



P.O. Box 235, Chepachet, RI 02814 401-626-GOBG



BOARD OF DIRECTORS CODE OF ETHICS

This Code of Ethics sets forth standards of behavior for directors of the Burrillville-Glocester Youth Soccer Association (BGYSA). It is designed to help directors, officers, and staff members (hereinafter “directors”) fulfill their duties of care and loyalty under laws applicable to not-for-profit corporations, and to additionally ensure that directors act with honesty, integrity and openness in all their dealings as representatives of BGYSA.

I. **Duty of Care:** Directors owe BGYSA a duty of care. The duty of care requires them to exercise their authority to make decisions for the Corporation in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position. To fulfill this duty, each director must:

- A. *Be informed* –It is necessary that each director be well informed about BGYSA, its mission, its operations and the transactions in which it proposes to engage. Each director should have access to a wide range of information about BGYSA and its operations. Management should report regularly to the Board and answer questions that directors may have.

Each director should require that the treasurer provide financial reports and information adequate for the director to understand the assets, liabilities, revenues and expenses of BGYSA. The financial reports and information should be adequate to allow each director to make informed and prudent decisions about the budget, the operations of BGYSA and balancing the short term and long term needs of BGYSA.

- B. *Participate* – Each director must regularly attend and participate in the Board meetings. It is not possible to satisfy the duty of care without doing so. In addition, the Board must meet regularly. If the Board is not meeting regularly, it is incumbent upon the directors to request such meetings.
- C. *Use independent judgment* – Each director must exercise independent judgment on each matter that comes before the Board for consideration. Each director may seek advice and input from staff, consultants and other directors; however, ultimately each director must decide independently based upon his or her understanding of the situation. A director should not vote yes or no merely because someone else is doing so. A director should not “rubber stamp” the recommendations of others. A director should not vote on something he or she does not understand.



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Revised 1/8/2014



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II. Duty of Loyalty – Directors have a duty of loyalty to BGYSA. This duty includes the responsibility of each director to:

- A. *Act in the Best Interests of BGYSA* – Each director must act in the best interests of BGYSA and not in his or her own personal interest or the interest of some third party. To assist directors in fulfilling this duty, BGYSA’s conflict of interest policy and procedures are addressed within this Code, beginning on page 3. Each director must comply with such policy and procedures.
- B. *Maintain confidences* – Each director will frequently receive confidential information about BGYSA. For example, a director will be familiar with the Corporation’s strategic plan, growth plans, litigation, etc. Each director is obligated to keep such information confidential. No director should discuss such information with non-directors unless specifically instructed or authorized by the Board to do so. Each director should be alert to circumstances where confidentiality obligations may create a conflict. Each director must also maintain strict confidentiality with regard to identifying information regarding players, parents, coaches and families.
- C. *Support the Corporation* – Each director should support BGYSA. Support should include financial support where applicable and public support of the mission of the Corporation.

III. Ethical Responsibilities

- A. *Inclusiveness and Diversity* – Each director should require BGYSA, and support BGYSA’s efforts, to promote inclusiveness and diversity among its staff, board, volunteers and constituencies served.
- B. *Openness and Disclosure* – Each director should require and support BGYSA’s provision of comprehensive and timely information, reflective of applicable law and regulation, industry standards, and the policies and practices of the organization. All financial, organizational, and program reports should be complete and accurate in all material respects.
- C. *Fundraising* – Each director should engage in, and support BGYSA’s fundraising activities conducted in a manner consistent with ethical business standards.
- D. *Program Evaluation* – Each director should regularly consider program effectiveness and mission consistency. Each director should monitor BGYSA’s responsiveness to changes in its field of activity and to the needs of its constituencies.

Adopted: March 13, 2014



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