This is a compilation of guidance on ethics for directors, trustees and staff members derived from USA Cycling regulations.

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Articles of Incorporation

ARTICLE VI-Conduct

Section 1. Directors and Trustees shall carry out their duties as required by law, USA Cycling regulations, and generally-accepted standards for directors of not-for-profit corporations.

Section 2. USA Cycling properties, services, opportunities, authority, and influence are not to be used for private benefit. All agents of USA Cycling will disclose the nature and extent of an actual or potential conflict of interest when it occurs in the evaluation of an issue and will not participate in the discussion, evaluation, or voting concerning that issue. This includes the awarding of contracts, the purchase of goods and services, and the allocation of USA Cycling resources for personal use.

Section 3. If any individual representing USA Cycling or an Association participates in the evaluation or approval of a contract with a supplier to furnish goods or provide services to USA Cycling when that individual will directly or indirectly benefit financially or otherwise receive any form of compensation from, or have an interest in, any supplier under consideration, then USA Cycling shall have the right to recover such benefit or payment, and such contract or transaction shall be voidable by USA Cycling.
USA Cycling Bylaws

L. Conduct

Section 1. Paid Positions. No Director, Trustee, or voting member of a USA Cycling committee shall hold a position paid from USA Cycling or Association general funds, but may receive an honorarium. Any such honorarium must be specifically approved by the Board of Directors or by the Board of Trustees on or under which the recipient serves.

Section 2. Financial Disclosure

Part 1. Annual Declaration. Each year at the time of the first meeting of the Board of Directors and Boards of Trustees of the year, each Director and each Trustee shall file with USA Cycling office a disclosure of all activities in which he held a financial interest or from which he received compensation during the preceding twelve (12) months that were directly involved with the sport of cycling or were doing business with USA Cycling. The list of these activities shall be made available to the public upon request.

Part 2. Quarterly Disclosure. On a quarterly basis, the Executive Director shall compile a list of payments by USA Cycling, other than reimbursement of expenses, that have been made to Directors, Trustees, or their spouses or to any business entity in which the Director, Trustee, or spouse has ten per-cent (10%) or more financial interest, as well as any debts to USA Cycling by any of these entities that are sixty (60) days or more past due. This disclosure shall be distributed to the Directors and Trustees and made available to the public.

Section 3. Indemnification

Part 1. USA Cycling shall, to the maximum extent permitted by the Colorado Non-Profit Corporation Act, indemnify each of its Directors, Trustees, officers, employees, district representatives and race officials against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was acting on behalf of USA Cycling, except that the use of motor vehicles that are not owned by USA Cycling shall be indemnified only in excess of the operator’s insurance and not to exceed one million dollars for a given operator.

Part 2. The Board of Directors may, to the maximum extent permitted by the Colorado Non-Profit Corporation Act, authorize the purchase and maintenance by USA Cycling of insurance on behalf of any Director, Trustee, officer, employee, district representative, or race official of USA Cycling against liability asserted against or incurred by their acting on behalf of USA Cycling.

Section 4. All Directors, Trustees, employees, and other agents of USA Cycling are obligated to:

(a) Ensure that USA Cycling adheres to the applicable rules, regulations, and policies of federal, state, and local government, and national and international sport governing bodies with which USA Cycling and its Associations are affiliated;

(b) Devote themselves, USA Cycling, and Associations to conduct which, in letter and spirit, is lawful, honest, dependable and fair;

(c) Conduct themselves in ways which promote the aims and objectives of the corporation and which enhance the reputation of USA Cycling, its Associations, and cycling;

(d) Place the interests of the entirety of USA Cycling ahead of local or personal interests in cycling,
including voluntarily absenting themselves from discussions of issues in which they have a financial interest unless they are required to be present to answer questions as recognized representatives of those interests;

(e) Give prudent consideration to issues, taking into account established USA Cycling policies and precedents, needs for confidentiality regarding proprietary and sensitive information, and the legal, financial and administrative effects of proposed actions;

