

Whistleblower Policy for [NON-PROFIT NAME]

[NON-PROFIT NAME] (the "**Non-Profit**") requires its directors, officers, employees, and volunteers (each, a "**Non-Profit Individual**") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Non-Profit, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

ARTICLE I PURPOSE

Section I.01 The purpose of this whistleblower policy (the "**Policy**") is to:

- (a) Encourage and enable Non-Profit Individuals to raise concerns regarding suspected illegal or unethical conduct or practices, or violations of the Non-Profit's policies on a confidential and, if desired, anonymous basis.
- (b) Protect Non-Profit Individuals from retaliation for raising such concerns.
- (c) Establish policies and procedures for the Non-Profit to:
 - (i) receive and investigate reported concerns; and
 - (ii) address and correct inappropriate conduct and actions.

ARTICLE II REPORTING RESPONSIBILITY

Section II.01 **Reporting Responsibility.** Each Non-Profit Individual has the responsibility to report in good faith any concerns about actual or suspected violations of the Non-Profit's policies or any federal, state, or municipal law or regulation governing the Non-Profit's operations (each, a "**Concern**"). Appropriate subjects to report under this Policy include but are not limited to financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices, such as:

- (a) Fraud.
- (b) Theft.
- (c) Embezzlement.
- (d) Bribery or kickbacks.
- (e) Misuse of the Non-Profit's assets.
- (f) Undisclosed conflicts of interest.

Section II.02 **Acting in Good Faith.** Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law and/or ethical standards. Any unfounded allegation that proves to have been made maliciously, recklessly, or knowingly to be false will be viewed as a serious offense and result in disciplinary action up to and including termination of employment or volunteer status.

Section II.03 **[Other Types of Concerns.** Non-Profit Individuals should use the Non-Profit's existing complaint procedures and mechanisms to report other issues not covered by Section 2.01 of this Policy, unless those channels are themselves implicated in wrongdoing. This Policy is not intended to provide a means of appealing the outcomes resulting from those other mechanisms.]

ARTICLE III NO RETALIATION

Section III.01 No Non-Profit Individual who in good faith reports a Concern or participates in a review or investigation of a Concern shall be subject to harassment, retaliation, or, in the case of an employee, adverse employment consequences because of such report or participation. This protection extends to Non-Profit Individuals who report in good faith, even if the allegations are, after an investigation, not substantiated.

Section III.02 No Non-Profit Individual will be subject to liability or retaliation for disclosing a trade secret in compliance with 18 U.S.C. § 1833 either:

- (a) In confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a Concern; or
- (b) In a complaint or other document filed in a lawsuit or other proceeding under seal.

Section III.03 Any Non-Profit Individual who retaliates against someone who in good faith has reported or participated in a review or investigation of a Concern will be subject to discipline, up to and including termination of employment or volunteer status.

Section III.04 Anyone who believes that a Non-Profit Individual has been subject to harassment, retaliation, or adverse employment consequences as a result of making a good faith report or participating in a review or investigation of a Concern should contact the Compliance Officer listed in Article V of this Policy. [Nothing in this Policy shall limit or alter the procedures and protections in the Non-Profit's anti-retaliation policy.]

ARTICLE IV CONFIDENTIALITY

Section IV.01 The Non-Profit encourages anyone reporting a Concern to identify themselves in order to facilitate the investigation of the Concern. However, Concerns may be submitted on a confidential and/or anonymous basis. The Non-Profit shall take reasonable steps

to protect the identity of the Non-Profit Individual, and shall keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ARTICLE V REPORTING PROCEDURES

Section V.01 Prompt Reporting. All Concerns should be reported as soon as practicable consistent with this Policy.

Section V.02 Reporting Concerns.

(a) [Employees and volunteers should first discuss the Concern with their direct supervisors. The employee or volunteer should follow the procedures outlined in Section 5.02(b) if any of the following apply:

(i) The employee or volunteer reasonably believes that the supervisor will disregard or otherwise not fairly consider the Concern.

(ii) The supervisor is a subject of the Concern.

(iii) The employee or volunteer does not feel comfortable discussing the Concern with the supervisor.]

(b) Concerns should be reported [in writing] to the [Chair of the Non-Profit's Audit Committee/[TITLE] of the Board of Directors/[OTHER NAME AND TITLE]] (the "**Compliance Officer**"). When reporting Concerns, the Non-Profit Individual should describe in detail the specific facts that support the report. The report may be sent to the Compliance Officer by email to [EMAIL ADDRESS] or by regular mail to:

[COMPLIANCE OFFICER'S NAME]
[MAILING ADDRESS]
[EMAIL ADDRESS]
[PHONE NUMBER]

[The Concern may also be reported to the Non-Profit's [whistleblower hotline/[HOTLINE NAME]] by calling [PHONE NUMBER][or going online to [WEBSITE ADDRESS]].]

