UNITED STATES SOCCER FEDERATION
POLICY CONCERNING CONFLICTS OF INTEREST AND BUSINESS ETHICS

It is the policy of the United States Soccer Federation, Inc., a New York not-for-profit corporation ("USSF") to comply with the terms, spirit, and intent of all applicable laws and regulations of government. Furthermore, the USSF will be run in a business-like and professional manner in such a way that public trust and confidence in the USSF are enhanced and the appearance of any impropriety is avoided. The USSF expects and requires all persons associated with it to conduct USSF business with integrity and to maintain high ethical standards of personal and professional conduct.

The USSF expects the members of its Board of Directors, its officers, employees and staff, all members of its Committees or Task Forces which may be created from time to time by the USSF, and its paid or unpaid consultants, agents, and representatives (the foregoing persons are hereinafter collectively referred to as “Person(s)”), to recognize and avoid activities, relationships, and investments which involve, or might appear to involve, a conflict of interest, which might be cause for embarrassment to the USSF, which might compromise the integrity and quality of decision-making necessary to the USSF’s effective governance, or which might jeopardize the USSF’s public reputation and support. In order to avoid harm to the goodwill and public image of the USSF and to ensure the expected high ethical standards of conduct and dealings relating to the business and affairs of the USSF, all Persons shall be expected to observe the guidelines described in this Policy as listed under the following headings:

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While it is impossible to list in this Policy every circumstance which may suggest a conflict of interest, the following criteria serve as guidelines when deciding whether a particular situation may give rise to a conflict. Persons should avoid any actions which might result in or create the appearance of:

- using association with the USSF for private gain;
- granting by the USSF of unwarranted preferential treatment to any person or organization;
- misusing the USSF’s confidential information for financial or personal gain;
- misusing the USSF’s assets for financial or personal gain;
- losing the USSF’s independence or impartiality;
- adversely affecting public confidence in the integrity or the reputation of the USSF; and
- endangering life, health or safety.

Any deviation from the guidelines described in this Policy must be reported to the USSF's Board of Directors’ Risk, Audit and Compliance Committee (“RAC Committee”), by giving notice pursuant to Section G (Disclosure). The RAC Committee will review any submissions, and, as necessary, bring issues before the full Board of Directors for a vote (with any affected or impacted Directors’ abstaining from such vote and recusing themselves from any preceding discussion). Any exceptions to these guidelines must be approved by the Board of Directors before consummating any part of any affected transaction. Failure to follow these guidelines will not only violate this Policy, but may also be illegal and possibly result in civil liability.

A. **Conflicts of Interest**

1. No Person shall act in any manner which causes him or her to have a direct or indirect interest in or relationship with any outside organization or person that might affect (or that might reasonably be understood or misunderstood by others as affecting) the objectivity or independence of his or her judgment or conduct in carrying out the duties and responsibilities he or she has in connection with the USSF’s activities. For purposes of this Policy, “outside organization” shall not include any constituent or affiliated member entities of the USSF provided such Person holds elected office in or is directly employed in a full-time capacity by such outside organization.

2. Anything which could constitute a conflict of interest (or the appearance or perception of a conflict of interest) or unethical conduct on the part of a Person is also a conflict of interest if knowingly engaged in by such Person through a third party such as a spouse, a family member or other persons or organizations with whom such Person is closely identified or in which such Person has any direct or indirect legal or equitable ownership or financial interest or position (including without limitation as a director, officer, shareholder, partner, employee, agent, beneficiary, trustee, investor, or lender).

Examples of circumstances in which a conflict of interest or the appearance or perception of a conflict of interest could arise include a Person’s:

- direct (and at times indirect) personal involvement with licensees, suppliers, service providers, sellers, contractors, and customers of the USSF;
- ownership of an interest or any financial interest, direct or indirect, in such an entity;
- acting in any capacity in such an entity;
- acceptance of payments, gifts, services, property, loans, or any financial interest, direct or indirect, from such an entity in an amount in excess of $150;
- ownership of property or any financial interest, direct or indirect, affected by actions of the USSF;
- ownership of property or any financial interest, direct or indirect, acquired as a result of the USSF’s confidential information;
- outside employment or any interest, direct or indirect, which might impact job performance, fiduciary duties or efficiency with respect to the USSF;
- outside activities or any interest, direct or indirect, in civic, professional or political organizations which might involve improper and unauthorized divulging of USSF data; and
- use of his or her position at the USSF to extend perquisites valued in excess of $150 or to an offer of employment to a spouse, family member, or business associate.

