall be to foster the physical, mental and emotional growth, education, and development of community members by enabling players to develop their skills in the game of soccer.
2. **Limitations on Activities.**  
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### ARTICLE III. Affiliation

1. TVSA is affiliated with the North Carolina Youth Soccer Association (NCYSA), the United States Youth Soccer Association (USYSA) and United States Soccer Federation (USSF). TVSA shall exercise complete control over all its operations as long as there is no conflict with rules and regulations with NCYSA, USYSA and USSF.
2. TVSA has elected to establish teams for Recreation, Academy, Challenge, and Classic levels of soccer play.

### ARTICLE IV. Membership

1. **Membership:** Registration and/or membership shall be open to all youth and adults whose interest and support will be beneficial to the growth and development of soccer in Yancey County and the surrounding areas. No member shall be discriminated against based upon race, religion, sex, national origin, political affiliation; and physical or mental handicaps provided the youth is not prevented from playing due to safety considerations.
2. **Types of Members**
  - A. **Voting Members:**
    1. Voting Members shall consist of all **coaches, assistant coaches, team managers, Board Members, Committee Members and Required Position Members** that have participated in a TVSA soccer season within the 12 months prior to any vote. These members are entitled to ONE (1) vote each at the Annual General Meeting or any special meeting established by the Board of Directors. Members may not accumulate votes.
    2. **Team Representative:** Parents or guardians of players of each team will select a team representative that will be a voting member and entitled to ONE (1) vote. A Team

Representative who also is a coach, assistant coach, team manager, Board Member, Committee Member or Appointed Member will not accumulate votes. Team Representatives will be determined by the parents or guardians of players of each team.

- B. **Non-Voting Members:** Non-voting members shall be made up of those parents and guardians of children age 4 to 19 years of age participating in soccer activities that are not serving in a coaching, team management, Board, Committee, or Appointed Member role.
3. **Member Removal:** A member, required position appointee, or committee member may be removed from the corporation, with or without cause, by an affirmative vote of 66.7% of the voting members present at a regular or special meeting called by the Board of Directors. Removal of any member from the corporation shall prevent them from participating in any TVSA affiliated activity.
4. **Membership fees:** Membership fees and sponsorship costs will be determined by the Board of Directors and kept as low as possible to enable as many youths as possible to play soccer. Additionally, TVSA may offer limited scholarships to needy or deserving players.

## ARTICLE V. Board of Directors and Officers

1. **Board of Directors:** The Board of Directors, consisting of members elected shall be responsible for the operations of the Corporation and shall make decisions as necessary and in accordance with applicable laws, bylaws, and regulations. The Board of Directors shall be composed of the duly elected officers consisting of President, Vice President, Treasurer, Secretary and an At-Large Board Member.
2. **Officers**
  - A. **President** - The President will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The President will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required. The President will preside at meetings of the Board of Directors; will submit an annual report on the operations of the Corporation at the Annual Meeting; will enforce the Corporation's Bylaws, Rules and Guidelines; will be an ex-officio member of all committees and shall be notified of all committee meetings; and shall be responsible, along with the Secretary, for the adding of documents to, the safe keeping of and the storage of the Corporation's archive materials.
  - B. **Vice President** - The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors or the President.
  - C. **Treasurer** - The Treasurer will oversee the financial activities of the Corporation, including Bank account maintenance, investing of excess funds, transaction oversight, accounts payable, budget creation and reconciliation, and reporting to the board of key financial events, trends, concerns, and assessment of financial health. The Treasurer will complete financial forms and documents. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.
  - D. **Secretary** - The Secretary will attend all meetings of the Board of Directors and record the minutes of all proceedings

to be kept for that purpose. The Secretary will serve as the credentials officer for Corporation meetings; will be responsible for the recording of revisions to and publishing of the Corporations Bylaws, Rules and Guidelines; and will perform any other duties prescribed by the Board of Directors. The Secretary will also be responsible for ensuring that all appropriate records for the TVSA and NCYSA are in order.

- E. **At-Large Board Member** – The At-Large Board Member will represent the membership and receive direct feedback from members to make recommendations to the Board of Directors. The At-Large Board Member should attend all board meetings and is a voting member of the Board of Directors.

**3. Indemnification:**

The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer

of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person. The Corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the Corporation, when the said director, officer, employee, or agent has incurred expenses or liabilities (including attorneys' fees), which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The rights set forth in this section shall be in addition to any rights for indemnification provided by applicable law. The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation could indemnify that person against such liability under the provisions of this Section.

**4. Conflicts of Interest:**

- A. Any contract or other transaction between the Corporation and an officer, or between the corporation and any firm, organization or corporation of which an officer is a member, employee, director, or officer, or in which the officer has an interest, shall be valid for all purposes, if the fact of such interest was disclosed or known to the Board of Directors and if the Board of Directors authorizes or ratifies the contract or transaction, or if the contract or transaction is fair to the corporation. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.
- B. It shall be the responsibility of the Board of Directors to, yearly, create, amend, authorize and approve a written, comprehensive conflict of interest policy. Once approved and signed by all members of the board, the policy shall be distributed to all voting members.

