

Lakeshore Humane Society, Inc.

Bylaws

November 20, 2013

Preamble

These Bylaws are subject to, and governed by, Chapter 181 of the Wisconsin Statutes and the Articles of Incorporation of Lakeshore Humane Society, Inc. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Chapter 181 of the Wisconsin Statutes, the Chapter 181 of the Wisconsin Statutes will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Lakeshore Humane Society, Inc. the Articles of Incorporation will be controlling.

Article I

Definitions

1 "Member" shall be defined as a person 18 years of age or older that has completely and properly filled out an official membership form and fully paid for his or her membership.

2. "Official Information" or "Confidential Information" shall include, without limitation, employee's phone number, address, or e-mail address, employee wages, social security number, benefit packages, time card information, severance package, account numbers for checking, savings, or investment accounts, original or copies of checks, invoices or receipts, computer files, passwords to computer files or accounts, or any other information reasonably resolved by the Board, from time to time, to be "Official Information" or "Confidential Information." Notwithstanding the foregoing, any information required to be disclosed to or made available to the general public pursuant to IRS regulations concerning 501(c)(3) entities or as otherwise required by state or federal law, shall not be included in the definitions of "Official Information" or "Confidential Information."

3. The definition of "Just Cause" shall include, but not be limited to, anything which violates the laws of the State of Wisconsin pertaining to the theft, embezzlement, fraud, felony crimes, or conduct that is detrimental to the public's perception of the Corporation. Just Cause shall include the releasing of official or confidential information about the Corporation without the permission of the President of the Board of Directors (the Board of Directors shall hereinafter be referred to as the "Board")

4. "Detrimental Actions" shall be defined as any actions deemed detrimental to the well being or goals of the Corporation, acting in a manner disruptive to the efficient operation of the Corporation or acting in a manner injurious or without care for the animals we serve.

5. "Quorum" shall be defined as having greater than fifty percent (50%) of all current Board members present.

6. Membership Quorum shall be defined as having Five (5) percent (1/20) of the current paid membership present at a membership meeting to constitute a quorum for the conduction of business.

Article II

The Corporation

Section 1: Name

The name of this corporation is Lakeshore Humane Society, Inc. (the "Corporation") with its main office being located at 1551 North 8th Street, Manitowoc, Manitowoc County, Wisconsin.

Section 2: Object

The mission of the Corporation is to ensure the humane and compassionate treatment of all animals entrusted to its care, reunite lost animals with their owners, and provide for all adoptable animals to be placed in responsible, permanent homes, euthanize animals when necessary and extend humane education to the public.

Section 3: Not-For Profit Status

The Corporation has and shall continue to have the status of a Wisconsin non-stock corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and applicable Wisconsin State Statutes. The Bylaws and the Articles of Incorporation of the organization shall be construed accordingly and all powers and activities shall be limited accordingly.

- (A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to a private individual, but the Corporation shall be authorized to provide reasonable compensation for services rendered and make payments and distributions in furtherance of purposes of the Corporation.
- (B) No substantial part of the activities of this Corporation shall be to attempt to influence legislation.
- (C) The Corporation shall in no way participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- (D) The Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws.
- (E) The Corporation is organized exclusively for animal welfare, educational purposes and activities that support the purposes as set forth in Article II section 2 above and within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation may:
 - (1) Solicit and receive financial support through gifts, contributions, fundraising and grants.
 - (2) Hold, administer, convert, invest and reinvest and manage its funds.

Section 4: Fiscal Year

The fiscal year of the Corporation shall be June 1 through May 31.

Article III

Members

Section 1: Members

A person 18 years of age or older shall become a member of the Corporation (a “Member”) through completion of membership form and the payment of dues. Upon receipt of the Member’s form and payment of dues, members are entitled to membership benefits for a period of one year and may renew annually. Each Member (one (1) membership per person) shall have the right to participate at membership meetings and cast one (1) vote at the annual meeting, (refer to Article VI, Section 1 (B) for Membership voting rules). Members will receive voting privileges sixty (60) days after the date of the original membership form. Memberships not renewed within thirty (30) days of expiration will be considered expired.

Memberships are non-transferable.

Members may also request to or be asked to serve on committees, the Board, and act as volunteers. Members are also entitled to all information similarly situated non-profit non-stock corporations are required to disclose upon request under federal and Wisconsin law specifically Wisconsin Statutes Chapter 181. Each new Member will get a copy of the Bylaws when they become a Member. Membership dues shall be determined by the Board from time to time. A membership list will be available from the Secretary, to all members upon request. Members’ full name and address will be published on the membership list that is made available to all members.