If the Compliance Officer is the subject of the Concern or the Non-Profit Individual is not comfortable reporting the Concern to the Compliance Officer, the Concern may alternatively be reported to:

[ALTERNATIVE INDIVIDUAL'S NAME]
[TITLE]
[MAILING ADDRESS]
[EMAIL ADDRESS]
[PHONE NUMBER]

Section V.03 **Questions.** Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Compliance Officer.

Section V.04 Investigation of Reported Concerns.

(a) **Compliance Officer.** The Compliance Officer is responsible for:

(i) Promptly investigating [or overseeing the investigation of] each reported Concern.

(ii) Advising the [Audit Committee/Board of Directors] of each reported Concern.

(iii) Reporting compliance activity to the full Board of Directors at each regularly scheduled Board meeting.

(b) **Acknowledgment of Receipt.** Any supervisor, manager, or Board member who receives a report of a Concern must promptly notify the Compliance Officer of such report in writing. The Compliance Officer shall notify the reporting individual and acknowledge receipt of each reported Concern within [five (5)/[OTHER NUMBER ([NUMERAL])]] business days, unless the report was submitted anonymously or no return address is provided.

(c) **Investigation.** The Compliance Officer shall conduct a prompt, discreet, and objective review or investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general. If deemed necessary in his or her sole discretion or upon the recommendation of the [Audit Committee/Board of Directors], the Compliance Officer may engage legal counsel, accountants, or other experts to assist in the investigation. The Compliance Officer may delegate the investigation responsibilities to any Board committee or other individual, including third parties, as long as:

(i) The delegate is not a subject of the reported Concern.

(ii) The delegation does not compromise the identity of the Non-Profit Individual who reported anonymously or confidentially.

(d) **Resolution.** The Compliance Officer shall:

(i) Recommend appropriate corrective action to the [Audit Committee/Board of Directors], if warranted by the investigation.

(ii) Oversee the implementation of a resolution based on the determination of the Board.

(iii) Follow up with the reporting individual, if possible, for closure of the reported Concern.

(e) **Accounting and Auditing Matters.** The Compliance Officer shall immediately notify the [Audit Committee/Board of Directors] of any Concerns regarding accounting practices, internal controls, or auditing, and shall work with the [Audit Committee/Board of Directors] until the matter is resolved.

ARTICLE VI PERIODIC REVIEWS

Section VI.01 To ensure that the Non-Profit operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, the [Audit Committee/Board of Directors] shall conduct periodic reviews of this Policy. [The Audit Committee shall present any recommended changes, modifications, or deletions of the provisions of this Policy to the full Board of Directors at its regularly scheduled meeting following the Committee's review.]

ARTICLE VII MISCELLANEOUS

Section VII.01 The Non-Profit shall retain any records related to the investigation and resolution of a reported Concern as required by the Non-Profit's [Records Retention and Destruction Policy/[POLICY NAME]]. All such records are considered privileged and strictly confidential.

Section VII.02 This Policy shall be distributed to all Non-Profit Individuals. Failure to comply with the Policy may result in discipline or removal, up to and including termination of employment or office.

Section VII.03 This Policy[, as amended,] was adopted by the Non-Profit's Board of Directors at its meeting on [DATE].

ARTICLE VIII ACKNOWLEDGMENT

Section VIII.01 I, _____ (Non-Profit Individual name), acknowledge that on _____ (date), I received a copy of [NON-PROFIT NAME]'s (the "**Non-Profit**") Whistleblower Policy (this "**Policy**") and that I read it, understood it, and agree to comply with it. I understand that the Non-Profit has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this Policy at any time [with or without notice]. No statement or representation by a supervisor or manager or any other employee, whether oral or written, can supplement or modify this Policy. Changes can be made only if approved in writing by the [President/Board of Directors/OTHER OFFICER] of the Non-Profit. I also understand that any delay or failure by the Non-Profit to enforce any policy or rule will not constitute a waiver of the Non-Profit's right to do so in the future. I understand that neither this policy nor any other communication by management representatives or any other employee, whether oral or written, is intended in any way to create a contract of employment.

For employees only: I understand that, unless I have a written employment agreement signed by an authorized representative of the Non-Profit, I am employed at will and this Policy does not modify my at-will employment status. If I have a written employment agreement signed by an authorized representative of the Non-Profit and this Policy conflicts with the terms of my employment agreement, I understand that the terms of my employment agreement will control.