



PASO FINO HORSE ASSOCIATION, INC.
CORPORATE POLICY

Conflict and Duality of Interest Policy
As of October 2022

Board of Directors and Committee Members:

A Member of the Board of Directors of Paso Fino Horse Association, Inc. (“PFHA” or the “Corporation”) who has a Conflict of Interest may be asked to refrain from, and may not be permitted to hear or vote upon, discussion of a matter except to disclose material facts and to respond to questions. The determination as to whether an affected person shall be excluded from discussion of the activity or situation that created the conflict will be made by the President of PFHA, prior to the date of the proposed discussion or, in the case of matters arising without prior notice, by the Chair of the body then meeting. Should the potential conflict involve the President of the PFHA Board, said determination shall be made by the Chair of the body then meeting or by the majority vote of the Executive Committee. Such member shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting or discussion. Further, a person who has been asked to refrain from participation in a matter at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote on that matter. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting.

Nonprofit board members are likely to be affiliated with many organizations in their communities, both on a professional and a personal basis, so it is not unusual for actual or potential conflict of interest to arise.

Guidelines:

A Conflict of Interest arises when the interests of a Board Member have the potential to be at odds with the best interests of the corporation or when said Board Member has a financial or other interest in the outcome of such decision and cannot be considered neutral or without potential bias.

- ***Conflict of interest*** is defined as personal or financial (both direct and indirect) relationships of individual Board Members, family members, and/or related parties of the Board Member that could be perceived to influence the Member’s objectivity when representing or conducting business on behalf of PFHA.
- ***“Immediate Family”*** is defined as spouse (including ex), parent (including step), child (including step), and spouse of child, sibling (including family of and step), cohabitating companion, or other individual with a familial-like relationship.

- **“Related Party”** is defined as an organization with which an Immediate Family member or household member has a formal relationship. A formal relationship is defined as serving as a member, director, officer, employer, employee, partner or owner of an organization regardless of whether the organization is a business or nonprofit.

There are three important aspects to the above description:

1. A conflict of interest can exist when interests are at odds. A conflict of interest can also exist when there is the *potential* for interests to be at odds.
2. A conflict of interest exists in the context of the best interests of the organization.
3. A conflict of interest can be waived in the event of full disclosure and consent of the Board.

Procedures:

Conflict of Interest will be dealt with head-on and proactively:

1. Board members shall sign the Conflict and Duality of Interest Policy statement annually.
2. The Board shall review the Conflict and Duality of Interest Policy annually.
3. Board orientation for new Board Members will explain and discuss the Conflict and Duality of Interest Policy.
4. Board Members who have a conflict or duality of interest shall make it known to the President (or in the event of the President, the President shall make it known to the remaining Executive Committee) via the PFHA Conflict of Interest Questionnaire. The President (or the remaining Executive Committee) shall determine if the Board Member shall abstain from voting or participating in the discussion. Said possible or actual conflict shall be reflected in the meeting minutes, along with the resolution of such disclosure (waived/not waived).
5. A Board Member who intentionally fails to make a conflict or duality of interest known may be asked to resign from the Board.
6. Any individual who is of the belief that a conflict or duality of interest exists, either personally or by another individual, has the responsibility to report it to the President (or the remaining Executive Committee).
7. In the determination of conflict or duality of interest, it may be necessary for the President to appoint a subcommittee to review the situation and report to the Executive Committee with recommendations.
8. The Board of Directors can remove a Board Member in conflict with a 2/3 vote of the entire Board.
9. Conflicts of interest may be waived with full disclosure and consent of the Board.

**Statement
For
Members of the Board of Directors and Officers of Paso Fino Horse Association, Inc.**

As a Member of the Board of Directors of Paso Fino Horse Association, Inc. (PFHA) or an Officer of the Corporation, I agree to abide by the organization's Conflict and Duality of Interest Policy.

Signature: _____

Printed name: _____

Date: _____

Return to:
Paso Fino Horse Association, Inc.
4067 Iron Works Parkway
Lexington, Kentucky 40511



PASO FINO HORSE ASSOCIATION, INC.
CORPORATE POLICY

Code of Conduct

The Board of Directors for Paso Fino Horse Association, Inc. (hereinafter referred to as "PFHA") has adopted the following Code of Conduct. As a member of this board, I agree to comply with this Code of Conduct to the best of my ability.

1. Each member of the PFHA Board of Directors is expected to maintain the confidentiality of all matters of this organization.

As stated in the PFHA Confidentiality Agreement (Policy), a breach of confidentiality could cause financial loss, a loss of standing to the corporation, and/or jeopardize the activities of the corporation. Each member of the Board of Directors is expected to honor this responsibility by maintaining the highest level of confidentiality with sensitive and Confidential Information.