Section 2: Termination of Membership

The Board shall have the ability to terminate any Member at any time, for Detrimental Actions or Just Cause. Should the need arise; the Board will appoint an independent committee to conduct a confidential investigation. The Board appointed investigation committee will make a written recommendation (signed by all committee members) to the Board either exonerating the accused or preferring specific charges.

If specific charges are recommended by the investigation committee, the Board may approve the specific charges with 2/3 majority vote of BOD members present. The secretary will notify the accused of the approved specific charges including a trial date between 15 and 30 days of the notification and a notification of their temporary membership suspension. During this period the member will not be able to serve on committees or vote, however, the member will be allowed to be a candidate for the BOD.

If the charges contain sensitive matters, the Board may appoint a trial committee (independent of the investigation committee) to conduct the trial. The Board appointed trial committee will make a written recommendation (signed by all committee members) to the Board President either exonerating the accused, or preferring specific penalties (permanent termination or suspend the membership for a specified length of time). If the recommendation is to exonerate the accused, the suspension shall be lifted and the membership reinstated with full privileges.

The trial or the trial committee’s recommendation (if applicable) will be heard by the membership and facilitated by the President or the President’s appointee. The membership will approve specific penalties, approve the committee’s recommendation or reduce the penalty with a three-quarter (3/4) majority vote of those members present, but they may not increase the penalty. If members exonerate the accused or no permanent action is taken within sixty (60) days of the date of the Member’s suspension notification, the suspension shall be lifted and the membership reinstated with full privileges. Except as otherwise set forth in this Article III Section 2, any question concerning member termination procedures of the Corporation shall be determined by reference to the latest edition of Robert’s Rules of Order “Disciplinary Procedures” chapter.

Article IV

Section 1: Board

- (A) The Board shall consist of four (4) Officers (President, Vice President, Secretary and Treasurer as further described in Article V) plus at least three (3), but not more than six (6) Board Members. Each member of the Board shall hereinafter be referred to as "Board Member". The BOD cannot conduct official business without meeting the minimum BOD members as set-forth above.
- (B) The Board shall oversee the affairs of the Corporation
- (C) All Board Members must be a Member of the Corporation for at least 120 days.
- (D) No Board Member shall derive a personal, economic or financial gain by serving on the Board.
- (E) No Board Member may be an employee of the Corporation.
- (F) A Board Member may not be related to an employee of the Corporation if that employee holds a management position. In the event a Board Member has a family member that is employed by the corporation, the Board Member shall abstain from voting on any matters relating to such employee related to such Board Member. For the purposes of this section, "related to" shall be defined as being a member of one's immediate family (i.e. child, parent, grandparent, spouse or sibling).
- (G) Board Members shall be actively involved in the Corporation. If a Board Member has three (3) absences from regular monthly meetings in his/her term year, he/she will be removed at the conclusion of the third missed meeting for the remainder of that term. The resulting vacancy shall be filled in accordance with Section 3 of this article.
- (H) The Board shall have the power to hire and terminate all exempt salaried positions, with 2/3 majority vote of BOD members present.
- (I) The Board shall have the power to prescribe and define the duties of all exempt salaried employees within the Corporation in a manner not inconsistent with these Bylaws.
- (J) The Board with the recommendation of the personnel committee shall evaluate the performance of all exempt salaried employees within a time frame that extends from 15 (fifteen) days before to 15 (fifteen) days after the anniversary date of their hiring.
- (K) The regular BOD meeting shall be held at LHS shelter or an alternate public location if a 30 day notice is given to the members.
- (L) The term of office for a Board Member shall be for a term of two (2) years.

Section 2: Election

The Board shall be elected at the annual membership meeting by the Members of the Corporation, as described in Article VI Section 1 (B) below.

Section 3: Vacancies

The Board shall have the power to fill vacancies on the Board. Any member of the Board may nominate an individual candidate to fill a vacancy, as necessary. A person may not be nominated to fill a vacancy if living in the same household as a current Board Member. The Board must approve any nominated candidate with 2/3 majority vote of BOD members present. If the office of the President is vacant, any Board Member shall have the right to nominate a replacement for the President. If the BOD would fall below 7 members and unable to approve any candidate, the BOD shall call a special meeting of the membership per Article VI section 4 to elect the vacant positions on the BOD according to Article VI Section 1 and 2.

Section 4: Resignations

A Board Member may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified in the notice. If no time is specified, then the resignation will be effective immediately upon the Secretary's receipt of such notice of resignation.