3. As discussed above, the special nature of the USSF's business may create situations where potential conflicts exist and/or are unavoidable. Any such conflict must be disclosed to and approved by the RAC Committee and the Board of Directors before consummating any part of any affected transaction. In connection with such disclosure and approval, the Person involved shall (at a minimum):

(a) immediately inform those charged with approving the transaction, corporate action, or other circumstances giving rise to the potential conflict (or the appearance or perception of a conflict of interest) on behalf of the USSF of the nature and extent of such Person's involvement, position, interest or possible benefit with respect to such transaction, action, or circumstances;

(b) aid those charged with making the approval decision by disclosing all facts within such Person's knowledge that bear on the advisability of such transaction, action, or circumstances from the standpoint of the USSF;

(c) provide such other information and take such actions as may be necessary or appropriate to ensure that the USSF has received full and fair disclosure regarding the transaction, action, or other circumstances giving rise to the potential conflict or the appearance or perception of a conflict of interest and regarding such Person's involvement, position, interest or possible benefit with respect thereto; and

(d) abstain from voting, participating in the deliberations, or influencing the approval decision to the extent of such Person's actual or apparent conflict of interest in the matter. Additionally, in some situations, the nature of the Person's involvement, position, interest, or possible benefit with respect to
the matters in question may require such Person's physical absence from the meeting during such deliberations and voting.

4. Nothing in this Policy is intended to imply a conflict of interest when the Person has no actual knowledge of the relationship or involvement which may create a conflict nor to preclude any Person from conscientiously performing his or her duties on behalf of any constituent or affiliated member entities of the USSF that he or she may represent.

B. Improper Use of Assets and Record Keeping.

1. All Persons shall use their best efforts to prevent the loss, misuse or theft of and damage to property, records, funds or other assets belonging to the USSF over which such Persons have control or of which such Persons have possession. All such assets of the USSF, including its facilities, are to be used exclusively for conducting the activities contemplated by its Articles of Incorporation, Bylaws, and Policies in a manner consistent with and in furtherance of the USSF's tax-exempt purposes and its duties and authority as the National Governing Body of Soccer under the Ted Stevens Olympic and Amateur Sports Act. All such assets shall not otherwise be sold, given away, used personally or disposed of.

2. Proper use of the funds, resources, and opportunities of the USSF is a fiduciary responsibility. No Person shall make or accept any illegal, unethical or unauthorized payments (including bribes, kickbacks, graft, gifts, unauthorized commissions or unauthorized finder's fees) with respect to transactions or relationships involving the USSF or otherwise with respect to the assets, business, and affairs of the USSF.

3. Each Person shall keep and maintain accurate and complete written records of any act or transaction which directly or indirectly bears upon the business or activities of the USSF. No such records shall:

   (a) fail to record all transactions, whether proper or not;

   (b) falsify any transaction to disguise any aspect of impropriety otherwise recorded correctly; or

   (c) fail to identify the “qualitative” aspects that would reveal illegality or improper conduct.

C. Improper Use of Information

No Person shall use for his or her personal gain or disclose to any third party not legally entitled thereto any confidential information obtained through his or her association with the USSF. Confidential information includes spoken, written and computer-generated information or data relating to the USSF's business that is not publicly available and that is of a proprietary or sensitive nature.
D. Gifts, Gratuities, Entertainment and Outside Remuneration

1. No Person shall encourage, solicit or accept gifts, favors, or gratuities for themselves or their families, business associates, or friends from any individual, firm, or organization having, or seeking to have, a relationship with the USSF, except unsolicited gifts, favors, and gratuities having nominal value that are exchanged or given in the normal course of ethical business and social dealings. Notwithstanding the foregoing, if any Person should receive any such unsolicited gifts, favors, or gratuities with a value in excess of $150, the same shall be disclosed in writing to the RAC Committee and may be required to be turned over to an appropriate officer or staff member of the USSF as a contribution to the USSF from the original source. A Person may keep unsolicited gifts, favors, or gratuities with a value of less than $150, but for any such items with a value in excess of $50, shall fully disclose in writing to the RAC Committee the donor, purpose and amount of such gift, favor or gratuity.