## ARTICLE VI. Meetings

1. **Board Meetings:** The Board of Directors shall meet no less than every two months at a time and date chosen by a majority of the Board. These meetings shall be open to the public and are the preferred forum for members to raise issues, ideas, and concerns with the Board. Members will receive notice of board meetings upon request.
  - A. **Order of Business:** Board Meetings should cover, but are not limited to, the following:
    1. Adoption of Minutes
    2. Financial Update
    3. Officer Reports
    4. Unfinished Business
    5. New Business
  - B. **Parliamentary Authority:** Board meetings shall be presided at by the current corporation President and shall be governed by Robert's Rules of Order. Proxy votes will also be accepted from members who cannot attend, in accordance with Section 55A-7-24 of the General Statutes of North Carolina.
  - C. **Quorum:** A quorum of sixty percent (60%) of the board shall be required to conduct official corporation business.
2. **Special Meetings:** Special Meetings of the Board of Directors may be called by the President with a five (5) days advanced telephonic or electronic notice specifying the reason for the emergency. These meetings shall address only matters specifically identified in the meeting notification. Unless otherwise specified in an emergency meeting notice, the President or Vice-President must be present at all meetings in order to conduct TVSA business.
3. **Annual General Meeting:** The Annual General Meeting (AGM) shall be held once a year to allow for the election of board members by the voting members of the corporation.
  - A. **Date:** The date of the AGM shall be set by a majority of the Board of Directors and must take place during the month of August each calendar year. The Secretary must notify all members of the scheduled AGM no less than thirty (30) days prior. The Agenda for the AGM shall be published no less than 7 days prior.
  - B. **Parliamentary Authority:** The AGM shall be presided at by the current corporation President and shall be governed by Robert's Rules of Order. Proxy votes will also be accepted from members who cannot attend, in accordance with Section 55A-7-24 of the General Statutes of North Carolina.
  - C. **Quorum:** A quorum of at least twenty (20) percent of the eligible voting members must be present to conduct business at the AGM.
  - D. **Order of Business**
    1. Roll Call
    2. Presentation and acceptance of previous minutes
    3. Committee and Officer Reports
    4. Unfinished Business
    5. Consideration of changes to Articles of Incorporation and Bylaws
    6. New Business
    7. Budget Presentation and Approval
    8. Election of Board Members
4. **Committee Meetings:** All committee meetings shall be held at a time and place designated by the committee chair. The chair must notify all committee members and the President of the meeting time no less than 7 days prior.
5. **Special membership meetings:** Special Meetings of the membership may be called by the President with no less than ten (10) and no more than sixty (60) days advanced telephonic or electronic notice specifying the reason for the emergency. These meetings shall address only matters specifically identified in the meeting notification. Unless otherwise specified in an emergency meeting notice, the President or Vice-President must be present at all meetings in order to conduct TVSA business. A quorum of at least twenty (20) percent of membership shall be necessary to conduct business at a Special Meeting.

## ARTICLE VII. Nominations for Election to the Board of Directors

1. Any voting or non-voting member wishing to run for election or re-election must submit his or her intent in writing to the President a minimum of 30 days prior to the AGM of each year.
2. Voting for the Board of Directors will take place at the AGM held each calendar year.
3. A simple majority of eligible "voting members" present at the annual meeting will determine the result of the elections for positions on the Board of Directors.

## ARTICLE VIII Election of Board of Directors

1. The President and Secretary shall be elected in even years and the Vice-President, Treasurer and the At-Large Board Member will be elected in odd years at the AGM.
2. The term of the newly elected officers of the Board of Directors will be 2 year terms from September 1<sup>st</sup> of the current year through August 31<sup>st</sup> of the second year.
3. Officers of the Board of Directors may be elected to successive terms in the same capacity as often as they are duly re- elected.
4. In the event of a vacancy of any member of the Board of Directors for any reason, the remaining Board of Directors must fill said vacancy within sixty (60) days by a majority vote, to serve until the next AGM. However, if vacancy occurs within thirty (30) days before the AGM, the position shall remain vacant until the membership fills the vacancy by election at the AGM.

## ARTICLE IX. Removal of Elected or Required Positions

A majority of all Board Members must vote in favor of removal in order to remove an elected or required position. Causes for removal are:

- A. Missing three (3) consecutive regularly scheduled Board meetings.
- B. Misappropriation of funds.
- C. Gross negligence of duty.
- D. Using TVSA to benefit themselves or their business in any way other than by being a referee or sponsor of TVSA events. Also see Article 5 Section 4.

## ARTICLE X. Required Positions

All Required positions will be volunteer member positions approved by the Board of Directors on or after September 1st of each calendar year.

- A. **Head Registrar:** Recreation, Academy, Challenge and Classic
  1. Maintain a current registrar certification with NCYSA and attend all mandatory state registrar meetings.
  2. Maintain a current list of all Corporation registered players.
  3. Coordinate the Corporation registration dates and prepare forms to conduct registration.
  4. Comply with all NCYSA registration deadlines.
  5. Attend all mandatory meetings according to NCYSA.
- B. **Risk Management Coordinator:** Recreation, Academy, Challenge, and Classic
  1. Coordinate all approved coaches, assistant coaches and team managers with the head registrar and perform necessary back ground checks according to NCYSA Risk Management Protocol.
  2. Meet all NCYSA deadlines for returning forms to the state.
  3. Ensure an adequate funding balance in the Risk Management Account to perform back ground checks.

4. Attend all mandatory meetings according to NCYSA. C.

**Recreation Liaison:**

1. Responsible for maintaining a communication link between NCYSA and the TVSA Recreation Program.
2. Attend NCYSA Recreation meetings and inform membership of notable meeting information.

**D. Challenge Liaison:**

1. Responsible for maintaining a communication link between NCYSA and the TVSA Challenge Program.
2. Attend NCYSA Challenge meetings and inform membership of notable meeting information.

**E. Classic Liaison:**

1. Responsible for maintaining a communication link between NCYSA and the TVSA Classic Program.
2. Attend NCYSA Classic meetings and inform membership of notable meeting information

**F. Referee Assignor:** Recreation, Academy, Challenge and Classic

1. Maintain a current referee certification with the North Carolina Soccer Referees Corporation.
2. Responsible for recruiting referee candidates and ensuring they receive proper training and certification.
3. Responsible for scheduling referees for all soccer games and ensure they are properly uniformed and prepared.
4. Responsible for keeping track of referee time to be submitted to the Treasurer weekly for proper payment.