Section 5: Removal

The Board shall have discretion to terminate any Board Member at any time, for Detrimental Actions and/or Just Cause. Should the need arise; the Board may suspend the Board Member with 2/3 majority vote of BOD members present. The Board Member in question shall be allowed to vote on his or her suspension. After the suspension, all of the Board Member's voting rights will be suspended. Within thirty (30) days from such vote, the Board Member shall have the right to speak to the Board. Within forty five (45) days of the suspension, the Board may terminate the Board Member with 2/3 majority vote of BOD members present. The Board Member in question shall not be allowed to vote on his or her termination. If no permanent action is taken within forty five (45) days of a suspended Board Member, the suspension shall be lifted and the Board Member's voting rights shall be reinstated.

Section 6: Remuneration

Board Members and members of the committees shall serve on a voluntary basis. Reimbursements for expenses relating to the Corporation incurred during the course serving in a capacity must be approved in advance by the Board.

Section 7: General Votes

Unless otherwise stated herein, there must be a quorum present to conduct any official business. Any matter up for vote by the Board shall be deemed passed upon a majority vote of the Board Members present.

Article V

Term, Title, and Duties

Section I: Officers

The Officers of the Corporation shall be President, Vice-President, Secretary and Treasurer.

- (A) Officers shall be elected at the October membership meeting by the Members of the Society to serve for a period of described below, as described in Article V Section 1 (B) below.
- (B) President and Treasurer will be elected during odd election years.
- (C) Vice President and Secretary will be elected during even election years.
- (D) Officers shall be members of the Board and shall be subject to the rules governing Board Members as well as the provisions of this Article V.

Section 2: President

The President shall preside at all meetings of the Board and membership, countersign all papers and documents requiring such action, appoint, along with his or her fellow Board members, such committees as may be deemed necessary by the Board and have general supervision of the overall affairs of the total Corporation. The President shall deliver a comprehensive report of the activities and policies developed by the Board for the preceding year at the October membership meeting. The President shall ensure that a meeting notification and tentative agenda is received by the Board at least 5 business days prior to the meeting and proper notification of membership meetings and agendas are provided to Members where applicable. The President is a member of all committees of the Board. The President or anyone specifically directed by the President shall act as the official spokesperson of the Corporation. Only the President or anyone specifically directed by the President shall release Official Information about the Corporation.

Section 3: Vice-President

The Vice-president shall, in the absence or disability of the President, perform the duties of the President and act in his or her stead.

Section 4: Treasurer

The Treasurer shall:

- (A) Ensure that the books and accounts of the Corporation are audited annually by a qualified person or accounting service as approved by majority of the Board.
- (B) Be responsible for preparing an annual budget for the following fiscal year to be submitted to the Board for approval prior to the end of the fiscal year.
- (C) Ensure the timely preparation and filing of tax returns and reports as may be required.
- (D) Ensure that donations are acknowledged in a timely manner in accordance with the current Internal Revenue Service regulations.
- (E) Submit and present to the membership meeting an annual income statement and balance sheet for the preceding year that has been prepared by an accountant or accounting firm and approved by the Board.
- (F) Report at each Board meeting the financial statement results, including an analysis of budget versus actual with explanations of significant variances.
- (G) Along with members of the Finance Committee on a monthly basis, review the financial paperwork of the Corporation, including the checkbook, bank statements, bills, daily ledgers, cash receipts, payroll disbursements, payroll related timesheets, vendor disbursements, vendor related invoices and investments.
- (H) Supervise the payment of the Corporation's bills.
- (I) Report the Corporation's financial status at each meeting of the Board.
- (J) Be bonded for a minimum amount of \$10,000

Section 5: Secretary

The Secretary shall

- (A) Take and preserve minutes of all meetings of the Board, including voting results by name.
- (B) Notify Board Members of annual, regular and special meetings and shall perform other duties assigned by the Board.
- (C) Ensure members of the Corporation receive all requested information they are entitled to according to Chapter 181 of the Wisconsin Statutes.

Section 6: Past-President

If the President is not re-elected to the Board in any capacity, he or she may serve as a past-President, non-voting advisory member of the Board for the year following his or her term as President.

Article VI

Meetings

Section 1: Annual Membership Meeting

(A) Notice:

An annual membership meeting shall be held by the Corporation on the third (3rd) Tuesday of each October. Notification of the date, time, location, and agenda of the meeting shall be mailed by U. S. Mail or similar means (not electronically) at least thirty (30) days prior to the meeting.

