

EXHIBIT I
CONFLICT OF INTEREST POLICY
TO THE
MEDFORD SOCCER BY-LAWS AS PURSUANT TO
THE CONSTITUTION AND BY-LAWS
OF THE
MEDFORD YOUTH SOCCER, INC. d/b/a MEDFORD
SOCCER

(as Restated April 13, 2009)

CONFLICT OF INTEREST POLICY

For the purpose of this Conflict of Interest Policy (the “Policy”), a “Conflict of Interest” is defined as an actual or perceived interest by an officer or member of the Board of Directors of Medford Soccer in an action that results in, or has the appearance of resulting in, personal, organizational or professional gain. Officers and members are obligated to always act in the best interest of the Medford Soccer organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

The Conflict of Interest Policy

1. The officers and members of the organization shall not solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities, nor to prohibit the performance of paid work as referees or referee assignors.

2. No officer or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
 - The officer or member;
 - Any member of their immediate family;
 - An organization in which any of the above is an officer, director or employee; and
 - A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

3. **Disclosure** -- Any possible Conflict of Interest shall be disclosed by the person or persons concerned to an Executive member of the Board.

4. **Board Action** -- When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the decision making process or any related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board, excluding the person(s) concerning whose situation the doubt has arisen.

The interested person(s) shall not discuss the matter with Board members nor attempt to influence any Board members vote in any way.

5. **Record of Conflict** -- The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

The Board recognizes that Conflicts of Interest do occur in Non-Profit organizations and, specifically, that the presence of a Conflict of Interest is independent from the execution of impropriety. By establishing and implementing this Conflict of Interest Policy, it is the Board's intention to make it clear to the Medford Soccer community that if and when a Conflict of Interest occurs within the Medford Soccer Board, there is clear disclosure and any subsequent decisions by the Board on the matter are made in an objective and informed manner. This means that: (i) there has been full disclosure of the Conflict of Interest; (ii) the person(s) who have an actual or potential Conflict of Interest have abstained from discussion and voting; and (iii) the person(s) who have an actual or potential Conflict of Interest have abstained from influencing others and in any other way being party of the decision making process. By doing so, the Board seeks to: (i) maintain the public's confidence; (ii) continue to operate as an organization that adheres to ethical standards and behaviors and; (iii) ensure that the reputations of both the person(s) involved and the Medford Soccer organization remain undamaged.