(f) Provide a full, constructive, and timely reply in the form required to requests from USA Cycling and Association authorities for information and decisions;

(g) Fully inform responsible USA Cycling or Association authorities in a timely and documented form of matters about which the authorities may be unaware, including not only business opportunities, policy alternatives, and organization needs, but also any actions, no matter who is responsible for those actions, which are contrary to policy, or are damaging to USA Cycling or an Association, or are improper, unethical, or unlawful;

(h) Assist the employees, volunteers, Directors, and Trustees of USA Cycling and its Associations to create and maintain an effectively functioning organization always respecting the responsibility and authority of those to whom implementation of USA Cycling policies and goals has been entrusted;

(i) Neither give nor receive gifts, cash, travel, hotel accommodations, entertainment, or favors except those of nominal value exchanged in the normal course of business;

(1) The trading of pins and mementos is accepted conduct;

(2) Invitations from sports, media, or other organizations to attend sports and social events of more than nominal value may be accepted if they are part of open and generally accepted practices, serve to promote the best interests of USA Cycling and its Associations, would not embarrass the individual or USA Cycling if publicly disclosed, and do not compromise the objectivity or integrity of the recipient or donor;

(3) Gifts and favors of more than one hundred US dollars (US$100) value should not ordinarily be accepted, but if the circumstances render it awkward to refuse such a gift the donor should be thanked and told that the gift is being accepted on behalf of, and will be delivered to, USA Cycling or an Association thereof.

Section 5. An Ethics Board consisting of three persons who have no other connection with USA Cycling shall be appointed by the Board of Directors and shall:

(a) Investigate allegations of conflict of interest or other ethical issues involving Directors or Trustees and recommend actions to the Board of Directors or a Board of Trustees if appropriate;

(b) Review USA Cycling regulations and policies on ethical issues and recommend changes to the appropriate bodies if needed;

(c) Fulfill other duties as it may be assigned by the Board of Directors from time to time.
USA Cycling Governance
Policy Manual

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.

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 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, Trustees, employees and other agents of USA Cycling are obligated to meet the standards given in Article VI (Conduct) of the Articles of Incorporation as well as Bylaw L (Conduct). The following additional guidelines are not a precise roadmap to acceptable conduct but are signposts – each individual must find his or her own way.

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

2. All individuals who participate in USA Cycling are required to complete a form acknowledging these ethical standards and disclosing potential conflicts of interest.

3. All Directors, 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.

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.
   A. Should a Board member be considered for employment, she/he must temporarily withdraw from Board deliberations, voting and access to applicable Board information.

3. Board 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 Executive Director 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 Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.

Disclosure and Review

1. All Directors, Trustees, committee chairs and key staff members are required to complete a Conflict of Interest Disclosure Form (see Appendix).
   A. The completion of this form is a prerequisite for participation with USA Cycling.
   B. Annually, the internal auditor, working with the Ethics Board, shall send to each appropriate person a disclosure statement form concerning the conflict of interest policy. These forms are to be completed and returned to the internal auditor and will then be available only to the Board of Directors, Executive Director, legal counsel (when necessary) and the Ethics Board.
   C. The Ethics Board will review these disclosures and will maintain this information in confidence. Each individual should openly and forthrightly identify any areas which represent a potential conflict of interest. Individuals will contact the Chair of the Ethics Board to update or amend their disclosure forms as circumstances change.
   D. 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.

E. 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.

F. 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.

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

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

4. 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.

Complaint Procedures

1. A good faith effort should be attempted to resolve any situation, before a complaint is filed with the Ethics Board.

2. Filing Complaints

A. Any complaint filed pursuant to the ethics standards in USA Cycling Regulations will be filed in triplicate directly with the Chair of the Ethics Board. The complaint shall be in writing by the individual or an agent of the group or organization making the complaint. The complaint shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

(1) Certificate of compliance with good faith efforts to resolve the allegations prior to filing the complaint pursuant to Section 1;

(2) Names and addresses of the parties;

(3) Jurisdictional basis of the complaint;

(4) Efforts made to exhaust available remedies, or if such remedies have not been exhausted, the grounds upon which the complaint alleges that exhaustion would result in unnecessary delay;

(5) Identification of supporting evidence or documentation forming the basis of the complaint with copies attached;

(6) The relief sought.
B. Copies of the complaint shall be supplied immediately to the respondent and all members of the Ethics Board. It is the responsibility of the Ethics Chair to ensure this is completed.