**G. Field Coordinator:**

1. Responsible for oversight of field usage, preparation, coordination with person doing scheduling of games and coordination with referee assignor.
2. Secures fields for soccer use by contacting field owner and seeking permission.
3. Submits field names and address to NCYSA so a Certificate of Insurance can be issued.
4. Conducts periodic safety checks to make sure there are no dangerous objects on the playing surface and goals are secured properly.

**H. Discipline and Appeals Liaison:**

1. Responsible for oversight of the NCYSA Code of Conduct according to the NCYSA Discipline and Appeals Manual.
2. Chair the Discipline and Appeals Committee and report any warranted infractions to Board of Directors.
3. Inform NCYSA D&A Administrator of any warranted infractions within our corporation or against another corporation.
4. Represent TVSA on NCYSA D&A Committee and will attend a yearly D&A certification meeting.

**I. Fundraising Coordinator**

1. Responsible to coordinate traditional fundraising events, web fundraising, and team sponsorships.
2. Finding and applying for applicable grant funding.

**J. Publicity Coordinator**

1. Contacting local media for the publicity of TVSA
2. Updating TVSA activities on League website and social media sites

**K. Director of Coaching**

1. Responsible for the recruiting, training and development of coaches
2. Managing Board approved coaching and player training programs
3. Monitoring the activities of all coaches for all TVSA teams
4. Developing and maintaining a philosophy of coaching for all TVSA teams

## ARTICLE XI. Committees

1. **Voting:** The chair of the committee can vote on matters before the committee. Decisions are decided by a simple majority vote. Tie votes shall be the same as a NO vote
  2. **Notice:** Regular meetings of committees may be held without further notice of the date, time, place, and purpose of the meeting
  3. **Membership:** Any member may volunteer to be a committee member within any particular committee. Until otherwise filled, the entire Board of Directors shall be de facto members of each committee.
1. **Discipline & Appeals Committee**
    - A. **Scope:** The Discipline & Appeals Committee shall have jurisdiction over matters evolving out of the day-to-day operation of the TVSA program deemed by the President not to warrant consideration of the full Board of Directors. Decisions and other actions by the D&A Committee will be appealed to the full Board of Directors.  
Any appeal of a decision of the Board of Directors shall be to the Protest and Appeals Committee of the North Carolina Youth Soccer Association. The Discipline and Appeals Liaison shall serve as the committee chair.
    - C. **Membership:** This committee shall have a minimum of three (3) members.
  2. **Rules Committee**
    - A. **Scope:** The Rules Committee shall be responsible for drafting and maintaining match rules governing play in all league sanctioned events. These rules must remain in compliance with NCYSA, USYSA, and USSF rules unless specified exempted. The Referee Assignor shall serve as the chair of this committee. The committee will also assist the Referee Assignor in the recruitment of match officials, maintenance of officiating schedules, coordination of official training/certification, payment of officials, and any other duties prescribed by the Referee Assignor.
    - B. **Membership:** The Rules Committee shall have a minimum of three (3) members and may consist of a member from all age levels of play offered by the Corporation.
  3. **Events Committee**
    - A. **Scope:** The Events Committee shall be responsible for organizing and conducting events as directed by the Board of Directors. These shall include but are not limited to fundraisers, camps, training clinics, and tournaments.
    - B. **Membership:** This committee shall have a minimum of 3 members, including a chair.
  4. **Facilities Committee**
    - A. **Scope:** The Facilities Committee shall be responsible for overseeing the scheduling and maintenance of all facilities in coordination with the facility owners. The committee shall also ensure all facility and league equipment (goals, field markers, etc.) are in good condition and ready for use. The committee shall also make recommendations to the Board of Directors regarding field conditions and match play during inclement weather even though any decision to cancel play rests with the Board of Directors and facility owner. The Field Coordinator shall serve as the committee chair.
    - B. **Membership:** This committee shall have a minimum of 3 members, one of which will be the Field Coordinator
  5. **Fundraising Committee**
    - a. The Fundraising Committee shall ensure that a specific target is identified and researched to identify how much money is to be raised from the available resources. Identify specific potential sources of funds from a diverse mix of sources and develop an action plan for the Board of Directors approval. The Committee ensures the plan is implemented on a timely basis and all grants and donations are accurately documented.
    - b. **Membership:** This committee shall have a minimum of 3 members, one of which will be the fundraising coordinator.
  6. **Special Committees**

A majority of the Board of Directors may, at their discretion, charter special committees to handle special projects, or tasks as necessary. When a special committee is proposed, the purpose, scope, chair, membership, and length of time the committee will exist must be outlined in the charter before it is voted upon. Special Committees may be dissolved

by the affirmative majority vote of the Board of Directors or when their work is complete in accordance to their charter.

**7. Removal and Replacement of Committee Members:**

Committee members serve at the pleasure of the Board of Directors and may be removed for any reason by an affirmative majority vote of the Board of Directors. Committee members wishing to resign their positions must notify the Board of Directors and committee chair in writing. Any committee vacancy shall be filled by the Board of Directors in accordance with said committee's Membership Rules.

## ARTICLE XII. Compensation

Board members, directors, members of committees, and volunteers shall not receive any financial compensation for their services as board members or committee members, but may receive such reimbursement for authorized expenses as may be fixed or determined by the board.

## ARTICLE XIII. Amendments

1. Any voting member of the Corporation may make proposals or motions to amend the By-Laws.
2. The By-Laws of the Corporation may be amended by a two-thirds (2/3) majority vote of voting members present at the Annual General Meeting or at any called special meeting.
3. If a special meeting is necessary to amend the By-Laws, notice of the meeting must be made to the board and membership through electronic or telephonic means no less than ten (10) and no more than sixty (60) days prior to the meeting. Included in the notice shall be the date, time, place, and purpose of the special meeting. See Article VI sec 5 of these Articles

## ARTICLE XIV Dissolution

1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
2. The Corporation may be dissolved by action of a two-thirds (2/3) majority vote of each
  - a. the voting members present at the Annual General Meeting or at any called special meeting
  - b. and the Board of Directors.
3. It shall be the right and responsibility of the last remaining Board Member to dissolve the corporation.







