

## **CONFLICT OF INTEREST POLICY**

### **U.S. SPORTSMEN'S ALLIANCE FOUNDATION**

This conflict of interest policy is designed to help trustees, officers, and employees of the U.S. Sportsmen's Alliance Foundation identify situations that present potential conflicts of interest and to provide U.S. Sportsmen's Alliance Foundation with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a trustee, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

#### **1. Conflict of Interest Defined.**

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

##### **A. Outside Interests.**

- (i) A Contract or Transaction between U.S. Sportsmen's Alliance Foundation and a Responsible Person or Family Member.**
- (ii) A Contract or Transaction between U.S. Sportsmen's Alliance Foundation and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a trustee, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.**

##### **B. Outside Activities.**

- (i) A Responsible Person competing with the U.S. Sportsmen's Alliance Foundation in the rendering of services or in any other Contract or Transaction with a third party.**
- (ii) A Responsible Person's having a Material Financial Interest in; or serving as a trustee, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with the U.S. Sportsmen's Alliance Foundation in the provision of services or in any other Contract or Transaction with a third party.**

**C. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:**

- (i) does or is seeking to do business with, or is a competitor of the U.S. Sportsmen's Alliance Foundation;
- (ii) has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from U.S. Sportsmen's Alliance Foundation;
- (iii) is a charitable organization;

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of the U.S. Sportsmen's Alliance Foundation.

## 2. Definitions.

A. A Conflict of Interest is any circumstance described in Part 1 of this Policy.

B. A Responsible Person is any person serving as an officer, employee, or member of the board of trustees of the U.S. Sportsmen's Alliance Foundation.

C. A Family Member is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

D. A Material Financial Interest in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

E. A Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by the U.S. Sportsmen's Alliance Foundation. The making of a gift to the U.S. Sportsmen's Alliance Foundation is not a Contract or Transaction.

## 3. Procedures.

A. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a trustee or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

B. A trustee or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the

**Conflict of Interest.** The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of trustees of the U.S. Sportsmen's Alliance Foundation has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the board of trustees.

E. Responsible Persons who are not members of the board of trustees of the U.S. Sportsmen's Alliance Foundation, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the U.S. Sportsmen's Alliance Foundation's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

#### **4. Confidentiality.**

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the U.S. Sportsmen's Alliance Foundation. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the U.S. Sportsmen's Alliance Foundation for the personal profit or advantage of the Responsible Person or a Family Member.

#### **5. Review of Policy.**

A. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.

B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved

that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a trustee of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to the U.S. Sportsmen's Alliance Foundation. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the President and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

C. This policy shall be reviewed annually by each member of the board of trustees. Any changes to the policy shall be communicated immediately to all Responsible Persons.

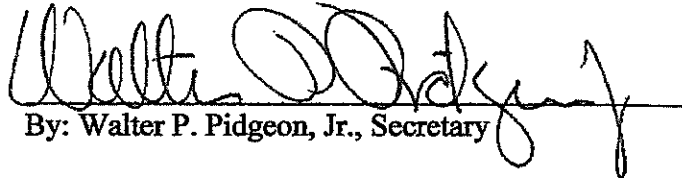
6. Annual Form.

Following is the form that should be filled out and signed by Responsible Persons annually.

\* \* \*

Reaffirmed by the Board of Trustees by resolution dated December 10<sup>th</sup>, 2010.

U.S. SPORTSMEN'S ALLIANCE FOUNDATION

  
By: Walter P. Pidgeon, Jr., Secretary