C. All complaints and any other related information is confidential, except as otherwise provided by these procedures.

3. Meeting of Ethics Board

A. The Ethics Chair shall call a meeting of the Ethics Board within 30 days of receiving a complaint.

B. Any member of this Board having a direct interest, either personally or by virtue of organizational affiliation shall excuse themselves from the specific complaint. To be replaced by an alternate previously appointed by the Board of Directors.

4. Review of Complaint

A. The Ethics Board shall review the complaint and the accompanying evidence. In order to decide if the complaint warrants an investigation. If an Ethics Board member does not believe there is justification for an investigation he/she may move to dismiss the complaint, in accordance with Section 4b.

B. For a complaint to be dismissed for any reason the Board must have a 2 to 1 vote for dismissal. A written report must be submitted to the Board of Directors giving the reason(s) why the complaint was dismissed.

C. The Board has the power to open an investigation on the motivation of the complaint, if the complaint is believed to be based on rumor, hearsay and/or speculation. The Ethics Board shall investigate and send recommendations to the Board of Directors.

D. If the Ethics Board believes the complaint to be frivolous, they will then send recommendations for action to be taken to the Board of Directors.

E. If there are no motions to dismiss or if the motion fails the Ethics Board will begin an investigation.

F. An investigation shall be completed within 45 days.

5. Calling a Hearing

A. Upon completion of the investigation the Ethics Board shall again review the complaint, accompanying evidence and any new evidence that the investigation has discovered. An Ethics Board member may again move to dismiss the complaint on the grounds of no justification, in accordance with Section 4b.

B. If the complaint is not dismissed, the hearing date shall be set.

C. The hearing date shall be within 60 days of the completion of the investigation.

6. Notice of Hearing

A. If a hearing is warranted, the Ethics Chair shall notify the parties of the time, date and location of the hearing. Any new evidence discovered by the
investigation will be forwarded to the parties at this time.

B. Not less than 30 days prior to the beginning of the hearing, the parties shall simultaneously exchange and shall provide to each member of the Ethics Board the following:

(1) Copies of all documents intended to be introduced at the hearing;

(2) A list of proposed witnesses and a summary of anticipated testimony of each;

(3) A pre-hearing memorandum summarizing the respective positions of the parties.

C. Not less than 10 days prior to the beginning of the hearing, the parties shall simultaneously exchange and shall provide to each member of the Ethics Board the following:

(1) Copies of any rebuttal documents intended to be introduced at the hearing;

(2) A list of proposed rebuttal witnesses;

(3) Summary of the anticipated testimony of each;

(4) Written stipulation of facts or other relevant matters upon which the parties have agreed.

7. Hearing

A. At any hearing conducted pursuant to the filing of an ethical behavior or conflict of interest complaint all parties shall be given a reasonable opportunity to present oral or written evidence, to cross-examine witnesses, and to present such factual or legal claims as desired.

B. Hearings shall be confidential.

C. The proceedings may have a recorded verbatim transcript which will be available to each interested party upon request and payment thereof.

D. The rules of evidence shall not be strictly enforced; instead rules of evidence generally accepted in the administrative proceedings and adopted by the Committee shall be applicable.

E. The burden of proof shall be upon the challenger or complainant by a preponderance of the evidence, who shall also initially have the burden of going forward with the evidence. Then the respondent shall then have the burden of going forward with evidence in opposition to the challenger or complainant and in support of its position. Rebuttal shall be allowed at the discretion of the committee.

