Principles of Ethical Conduct and Conflict of Interest

Those who choose to serve USA Cycling or its associations, whether as volunteers or paid professionals, are held to the highest standards of conduct. As guardians of cycling ideals they assume an obligation to subordinate individual interests to the interests of USA Cycling. What may be considered acceptable conduct in some businesses may be inappropriate in service to this sport.

Those who serve USA Cycling must avoid any institutional loss or embarrassment and behave in such a way that the organization’s trust and public confidence are enhanced. It is important to avoid any real conflict of interest as well as the appearance of a conflict of interest or impropriety.

While no set of guidelines can guarantee acceptable behavior, the principles which guide behavior in this area are disclosure, physical absence and nonparticipation in the decision making process where personal or family gain is a possibility, and commitment to honor the confidentiality of organizational information. All conduct is founded on the individual’s own sense of integrity. Any individual accepting the honor of serving USA Cycling must also accept the burdens of public disclosure and public scrutiny.

In our complex society the intermixture of volunteer work, business interests, governmental activity and family relationships often create potentially conflicting interests. What is required is disclosure of actual or potential conflicting interests when they arise, as well as physical absence from and strict nonparticipation in any evaluation process relating to matters in which the individual has a real or apparent conflict of interest.

All Directors, Committee members, employees and other agents of USA Cycling are obligated to meet the standards given in USA Cycling Bylaw J, Conduct. The following additional guidelines are not a precise roadmap to acceptable conduct but are signposts for each individual to find his or her own way.

USA Cycling properties, services, opportunities, authority and influence are not to be used for private benefit.

1. All Directors, Committee members employees and other agents of USA Cycling are required to complete and sign this Principles of Ethical Conduct and Conflicts of Interest Policy form acknowledging these ethical standards.

2. All Directors, Committee members, employees and other agents of USA Cycling are required to complete and sign the Conflict of Interest Disclosure Statement.

3. All Directors, Committee members, employees and other agents of USA Cycling will provide documents in response to requests from outside USA Cycling in connection with potential, threatened or pending litigation only by court order or subpoena.
4. Claims for reimbursement of expenses in the furtherance of USA Cycling business are to be reasonable, necessary and substantiated.

**Conflicts of Interest**

No person shall act in any manner that 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 USA Cycling’s activities. For the purpose of this Policy, “outside organization” shall not include any constituent or affiliated member entities of USA Cycling.

Anything that 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 suppliers, service providers, sellers, contractors, and customers of USA Cycling;
- 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, services, property, loans, or any financial interest, direct or indirect, from such an entity;
- Ownership of property or any financial interest, direct or indirect, affected by actions of USA Cycling;
- Ownership of property or any financial interest, direct or indirect, acquired as a result of USA Cycling confidential information;
- Outside activities or any interest, direct or indirect, in civic, professional, or political organizations that might involve improper and unauthorized divulgences of USA Cycling data; and
- Use of his or her position at USA Cycling to extend an offer of employment to a spouse, family member, or business associate.
Board of Directors Conduct

The Board expects of itself and its members ethical and business-like conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

1. Board members must represent, without any conflict, loyalty to the interest of the corporation, associations and membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs.

2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. Should a Board member be considered for employment, she/he must temporarily withdraw from Board deliberations, voting and access to applicable Board information.

3. Members may not attempt to exercise individual authority over USA Cycling except as explicitly set forth in Board policies.
   a) Board members interaction with the CEO or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
   b) Board members’ interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member other than the President to speak for the Board. When speaking as individuals, they must identify that it is their personal opinion.
   c) Board members will make no judgments of the CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.

Disclosure and Review

All Directors, Committee members and key staff members are required to complete and sign a Conflict of Interest Disclosure Form.

1. The completion of this form is a prerequisite for participation with USA Cycling.

2. Annually, each appropriate person will be provided a disclosure statement form concerning the conflict of interest policy. These forms are to be completed and returned to the Chief Financial Officer (CFO) of USA Cycling or his or her designee, even if there are no conflicts of interest.

3. The CFO will review these disclosures and will maintain this information in confidence. Each individual should openly and forthrightly identify any areas that represent a potential conflict of interest.

4. Each individual will disclose all of the directorships and officer positions held in for-profit or not-for-profit organizations, as well as any consulting and employment relationships in any concern with which he has reason to believe USA Cycling does
business with or from which USA Cycling will secure goods or services, and which he has reason to believe may be affected by his actions on behalf of USA Cycling or actions of USA Cycling. Individual or family ownership in business ventures where more than five percent of the total value of the company is owned or where more than ten percent of the outstanding shares are owned, requires disclosure.

5. Each individual will also disclose family relationships in which you or your immediate family are employed by or render services to any outside concern that does business with USA Cycling. “Family” is defined to include spouse, children, parents, brother and sisters.

6. Each individual will also disclose any confidential information of USA Cycling that has been used or disclosed for any purpose other than to carry out that person’s duties.

7. As Conflicts of Interest arise throughout the year, each individual must submit an updated disclosure form within 30 days of the Conflict of Interest arising.

All are expected to exhibit honesty, loyalty, candor and professional competence in their relationships with USA Cycling and with each other.

All must try to avoid the appearance of conflict of interest and unethical behavior, as appearance can be as damaging to the organization as actual violations.

The above are only general guidelines not specific ones. Each individual must make their own decisions, on what is the ethical action in any specific circumstance.

**ACKNOWLEDGEMENT OF RECEIPT AND UNDERSTANDING**

I acknowledge receipt and understanding of USA Cycling’s Bylaws and the foregoing Principles of Ethical Conduct and Conflict of Interest, and I pledge my full support of the spirit and letter of the requirements contained therein.

______________________________  
(Name)

______________________________  
(Signature)  

______________________________  
(Date)