2. No Person shall encourage or accept entertainment or other unusual personal benefits (loans, services, compensation, etc.) in excess of $150 in any form for themselves, their families, business associates or friends, from any individual, firm, or organization having, or seeking to have, a relationship with the USSF. However, ordinary business courtesies such as payment for reasonable meal and entertainment costs are permitted when arising from the conduct of business connected with the activities of the USSF. A Person accepting such business courtesies with an individual value in excess of $150 shall fully disclose in writing to the RAC Committee the donor, purpose and amount of each such courtesy.

3. No Person shall use for him/herself or give from the assets of the USSF any resources, gifts, or gratuities unless approved by the RAC Committee upon disclosure of the recipient, purpose and amount. However, ordinary business courtesies such as payment of reasonable meal costs are permitted without such approval when arising from the conduct of business connected with the activities of the USSF. Individual expenditures as described in this paragraph in excess of a value of $150 shall be fully disclosed to the RAC Committee as to the parties, purpose and amount.

4. Giving and receiving protocol gifts consistent with international sports custom and practice shall be exempt from the value (but not the disclosure) provisions hereof.

5. Remuneration received from or in connection with FIFA, a confederation or another entity having, or seeking to have, a relationship with the USSF, (e.g., but not limited to, from any outside/third party board service), must be promptly disclosed to the RAC Committee.

6. Accurate and complete records in accordance with Section B of this Policy shall be maintained with respect to any gift, favor, gratuity, business courtesy or entertainment
described above and, where required by this Section B, properly disclosed as provided for in Section G. (Disclosure).

E. Lobbying and Political Action

1. Except as may be appropriate and lawfully permitted in the furtherance of the USSF’s tax-exempt purposes, neither the USSF, nor any Person, shall allow USSF assets or resources to be used or shall make any direct or indirect payments to any federal, state or local political entities or individuals for the purpose of influencing or appearing to influence legislation or governmental decisions, or for the purpose of benefiting or appearing to benefit elected or appointed government officials. These prohibitions shall apply to, but not be limited in their application to, the following:

   - aiding in the election or defeat of candidates for office;
   - influencing any act or decision of an official in his or her official capacity, including failure to perform his official function;
   - inducing an official to use his position to affect or influence any act or decision of another official or of any legislative or governmental body; and
   - any other illegal or improper political purpose.

2. Any use of USSF assets or resources for purposes excepted (as provided above) from the foregoing prohibitions shall be accomplished only upon authorization by the USSF Board of Directors, and any such authorized uses shall in all events be accomplished in strict conformity with all applicable laws and regulations.

3. No Person shall succumb to domestic or foreign political pressures or other forces, such as direct or indirect payments, that are applied or made for the purpose of influencing USSF decisions, actions or inaction’s in a manner other than in accordance with the USSF’s authorization.

F. Accounting Records and Reports

1. All accounting shall conform to generally accepted accounting principles as well as to applicable laws and regulations. Persons involved in the accounting functions of the USSF shall be responsible for making and keeping books, records and accounts, which, in reasonable detail, accurately and fairly reflect all transactions and dispositions involving assets of the USSF.

2. All transactions of the USSF shall be so recorded, and no false, deceptive or off-book entries shall be made. All funds belonging to the USSF, except for minor petty cash funds (up to $2,000), must be retained in bank accounts in the name of the USSF as authorized by the Board of Directors. All payments, except for minor petty cash payments, should be made by check or wire transfer as authorized by the Board of Directors or its designee.
3. The USSF shall also maintain an internal accounting control system which assures that:

- transactions are executed in accordance with management's general or specific authorizations;
- transactions are recorded as necessary (a) to permit preparation of the USSF's financial statements in conformity with generally accepted accounting principles and any other criteria applicable to such statements, (b) to permit preparation and filing by the USSF of informational and tax returns in conformity with generally accepted tax accounting principles and applicable Internal Revenue Service requirements, and (c) to maintain accountability for assets;
- access to assets is permitted only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

4. The USSF's relationship with its auditors shall be such that there is a free and open access of accounting information available and necessary for job performance by both parties.