F. Hearings shall be as expeditious as possible.

8. Report of Decision

At the conclusion of the hearings the Ethics Board shall submit a full written report to the Board of Directors within 30 days. The report shall include (if applicable):

A. Verbatim Transcript;

B. Copies of the complaint, all physical evidence and exhibits;

C. Summarization of all evidence presented;

D. Any and all findings of the investigations/hearings;

E. Recommendations for disciplinary action deemed
appropriate. Possible disciplinary actions

(a) Suspension
(b) Public reprimand/apology
(c) Recall voting
(d) Termination
(e) Removal from a committee
(f) Removal from all committees

Such report shall be sent simultaneously to the Executive Director and the parties.

9. **Disciplinary Action**
The Board of Directors shall ratify, adopt and implement the recommendations for sanctions and disciplinary actions of the Ethics Board unless the Board of Directors by a 2/3 vote of the entire Board deem alternative sanctions and disciplinary actions more appropriate and invoke such alternative sanctions and action. This decision will be made by the Board within 45 days of its receipt of the Ethics Board report.

**Ethics Board**

1. **Creation.** There shall be an Ethics Board which shall consist of three persons and two alternates chosen by the Board of Directors of USA Cycling. The members of the Ethics Board shall not be Directors, Trustees, Officers or Employees. The members shall serve without compensation and shall elect a chairperson and effect their own organization.

2. **Duties** - The Ethics Board shall have the following duties:

   A. To establish procedures, rules and regulation governing its internal organization and conduct of its affairs.

   B. To render advisory opinions to the Board of Directors with respect to the interpretation and application of these Principles as to whether a particular course of conduct would constitute a violation of the standards imposed herein.

   C. To receive and hear complaints of violations of the standards required by these Principles.

   D. To hold such hearings and make such investigations and inquires as it deems necessary for it properly to carry out its functions and powers.

   E. To recommend to the Board of Directors any disciplinary action deemed appropriate for violations of these Principles.

   F. To make proposals and recommendations to the Board of Directors for the adoption of any revisions or amendments to these Principles.
Ethics Board Members

(To be determined.)
Ethical Complaint Time Line

This time line is pushed to the latest dates possible.

**JANUARY 1**  Complaint Filed

**FEBRUARY 1**  Ethics Board Meets  (30 days)

**MARCH 15**  End of Investigation.  (45 days)
Hearing Date Set
Respondent is Notified of Hearing

**MAY 15**  Parties Exchange Information (30 days before hearing)

**MAY 5**  Parties Exchange Rebuttal Information  (10 days before hearing)

**MAY 15**  Hearing  (60 days, end of investigation)

**JUNE 15**  Board of Directors Receives Action Recommendations  (30 days)

**AUGUST 1**  The Board of Directors Make Final Decisions  (45 days)
USA Cycling

Acknowledgment of Ethics Standards and Disclosure of Potential Conflicts of Interest

I acknowledge receipt and understanding of USA Cycling Principles of Ethical Behavior and Conflict of Interest and I pledge my full support of the spirit and letter of the requirements therein.

1. The following are names and addresses and the nature of my relationships to all entities that do business with USA Cycling in which I or a member of my immediate family are an officer, partner, owner or employee. (If none, please state “None.”)

2. The following are names and addresses and the nature of my relationships to all companies that do business with USA Cycling where I or a member of my immediate family holds an ownership interest in a closely-held company or at least 5% interest in a public company. (If none, please state “None.”)
3. Entities may have future business dealings with USA Cycling with which I or my immediate family members are affiliated are as follows, with the nature of the potential dealings as shown. (If none, please state “None.”)

4. Relationships or matters not disclosed above which might be perceived as compromising my obligations to USA Cycling under its Principles of Ethical Behavior and Conflict of Interest or which may raise questions of a conflict between my duty and loyalty to USA Cycling and my economic self-interest are as follows. (If none, please state “None.”)

The statements above are complete to the best of my knowledge.

_________________________________________  ________________________________
Signature                                      Date

__________________________________________
Name (printed or typed)