## TOE VALLEY SOCCER ASSOCIATION, INC.

### CONFLICT OF INTEREST POLICY

#### Article I: Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of TOE VALLEY SOCCER ASSOCIATION, INC. (the "Organization") and to protect the Organization's interest when it is contemplating entering a transaction (defined below) that might benefit the private interest of a director, a corporate officer, the top management or top financial official, or a key employee (defined below).

#### Article II: Definitions

The following are considered *insiders* for the purposes of this policy:

1. Each member of the Board of Directors or other governing body.
2. The president, chief executive officer, chief operating officer, treasurer and chief financial officer, executive director, or any person with the responsibilities of any of these positions (whether or not the person is an officer of the Organization under the Organization's Bylaws).
3. Any *key employee*, meaning an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than \$150,000 **and** who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; **or** (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; **or** (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

*Interest* means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect, that may influence a person's judgment, including receipt of compensation from the Organization, a sale, loan, or exchange transaction with the Organization.

A *conflict of interest* is present when, in the judgment of the Board of Directors, an insider's stake in the transaction is such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Organization.

*Transaction* means any transaction, agreement, or arrangement between an insider and the Organization, or between the Organization and any

third party where an insider has an interest in the transaction or any party to it.

### **Article III: Procedures**

#### *1. Duty to Disclose*

Each insider shall disclose to the Board all material facts regarding his or her interest in the transaction, promptly upon learning of the proposed transaction.

#### *2. Determining Whether a Conflict of Interest Exists*

With regard to an insider, the Board shall determine if a conflict of interest exists. The insider(s) and any other interested person(s) involved with the transaction shall not be present during the Board's discussion or determination of whether a conflict of interest exists, except as provided in Article IV below.

#### *3. Procedures for Addressing a Conflict of Interest*

The Board shall follow the procedures set forth in Article IV in order to decide what measures are needed to protect the Organization's interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

### **Article IV: Review by the Board**

The Board may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), but shall deliberate and vote on the transaction in their absence. The Board shall ascertain that all material facts regarding the transaction and the insider's conflict of interest have been disclosed to the Board and shall compile appropriate data, such as comparability studies, to determine fair market value for the transaction.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable to the Organization; the majority of disinterested members of the Board then in office may approve the transaction.

### **Article V: Records of Proceedings**

The minutes of any meeting of the Board pursuant to this policy shall contain the name of each insider who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and

whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board who were present during the deliberations on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

#### **Article VI: Annual Disclosure and Compliance Statements**

Each director, each corporate officer, the top management official, the top financial official, and each key employee of the Organization, shall annually sign a statement on the form attached, that:

- affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
- discloses the person's financial interests and family relationships that could give rise to conflicts of interest.

#### **Article VII: Violations**

If the Board has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

#### **Article VIII: Annual Reviews**

To ensure that the Organization operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

**TOE VALLEY SOCCER ASSOCIATION, INC.**

**CONFLICT OF INTEREST POLICY:  
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE  
STATEMENT**

TOE VALLEY SOCCER ASSOCIATION, INC (the "Organization") follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, a corporate officer, our top management official and top financial official, or any of our key employees.

**Part I. Acknowledgment of Receipt**

I hereby acknowledge that I have received a copy of the conflict of interest policy of TVSA, have read and understood it, and agree to comply with its terms.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

**Part II. Disclosure of Financial Interests**

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. To complete Form 990 fully and accurately, we need each officer, director and key employee to disclose the information requested in this Part II.

A “conflict of interest,” for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

**Part II** Please check ONE of the following boxes:

My interests and relationships have not changed since my last disclosure of interests. [Proceed to signature block below. Do not complete the tables.]

**OR**

I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: [Complete the table below. Use additional pages as needed.]

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grand-children, and spouses/ domestic partners of brothers, sisters, children, grandchildren, and great grandchildren	

Type of interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with the Organization	
Transactions or affiliations with other nonprofit organizations	
Substantial business or investment holdings	
Transactions or affiliations with businesses not listed above	

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

# TOE VALLEY SOCCER ASSOCIATION, INC.

## DOCUMENT RETENTION AND DESTRUCTION POLICY

### 1. Policy and Purposes

This Policy represents the policy of TOE VALLEY SOCCER ASSOCIATION, INC. (the “organization”) with respect to the retention and destruction of documents and other records, both in hard copy and electronic media (which may merely be referred to as “documents” in this Policy). Purposes of the Policy include (a) retention and maintenance of documents necessary for the proper functioning of the organization as well as to comply with applicable legal requirements; (b) destruction of documents which no longer need to be retained; and (c) guidance for the Board of Directors, officers, staff and other constituencies with respect to their responsibilities concerning document retention and destruction. Notwithstanding the foregoing, the organization reserves the right to revise or revoke this Policy at any time.

### 2. Administration

**2.1 Responsibilities of the Administrator.** The organization’s President shall be the administrator (“Administrator”) in charge of the administration of this Policy. The Administrator’s responsibilities shall include supervising and coordinating the retention and destruction of documents pursuant to this Policy and particularly the Document Retention Schedule included below. The Administrator shall also be responsible for documenting the actions taken to maintain and/or destroy organization documents and retaining such documentation. The Administrator may also modify the Document Retention Schedule from time to time as necessary to comply with law and/or to include additional or revised document categories as may be appropriate to reflect organizational policies and procedures. The Administrator is also authorized to periodically review this Policy and Policy compliance with legal counsel and to report to the Board of Directors as to compliance. The Administrator may also appoint one or more assistants to assist in carrying out the Administrator’s responsibilities, with the Administrator, however, retaining ultimate responsibility for administration of this Policy.