(B) Elections:

An official ballot, created by the Nominating Committee described in Article VII Section 3, shall offer members the option of voting for candidates listed on the ballot or casting write-in votes. Nominations may also be taken from the floor, provided the person being nominated is present and approves his or her nomination. All candidates must meet requirements of Article IV, section C. The election process cannot be closed until there is at least one (1) nominee for each Officer position. Board Members may be re-elected. To vote at a meeting, a Member must have been a Member at least sixty (60) days prior to such meeting. Each Member will receive one (1) vote. If a member of the Nomination Committee accepts a nomination from the floor, their position on the Nominating Committee shall end immediately upon such acceptance. Except as stated otherwise herein, the default rules of Wisconsin Corporation law, specifically Chapter 181 of the Wisconsin Statutes shall prevail. Any matters not otherwise provided herein or in the Wisconsin Statutes, shall be governed in accordance with Robert's Rules of Order for parliamentary procedures, as applicable.

(C) Quorum:

Five (5) percent (1/20) of the current paid membership must be present at a membership meeting to constitute a quorum for the conduction of business.

Section 2: Voting

Each Member shall have one vote. Votes for Officers and Board Members may be cast at annual meetings and special meetings either in person or by absentee ballot. Proxy voting shall not be allowed. Voting on all other business matters at the annual or special meetings shall be done only by those Members present. Members wishing to vote by absentee ballot shall request the absentee ballot from the Chair of the Nomination Committee. Absentee Ballots shall require the signature of a Notary Public to verify the signature of the Member. No LHS member or LHS employee may notarize an Absentee Ballot. Any Absentee ballot returned without the signature of a Notary Public shall be invalid. Completed absentee ballots shall be returned to the Chair of the Nomination Committee no later than the close of business of the Corporation the day prior to the scheduled annual or special meeting. Votes delivered after this time, even through no fault of the Member, shall be invalid. Once a Member's absentee ballot is delivered to the Chair of the Nomination Committee, it cannot be changed by the Member. Absentee ballots for Officers and Board Members shall not be counted until the voting of the Members present at the annual or special meeting has concluded.

Section 3: Board Meetings

(A) The Board shall meet at least once per month. Each Board Member and Officer shall receive notice, (written or electronic) of all regular and special meetings specifying the place, date and time. Notification shall be made at least seventy-two (72) hours prior to the scheduled meetings. Board Members and Officers are asked to acknowledge receipt of notification of special meetings by whatever means (written or electronic) the notification was received as soon as possible.

(B) The President may, under special circumstances, ask the Board to vote on three or fewer items via e-mail, when a physical meeting of the board is not possible or if a decision is required on a matter before a physical meeting of the board is possible or practical. Every reasonable attempt must be made to contact every member of the Board to obtain their electronic vote. At the next regular or special physical meeting of the Board, the President will report the special circumstances that precipitated this “electronic” meeting and the results of the vote(s). The Secretary will record this report by the President into the minutes of the meeting. The Board will vote to accept or reject this report.

(C) Greater than fifty percent (50%) of all current Board members must be present at the Board meeting to constitute a quorum for the conduct of business.

(D) Except as otherwise provided in these Bylaws, decisions at the Board meetings or their committees shall be passed by majority vote of those present.

(E) Each Board Member has only one (1) vote.

(F) Voting by proxy shall not be permitted by Board Members at Board meetings.

(G) The President shall abstain from voting on simply majority decisions only, unless the vote by the Board results in a tie, in which case the President’s vote shall be the tie-breaking vote.

Section 4: Special Meetings

When deemed necessary, special meetings of the general membership or the Board may be called at the discretion of the Board. All aforementioned meeting rules apply.

Article VII

Section 1: Committees

New and existing committees for the Corporation shall operate under the authority of the Board.

(A) Committee Chairpersons (each Committee Chairperson shall hereinafter be referred to as “Chairperson”) shall report activities of the committee to the Board. Chairpersons shall maintain accurate records of the meetings, projects and accomplishments of the committee and shall pass this written record on to the next chairperson of the committee.

(B) Committee chairpersons shall provide a copy of all agendas and meeting minutes to the Shelter Management and Board Secretary for record filing.

(C) All committee members shall be Members.

(D) Except as otherwise provided in these Bylaws, decisions at the committee meetings shall be passed by a majority vote of those present.

(E) All committees shall report to the BOD unless otherwise noted in this Article VII.

(F) All committees may utilize LHS volunteers to assist in completing their duties.

(G) All committees may create sub committees to assist in completing their duties.