G. Disclosure

1. It is the responsibility of each Person, upon knowledge of any violation of the policies stated above or of any situation which could potentially be in violation of the policies, to report all relevant facts on the subject to the RAC Committee.

2. Any disclosure or notice required by this policy shall be made by giving written notice to the USSF General Counsel.

3. Any disclosure pursuant to Section D. (Gifts, Gratuities, Entertainment and Outside Remuneration) shall be made within 30 days of the event giving rise to the required disclosure by providing written notice to the USSF General Counsel.

4. In addition, at least annually, the USSF shall provide its Board of Directors, officers, executive level employees, staff members serving as a Committee staff liaison, and Committee Chairpersons with appropriate Conflicts of Interest Disclosure Statements, which must be completed and returned to the USSF in the time and manner provided for therein. Such completed Conflicts of Interest Disclosure Statements shall be provided to the RAC Committee for review and any further action as deemed necessary by the RAC Committee, with any interested RAC Committee member recused.

5. Conflicts of Interest Disclosure Statements and other notices shall be treated as confidential, with the information available only to the RAC Committee, Board of Directors, officers, or senior staff, unless the Board of Directors deems disclosure to others necessary.
H. Conduct of Board of Directors

1. No contract or other transaction between the USSF and one or more of its Directors, or between the USSF and any other entity in which one or more of the USSF's Directors are directors or officers or have any financial interest, shall be void or voidable solely for that reason, or solely because such Director (or Directors) is present at or participates in the meeting at which the contract or transaction is authorized, approved, or ratified if:

   (a) the facts as to the Director's relationship or interest and as to the contract or transaction are disclosed and are known to the USSF's Board of Directors, and the Board in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors may constitute less than quorum; and

   (b) the contract or transaction is fair as to the USSF as of the time it is so authorized, approved, or ratified by the USSF's Board of Directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the USSF's Board of Directors which authorizes, approves, or ratifies such contract or transaction.

2. No loans, other than through the purchase of bonds, debentures, or similar debt obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the USSF to any of its Directors and officers or to any other corporation, firm, association or other entity in which one or more of the USSF's Directors and officers hold any financial interest, direct or indirect, unless such interest is disclosed and a waiver is provided. A loan made in violation of this paragraph shall be in violation of the duty to the USSF of the Directors and officers who assent to or participate in the making of any such loan, and such Directors and officers shall be personally liable to the USSF for the amount of such loan until the full repayment thereof; but the obligation of the borrower with respect to such loan shall not be affected thereby.

3. Each member of the USSF's Board of Directors shall abstain from voting on, approving or consenting to any contract or other matter directly affecting any other entity as to which such Director, his or her spouse or his or her son or daughter serves as an officer, employee, director or trustee or has any financial interest, direct or indirect, unless such interest is disclosed and a waiver is provided. Nothing in this paragraph shall, however, necessarily preclude a Director from participation in discussion or debate concerning any such contract or other transaction.

4. If, by application of the rule set forth in paragraph 3, a majority of the members of the USSF's Board of Directors must abstain from voting on, approving and consenting to the matter, such matter may be referred for decision and authorization by a special committee.
of the USSF’s Board of Directors. Such special committee shall be comprised of those members of the USSF’s Board of Directors who are not required to abstain from the matter by application of the rule set forth in paragraph 3. A majority of the members of such special committee shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members in attendance at a meeting of the special committee at which a quorum is present shall be regarded as the act of such special committee. The chairman of such special committee shall be the Chairman of the Board, if he/she is a member of such special committee; otherwise, the chairman of such special committee shall be as prescribed by a majority of the members of such special committee, and meetings may be called by the chairman of such special committee or any two of its members.

5. Any meetings pursuant to this Section H. may be conducted either in person or by teleconference.

I. Violations of this Policy

Any Person found to be in violation with this Policy, or any part of it, shall be subject to sanctions as determined by the RAC Committee and approved by the Board of Directors. Such sanctions may include a warning (oral or written), termination of employment or recommendation of removal from the Board of Directors.

ANY QUESTIONS, COMMENTS, OR CIRCUMSTANCES RELATING TO THE TERMS OF THIS POLICY OR ITS APPLICABILITY SHOULD BE DIRECTED TO:

General Counsel
United States Soccer Federation, Inc.
1801 S. Prairie Avenue
Chicago, IL  60616
Telephone: (312) 808-1300