**2.2 Responsibilities of Constituencies.** This Policy also relates to the responsibilities of board members, staff, volunteers and outsiders with respect to maintaining and documenting the storage and destruction of the organization’s documents. The Administrator shall report to the Board of Directors (the board members acting as a body), which maintains the ultimate direction of management. The organization’s staff shall be familiar with this Policy, shall act in accordance therewith, and shall assist the Administrator, as requested, in implementing it. The responsibility of volunteers with respect to this Policy shall be to produce specifically identified documents upon request of management, if



the volunteer still retains such documents. In that regard, after each project in which a volunteer has been involved, or each term which the volunteer has served, it shall be the responsibility of the Administrator to confirm whatever types of documents the volunteer retained and to request any such documents which the Administrator feels will be necessary for retention by the organization (not by the volunteer). Outsiders may include vendors or other service providers. Depending upon the sensitivity of the documents involved with the particular outsider relationship, the organization, through the Administrator, shall share this Policy with the outsider, requesting compliance. In particular instances, the Administrator may require that the contract with the outsider specify the particular responsibilities of the outsider with respect to this Policy.

**3. Suspension of Document Destruction; Compliance.** The organization becomes subject to a duty to preserve (or halt the destruction of) documents once litigation, an audit or a government investigation is reasonably anticipated. Further, federal law imposes criminal liability (with fines and/or imprisonment for not more than 20 years) upon whomever “knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States ... or in relation to or contemplation of any such matter or case.” Therefore, if the Administrator becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, the Administrator shall immediately order a halt to all document destruction under this Policy, communicating the order to all affected constituencies in writing. The Administrator may thereafter amend or rescind the order only after conferring with legal counsel. If any board member or staff member becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, with respect to the organization, and they are not sure whether the Administrator is aware of it, they shall make the Administrator aware of it. Failure to comply with this Policy, including, particularly, disobeying any destruction halt order, could result in possible civil or criminal sanctions. In addition, for staff, it could lead to disciplinary action including possible termination.

**4. Electronic Documents; Document Integrity.** Documents in electronic format shall be maintained just as hard copy or paper documents are, in accordance with the Document Retention Schedule. Due to the fact that the integrity of electronic documents, whether with respect to the ease of alteration or deletion, or otherwise, may come into question, the Administrator shall attempt to establish standards for document integrity, including guidelines for handling electronic files, backup procedures, archiving of documents, and regular checkups of the reliability of the system; provided, that such standards shall only be implemented to the extent that they are reasonably attainable considering the resources and other priorities of the organization.

**5. Privacy.** It shall be the responsibility of the Administrator, after consultation with counsel, to determine how privacy laws will apply to the organization's documents from and with respect to employees and other constituencies; to establish reasonable procedures for compliance with such privacy laws; and to allow for their audit and review on a regular basis.

**6. Emergency Planning.** Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site location. The Administrator shall develop reasonable procedures for document retention in the case of an emergency.

**7. Document Creation and Generation.** The Administrator shall discuss with staff the ways in which documents are created or generated. With respect to each employee or organizational function, the Administrator shall attempt to determine whether documents are created which can be easily segregated from others, so that, when it comes time to destroy (or retain) those documents, they can be easily culled from the others for disposition. For example, on an employee-by-employee basis, are e-mails and other documents of a significantly non-sensitive nature so that they might be deleted, even in the face of a litigation hold with respect to other, more sensitive, documents? This dialogue may help in achieving a major purpose of the Policy -- to conserve resources -- by identifying document streams in a way that will allow the Policy to routinely provide for destruction of documents. Ideally, the organization will create and archive documents in a way that can readily identify and destroy documents with similar expirations.

**8. Document Retention Schedule. [Periods are suggested but are not necessarily a substitute for counsel’s own research and determination as to appropriate periods.]**

<b><u>Document Type</u></b>	<b><u>Retention Period</u></b>
<b>Accounting and Finance</b>	
Accounts Payable	7 years
Accounts Receivable	7 years
Annual Financial Statements and Audit Reports	Permanent
Bank Statements, Reconciliations & Deposit Slips	7 years
Canceled Checks – routine	7 years
Canceled Checks – special, such as loan repayment	Permanent
Credit Card Receipts	3 years
Employee/Business Expense Reports/Documents	7 years
General Ledger	Permanent
Interim Financial Statements	7 years
<b>Contributions/Gifts/Grants</b>	
Contribution Records	Permanent
Documents Evidencing Terms of Gifts	Permanent
Grant Records	7 yrs after end of grant period
<b>Corporate and Exemption</b>	
Articles of Incorporation and Amendments	Permanent
Bylaws and Amendments	Permanent
Minute Books, including Board & Committee Minutes	Permanent
Annual Reports to Attorney General & Secretary of State	Permanent
Other Corporate Filings	Permanent
IRS Exemption Application (Form 1023 or 1024)	Permanent
IRS Exemption Determination Letter	Permanent
State Exemption Application (if applicable)	Permanent
State Exemption Determination Letter (if applicable)	Permanent
Licenses and Permits	Permanent
Employer Identification (EIN) Designation	Permanent
<b>Correspondence and Internal Memoranda</b>	
Hard copy correspondence and internal memoranda relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document to which they relate.	
Hard copy correspondence and internal memoranda relating to routine matters with no lasting significance	Two years

Correspondence and internal memoranda important to the organization or having lasting significance	Permanent, subject to review
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**Electronic Mail (E-mail) to or from the organization**

Electronic mail (e-mails) relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document to which they relate, but may be retained in hard copy form with the document to which they relate.

