

# **Road Runners Club of America**

## **Conflicts-of-Interest Policy**

Board Approved June 26, 2004

The Officers, Directors, and employees of the Road Runners Club of America (RRCA) owe a duty of loyalty to the RRCA, which requires that in serving RRCA they act, not in their personal interests or in the interests of others, but rather solely in the interests of the RRCA. Officers, Directors, and employees must have undivided allegiance to RRCA's mission and may not use their positions, information they have about RRCA, or RRCA's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

The conduct of personal business between any Officer, Director, and employee and RRCA is prohibited. Business transactions of the RRCA in which an Officer, Director, or employee has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of RRCA and that they will not lead to conflict of interest. For the purposes of this policy, an Officer, Director, or employee has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, principal officer, or employee in any such organization. Prior to the start of any negotiations, or consideration of a grant request by the RRCA, Officers, Directors, and employees are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by submitting a report to the President or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of RRCA. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before its approval.

An Officer, Director, or employee with a dual interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

An Officer, Director, or employee shall not use inside information of the RRCA for his/her personal benefit, or use such inside information or his/her position as Officer, Director, or employee to the detriment of RRCA. Inside information is information obtained through the Officer's, Director's, or employee's position that has not become public information.

Each Officer, Director, and employee has a duty to place the interests of RRCA foremost in any dealings involving the RRCA and has a continuing responsibility to comply with the requirements of this Policy. On an annual basis, each Officer and Director is required to complete a Conflict-of-Interest Disclosure Statement.

## **Road Runners Club of America Conflict-of-Interest Disclosure Statement**

Please initial and date in the space at the end of Item A or complete Item B, whichever is appropriate, complete Item C, and sign and date the statement and return it to the President.

A. I am not aware of any relationship or interest or situation involving my family or myself which might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and the Road Runners Club of America on the other.

\_\_\_\_\_

B. The following are relationships, interests, or situations involving me or a member of my family which I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and the Road Runners Club of America on the other.

For-profit corporate directorships, positions, and employment with:

Nonprofit trusteeships of positions:

Memberships in the following organizations:

Contracts, business activities, and investments with or in the following organizations:

Other relationships and activities:

C. My primary business or occupation at this time is: \_\_\_\_\_

I have read and understand the Road Runners Club of America's conflict-of-interest policy and agree to be bound by it. I will promptly inform the President of the Road Runners Club of America of any material change that develops in the information contained in the foregoing statement.

\_\_\_\_\_

Type/print name

Signature

Date