2. Each member of the PFHA Board of Directors is expected to comply with the policies of this organization's Board of Directors and to support the employees and the employment polices of this organization.

As an organization we have employees who are paid for the work they do for this organization. It is important that all members of the Board of Directors support the employees and the employment polices of this organization. It is equally important that each member comply with the policies of the Board of Directors. It does not mean that a member cannot disagree with a current employment or board policy, but each member must acknowledge that there is a proper forum for this discussion and that forum is the agenda of the Executive Committee and/or Board of Directors, which must be always the chosen places for disagreements. It does mean that members are expected to comply with and show support for the employment and board polices of this organization in any interaction with employees or non-board members.

3. Each member of the PFHA Board of Directors is expected to treat all colleagues and employees with respect.

In all interactions, regardless of the forum, all board members are expected to treat each other, employees and all volunteers with respect, as it relates to the choice of spoken words, written communications and social media. Board members shall never disparage other board members, the PFHA, employees, other PFHA members, organizers, horse shows or any other PFHA constituent in any form of media and shall act professionally at all times. Board Members, Staff and Committee Members agree to avoid public criticism of each other at all costs, in the best interests of equestrian sport.

4. Each member of the PFHA Board of Directors is expected to realize that the future health of this organization depends in part on the development of the volunteers who give their time and energy to the Paso Fino Horse Association, Inc.

Each board member should assume the responsibility for the development of volunteers and recommend, when appropriate, membership on the board.

5. Each member of the PFHA Board of Directors must comply with the policies set forth by USEF as PFHA is a USEF Affiliate. All such policies are available on the USEF website and Board Members, Staff and Committee Members are responsible for reading and understanding and abiding by such policies.

Each member of the PFHA Board of Directors is expected to adhere to the USEF Non-Discrimination Policy prohibiting discrimination on the basis of race, color, religion (creed), sex, gender identity, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any PFHA or USEF activities or operations.

Each member of the PFHA Board of Directors shall comply with and be bound by all applicable USEF Bylaws, USEF Board of Directors' actions, and USEF Rules and policies including, but not limited to, all athlete safeguarding requirements imposed by Congress, the U.S. Center for SafeSport, and USEF.

Each member of PFHA Board of Directors and Committee Chair shall, no later than January 15 of each year, certify or document compliance with USEF's Safe Sport Policy requirements, including the MAAPP, by providing the PFHA Office with proof of completion of the SafeSport Training as required by USEF.

6. Failure to abide by this Code of Conduct will be taken up by the Executive Committee and may be grounds for removal from the Board.

Signature

Date

Print Name



PASO FINO HORSE ASSOCIATION, INC.

Conflict of Interest Questionnaire

On **October 29**, 2022, the Board of Directors of Paso Fino Horse Association, Inc. ("PFHA") adopted a Conflict and Duality of Interest Policy, a copy of which is enclosed for your review. This questionnaire has been prepared to identify potential conflicts of interest issues.

The information provided on this form shall be available for inspection by members of the Board and the Executive Director, but shall otherwise be held in strict confidence except when, after consultation with the applicable signatory, the Board determines that PFHA's best interest would be served by disclosure.

Please respond to the following questions truthfully and to the best of your knowledge (refer to the Conflict and Duality of Interest Policy). When in doubt, choose to disclose.

1. Please list all corporations, partnerships, associations or other organizations of which you are an officer, director, partner, member, shareholder (not including publicly-traded entities), or employee and describe your affiliation with such entity.
2. Please list all corporations, partnerships, or other entities in which you have a financial interest, as defined in the Policy under "Conflict of Interest."
3. Please list any existing and/or proposed business dealings between PFHA and you, your family (as defined in the policy) or PFHA Affiliates, other Board Members or Sponsors (if that relationship is ongoing more than 30 days), and/or entities in which you have a financial interest or interest described above in #1 or #2.

4. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict between you and PFHA? If so, please describe. [If necessary, attached an additional sheet.]

5. Please list all business dealings that you, your Immediate Family members, and/or entities owned by you or your Immediate Family have had with PFHA or other current Board Members or Sponsors in the past 3 years.

My signature below certifies that:

1. I have received a copy of the PFHA Conflict and Duality of Interest Policy; I have read and understand the Conflict and Duality of Interest Policy; and I agree to comply fully with the Conflict and Duality of Interest Policy.

2. I understand that PFHA is a charitable organization under Section 501(c)(5) of the Internal Revenue Code and in order to maintain its Federal exemption, PFHA must engage primarily in activities which accomplish its exempt purpose.

3. ***I understand that I have a duty to update this information throughout the year if my circumstances change.***

By signing below, I further certify that all information provided by me in this questionnaire is complete and true to the best of my knowledge and belief, and I agree to timely update and amend this questionnaire whenever I obtain information that should be included in the questionnaire to ensure its accuracy and completeness.

Name

Signature

Date