E-mails considered important to the organization or of lasting significance should be printed and stored in a central repository .	Permanent, subject to review
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E-mails not included in either of the above categories	12 months
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**Electronically Stored Documents**

Electronically stored documents (e.g., in pdf, text or other electronic format) comprising or relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document which they comprise or to which they relate, but may be retained in hard copy form (unless the electronic aspect is of significance).

Electronically stored documents considered important to the organization or of lasting significance should be printed and stored in a central repository (unless the electronic aspect is of significance).	Permanent, subject to review
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Electronically stored documents not included in either of the above categories	Two years
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**Employment, Personnel and Pension**

Personnel Records	10 yrs after employment ends
Employee contracts	10 yrs after termination
Retirement and pension records	Permanent

**Insurance**

Property, D&O, Workers' Compensation and General Liability Insurance Policies	Permanent
Insurance Claims Records	Permanent

**Legal and Contracts**

Contracts, related correspondence and other supporting documentation

10 yrs after  
termination  
Permanent

Legal correspondence

**Management and Miscellaneous**

Strategic Plans

7 years after  
expiration

Disaster Recovery Plan

7 years after  
replacement

Policies and Procedures Manual

Current version with  
Revision history

**Property – Real, Personal and Intellectual**

Property deeds and purchase/sale agreements

Permanent

Property Tax

Permanent

Real Property Leases

Permanent

Personal Property Leases

10 years after termination

Trademarks, Copyrights and Patents

Permanent

**Tax**

Tax exemption documents & correspondence

Permanent

IRS Rulings

Permanent

Annual information returns – federal & state

Permanent

Tax returns

Permanent

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## **FORM 990 REVIEW POLICY**

**I. Purpose of the Policy.** The purpose of this policy is to create a process for preparation and review of the Form 990 and its distribution to all board members of TOE VALLEY SOCCER ASSOCIATION, INC. (the “Organization”) whether before or after filing with the Internal Revenue Service. This process will provide the board members the opportunity to review the Form 990 while also ensuring that annual filing deadlines may be met.

**II. Procedure for Preparation and Review of Form 990.** The Organization’s president is responsible for the timely preparation of the Form 990. The Organization’s president may confer with accountants and legal counsel of the Organization with respect to drafts of the Form 990.

Copies of the completed Form 990 (including required schedules) may also be reviewed by the treasurer.

Any questions or concerns will be noted and addressed, and the president shall ensure that any appropriate changes are incorporated into the Form 990, which then shall be signed by the authorized officer of the Organization.

### **III. Filing of Form 990.**

The Form 990 shall then be filed with the IRS on a timely basis; provided, if management considers it feasible and appropriate under the circumstances, it may distribute the final version of the Form 990 (with required schedules) to every voting member of the organization’s Board of Directors prior to filing with the Internal Revenue Service. The final form may be distributed either in paper or electronic form in any manner deemed appropriate by the Organization’s president

**IV. Distribution of Form 990 to All Members of Governing Body.** A copy of the filed Form 990, if the final version was not circulated prior to filing, shall be circulated to the Board of Directors as promptly as reasonably practical after the filing, and in no case later than its next regular meeting following such filing. For the manner of distribution, see III. above.

## **FUNDRAISING POLICY**

The Board of Directors of TOE VALLEY SOCCER ASSOCIATION, INC. recognizes that the organization engages in fundraising and solicitation activity from time to time. In order to comply with federal, state and local laws, as well as applicable ethical norms regarding fundraising activity, the Board has established this fundraising policy.

- OVERSIGHT – All fundraising activity for TOE VALLEY SOCCER ASSOCIATION, INC. is supervised, coordinated and directed by the president of the Board of Directors. The Board shall annually review all fundraising activity by ORGANIZATION.
- USE OF FUNDRAISING PROFESSIONALS - Third parties not directly affiliated with the organization must have written permission from the president prior to any solicitation on behalf of TOE VALLEY SOCCER ASSOCIATION, INC.. Third party fundraisers engaged by TOE VALLEY SOCCER ASSOCIATION, INC. must be registered with appropriate state and local authorities, and their representation of the organization must be evidenced by a written agreement approved by TOE VALLEY SOCCER ASSOCIATION, INC..

### 1. TRUTH AND ACCURACY

- All solicitation and fundraising materials and other communications to donors and the public shall clearly identify the TOE VALLEY SOCCER ASSOCIATION, INC. and be accurate and truthful.
- The President shall review fundraising or solicitation materials prior to publication for:
  - a. material omissions or exaggerations of fact, use of misleading photographs, or any other communication which would tend to create a false impression or misunderstanding; and
  - b. any statements or content that would tend to create unrealistic donor expectations of what the donor's gift will actually accomplish.

- 2. DONOR ACKNOWLEDGMENT - TOE VALLEY SOCCER ASSOCIATION, INC. shall provide all donors with specific acknowledgments of charitable contributions, where applicable, in accordance with legal requirements for proper donor substantiation and the organization's disclosure.

### 3. SUPERVISION AND TRAINING

- TOE VALLEY SOCCER ASSOCIATION, INC. shall provide appropriate training and supervision of the people soliciting funds on its behalf, whether employees or third party representatives, including training to attempt to avoid use of techniques that are coercive, intimidating or intended to harass potential donors.
  - TOE VALLEY SOCCER ASSOCIATION, INC. shall attempt to avoid accepting a gift from or entering into a contract with a prospective donor which would knowingly place a hardship on the donor, or place the donor's future well-being in jeopardy.
4. COMPENSATION – TOE VALLEY SOCCER ASSOCIATION, INC. shall pay fundraisers no more than reasonable compensation for their services.
  5. DONOR PRIVACY POLICY - TOE VALLEY SOCCER ASSOCIATION, INC. respects the privacy of donors.
  6. TOE VALLEY SOCCER ASSOCIATION, INC. shall not sell or otherwise make available the names and contact information of its donors, apart from its affiliated entities, except where disclosure is required by law
  7. COMPLIANCE WITH LAW – In addition to any other requirements of this policy, all fundraising activities for TOE VALLEY SOCCER ASSOCIATION, INC. shall be conducted in accordance with applicable law.



## **GIFT ACCEPTANCE POLICY**

### **1. Policy and Purposes**

This Policy represents the policy of TOE VALLEY SOCCER ASSOCIATION, INC. (the "Organization") governing the solicitation and acceptance of gifts by the Organization. The board of directors or trustees or authorized committee ("Governing Body") of the Organization and its staff solicit current and deferred gifts from individuals, corporations, foundations and others for purposes that will further and fulfill the Organization's mission. Purposes of this Policy include: (a) guidance for the Governing Body, officers, staff and other constituencies with respect to their responsibilities concerning gifts to the Organization; and (b) guidance to prospective donors and their professional advisors when making gifts to the Organization. The provisions of this Policy shall apply to all gifts received by the Organization. Notwithstanding the foregoing, the Organization reserves the right to revise or revoke this Policy at any time, and to make exceptions to the Policy.

The mission (or a summary of the mission) of the Organization is:  
The purpose of TOE VALLEY SOCCER ASSOCIATION, INC. shall be to foster the physical, mental and emotional growth, education, and development of youth soccer by enabling players to develop their playing skills in the game of soccer

### **2. Use of Legal Counsel**

**A. The Organization.** The Organization shall seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate. Review by legal counsel is recommended for:

- Closely held stock transfers that are subject to restrictions or buy-sell agreements;
- Documents naming the Organization as trustee;
- Gifts involving contracts such as bargain sales, partnership agreements, or other documents requiring the Organization to assume an obligation;
- Transactions with a potential conflict of interest;
- Gifts of real estate;
- Pledge agreements;
- Any gift with restrictions; and
- [Insert any other instances where use of counsel is deemed appropriate by the Governing Body.]

**B. Donor.** For non-standard gifts, in order to avoid potential any conflicts or potential conflicts of interest, the Organization should encourage prospective donors to seek the assistance of their own legal and financial

advisors in matters relating to their gifts and the resulting tax and estate planning consequences.

### **3. General Policy**

The Organization shall not accept gifts that:

- (1) Violate the terms of the Organization's organizational documents;
- (2) Would jeopardize the Organization's status as an exempt organization under federal or state law;
- (3) Are too difficult or expensive to administer;
- (4) Are for purposes that do not further the Organization's objectives; or
- (5) Could damage the reputation of the Organization.

Subject to Section 4 below, all final decisions on the acceptance or refusal of a gift, shall be made by the Governing Body.

### **4. Policy Regarding Specific Types of Gifts**

**A. Gifts Generally Accepted Without Review (Unrestricted Gifts of Cash).** The Organization will accept unrestricted gifts of cash without prior review by the Governing Body, provided that, for donations of \$500 or more, the identity of the donor has been vetted with respect to any reputational or policy issues. Unrestricted gifts of cash are acceptable in any form. Checks shall be made payable to the Organization.

**B. Gifts Subject to Governing Body Review Prior to Acceptance.** All gifts, other than unrestricted gifts of cash, must be reviewed by the Governing Body prior to acceptance, unless the Governing Body authorizes certain de minimis gifts or categories of gifts to be accepted without its review. The following guidelines also apply:

- (1) **Tangible Personal Property:** The Governing Body shall review and decide whether to accept gifts of tangible personal property by considering the following factors:
  - i. Whether the property furthers the mission of the Organization;
  - ii. The marketability of the property;
  - iii. The restrictions on the use, display, or sale of the property; and
  - iv. Carrying costs and possible liability for the property.
- (2) **Marketable Securities:**
  - i. Unrestricted marketable securities may be transferred to an account maintained by the Organization at one or more brokerage

firms or delivered physically with the transferor's signature or stock power attached. All marketable securities shall normally be sold as soon as practical following receipt, unless otherwise directed by the Organization's Governing Body.

ii. If the marketable securities are restricted by applicable securities laws, the Governing Body shall make the final determination on the acceptance of the restricted securities.

(3) **Closely-Held Securities:** Closely-held securities, including debt and equity positions in non-publicly traded companies, interests in LLPs and LLCs, or other ownership forms, can be accepted subject to the approval of the Governing Body of the Organization. The Governing Body shall review and decide whether to accept closely held securities based on the following factors:

- i. Restrictions on the security that would prevent the Organization from ultimately converting the securities to cash;
- ii. The marketability of the securities; and
- iii. Any undesirable consequences for the Organization from accepting the securities.

If potential problems arise on initial review of the security, further review and recommendation by an outside professional may be sought before making a final decision on acceptance of the gift. The final determination on the acceptance of closely held securities shall be made by the Governing Body of the Organization with advice of legal counsel when deemed necessary. Non-marketable securities shall be sold as quickly as possible.

(4) **Bequests:** Donors may make bequests to the Organization under their wills and trusts. A bequest will not be recorded as a gift until the gift is irrevocable. When the gift is irrevocable, but is not due until a future date, the gift will be recorded in accordance with GAAP.

(5) **Charitable Remainder Trusts:** The Organization may accept designations as remainder beneficiary of a charitable remainder trust. The Organization [may] [shall not] accept appointment as trustee of a charitable remainder trust.

(6) **Charitable Lead Trusts:** The Organization may accept designations as income beneficiary of a charitable lead trust. The Organization [may] [shall not] accept an appointment as trustee of a charitable lead trust.

(7) **Retirement Plan Beneficiary Designations:** The Organization

may accept designations as beneficiary of donors' retirement plans. Designations will not be recorded as gifts until the gift is irrevocable. When the gift is irrevocable, the gift will be recorded in accordance with GAAP.

- (8) **Life Insurance:** The Organization may accept designations as beneficiary and owner of a life insurance policy. The life insurance policy will be recorded as a gift once the Organization is named as both beneficiary and irrevocable owner of a life insurance policy. The gift shall be valued in accordance with GAAP rules. If the donor contributes future premium payments, the Organization will include the entire amount of the additional premium payment as a gift in the year that it is made. If the donor does not elect to continue to make gifts to cover premium payments on the life insurance policy, the Organization may:
- i. Continue to pay the premiums;
  - ii. Convert the policy to paid up insurance, or
  - iii. Surrender the policy for its current cash value.

Donors may name the Organization as beneficiary or contingent beneficiary of their life insurance policies. Designations will not be recorded as gifts until the gift is irrevocable. Where the gift is irrevocable, , the gift shall be recorded in accordance with GAAP.

- (9) **Real Estate:** Gifts of real estate may include developed property, undeveloped property, or gifts subject to a prior life interest.

*Environmental Review.* Prior to acceptance of real estate, the Organization shall require an initial environmental review of the property to ensure that the property has no environmental problem. If the initial inspection reveals a potential problem, the Organization shall retain a qualified inspection firm to conduct an environmental audit. The cost of the environmental audit shall be an expense of the donor.

*Title Binder.* A title binder shall be obtained by the Organization prior to the acceptance of the real property gift when appropriate. The cost of this title binder shall be an expense of the donor.

*Factors for Acceptance.* The Governing Body and legal counsel shall review and decide whether to accept real property based on the following factors:

- i. Whether the property is useful for the purposes of the

Organization;

- ii. The marketability of the property;
- iii. Any encumbrances, leases, restrictions, reservations, easements, or other limitations associated with the property;
- iv. Any carrying costs associated with the property, including insurance, property taxes, mortgages, notes or other costs;
- v. Any concerns which the environmental audit revealed.

(10) **Remainder Interests in Property:** The Organization will accept a remainder interest in a personal residence, farm, or vacation property subject to the provisions of this Paragraph 4. The donor or other occupants may continue to occupy the real property for the duration of the stated life. At the death of the life tenant(s), the Organization may use the property or reduce it to cash. Expenses for maintenance, real estate taxes, and any property indebtedness shall be paid by the donor or primary beneficiary.

when (11) **Restricted Gifts:** A gift with restrictions will be accepted only if and the restrictions are approved by the Governing Body.

(12) **Named Funds:** A donor, or group of donors, may contribute and name a fund and restrict the use of the income or principal of the fund. Named funds require a minimum contribution of \$50,000 and are subject to Governing Body approval like any other restricted gift.

## 5. Additional Provisions

**A. Gift Agreements.** Where appropriate, the Organization shall enter into a written gift agreement with the donor, specifying the terms of any restricted gift, which may include provisions regarding donor recognition.

**B. Pledge Agreements.** Acceptance by the Organization of pledges by donors of future support of the Organization (including by way of matching gift commitments) shall be contingent upon the execution and fulfillment of a written charitable pledge agreement specifying the terms of the pledge, which may include provisions regarding donor recognition.

**C. Fees.** The Organization will not accept a gift unless the donor is responsible for (1) the fees of independent legal counsel retained by donor for completing the gift; (2) appraisal fees; (3) environmental audits and title binders (in the case of real property); and (4) all other third-party fees associated with the transfer of the gift to the Organization.

**D. Valuation of Gifts.** The Organization shall record gifts

received at their valuation on the date of gift, except that, when a gift is irrevocable, but is not due until a future date, the gift may be recorded at the time the gift becomes irrevocable in accordance with GAAP.

**E. IRS Filings upon Sale of Gifts.** To the extent applicable, the Governing Body shall file IRS Form 8282 upon the sale or disposition of any charitable deduction property sold within three (3) years of receipt by the Organization. "Charitable deduction property" means any donated property (other than money and publicly traded securities) if the value claimed by the donor exceeds \$5,000 per item or group of similar items donated by the donor to one or more donee organizations (e.g., the property listed in Section B on Form 8283). The Organization shall file this form within 125 days of the date of sale or disposition of the asset.

**F. Written Acknowledgement.** The Governing Body of the Organization shall provide written acknowledgement of all gifts made to the Organization and comply with the current IRS requirements in acknowledgement of the gifts.

**G. Changes to or Deviations from the Policy.** This Policy has been reviewed and accepted by the Organization's Governing Body, which has the sole power to change this Policy. In addition, the Governing Body must approve in writing any deviations from this Policy.

**H. Donor Recognition.** Donors shall be recognized on the website, in email, as a shirt sponsor, with banners, or in any other way approved by the President.

## **PUBLIC DISCLOSURE POLICY**

1. The following documents will be made available to the public upon request
  - a. Articles of incorporation and all amendments
  - b. Bylaws and all amendments
  - c. Conflict of interest policy
  - d. Form 1023 (1024) and all attachments; and
  - e. Audited financial statements
  
2. The Form 990s are available on GuideStar. Before being posted on GuideStar, the Form 990 will be made available either upon request and reimbursement of copy costs or by other means allowable under the applicable Treasury Regulations.

The financial statements will not be made available to the public, other than as reported on the annual Form 990. The financial statements are unaudited and are for reporting purposes to the board only. The financial statements represent the current understanding of the financial picture at that snapshot in time, and as such are reviewed by the board of directors. Without an independent audit or review of the financial statements and the information from which they are prepared, the corporation believes that it would be unwise to make them available to the public. The information set forth in the Form 990 has at least received the advice of the organization's independent accountant in its preparation, and to that extent, is a better picture of the organization's financial condition than the informal financial statements presented to the board during the year.