Section 2: Executive Committee

The “Executive Committee” shall consist of the Officers. The President shall be the Chairperson of the Executive Committee. The Executive Committee shall act between meetings of the Board in regard to the conduct of routine Corporation business. The Executive Committee will act as the signatories for all corporate documents and checks. The Executive Committee shall meet on call of the President whenever Corporation business may require.

Section 3: Nomination Committee

The “Nominating Committee”, shall consist of a minimum of two (2) non-board members but not more than five (5) non-board members appointed and approved by a majority vote of the Board, shall submit a list of candidates for inclusion on any ballot to be voted on at the annual meeting of Members. No member of the Nominating Committee shall be on the ballot for any elected position of the Corporation. The committee shall select one of its members to be the Chairperson.

This Committee shall announce and record the results of the elections of Officers and Board Members, including the number of votes each candidate received, the total number of votes cast, and the number of votes that were rejected and the reasons for those rejections. A candidate may request a recount of the ballots if that candidate’s margin of defeat is within ten (10) percent of the total number of votes cast. The candidate or a representative of the candidate, requesting a recount may observe the recount of the ballots. The recount request has to be made to the Nomination Committee Chair within 48 hours of election. The recount will take place within one week of the request. The election documents shall be retained for a minimum of one year in the LHS safe-deposit box.

Section 4: Fundraising Committee

The “Fundraising Committee” shall consist of five (5), but not more than seven (7) members and at least one BOD member. This Committee will report to the Shelter Management and advise them on fundraising programs (past, current and newly created). The Fundraising Committee does not replace the fundraising duties of the Shelter Management but rather work together with him or her to develop and execute fundraising efforts with the assistance of LHS volunteers. The committee chair shall be the Shelter Management.

Section 5: Personnel Committee

The “Personnel Committee” shall consist of three (3) members of the Board. Other members of this committee may be added by approval of the Board. The committee shall select one of its members to be the Chairperson. The Personnel Committee shall recommend to the Board sound personnel policies and procedures regarding salaries, wages, hours, and working conditions that encourage employment and retention of qualified staff that foster high productivity and high quality humane animal care. The Personnel Committee shall create and implement job descriptions and duties for all salaried employees. The management positions shall then create and implement job descriptions and duties for the staff. The Personnel Committee shall neither employ nor discharge any employee without Board approval. Communications to the Board from shelter personnel shall be made through the Chairperson of the Personnel committee. The Personnel Committee shall serve as one of the resources for concerned staff members, volunteers, and Members as part of the Whistleblower Policy, a copy of which is included at the end of these Bylaws. The Personnel Committee shall also conduct performance reviews for management. The Chairperson of the Personnel Committee and Secretary will maintain attendance records of all salaried employees.

Section 6: Building and Maintenance Committee

The Building and Maintenance Committee shall consist of five (5) but not more than seven (7) members and at least one BOD member. Recommendations of physical plant maintenance requiring capital expenditures and/or other capital improvements shall be made through the Building and Maintenance Committee. This committee will meet on call of the Building and Maintenance Committee Chairperson. The Building and Maintenance Committee shall research the feasibility and necessity of and recommend capital projects. This committee will report to the Shelter Management as chairperson.

Section 7: Finance Committee

The Finance Committee shall consist of three (3), but not more than five (5) members, including at least one (1), but not more than two (2) Board members, one (1) of which shall be the Treasurer. The Treasurer shall be the Chairperson of the Finance Committee. It is the responsibility of the Finance Committee to develop the budget for each fiscal year, review and offer advice to the Board requests for funding of new and unbudgeted items, present recommendations to the Board on investment strategies and ensure that restricted funds are used only for the specific, intended purpose.

Section 8: Membership Committee

The "Membership Committee" shall consist of three (3), but not more than five (5) members, including at least one (1), but not more than two (2) Board members. The committee shall select one of its members to be the Chairperson. The Membership Committee shall maintain and update the current membership list, recruit new members, and mail renewal notices to members not less than thirty (30) days prior to expiration.

Section 9: Other Committees

The Board will have the power to appoint such other committees as it may deem necessary, from time to time, and to prescribe their duties.

Article VIII

Rules

Section 1: Parliamentary Rules

Except as otherwise set forth herein or as provided for in Chapter 181 of the Wisconsin State Statutes, any question concerning parliamentary procedures at meetings of the Corporation shall be determined by reference to the latest edition of Robert's Rules of Order. Proposed changes to these Bylaws may be repealed, altered, or amended with the approval of the Board with 2/3 majority vote of BOD members present. Following Board approval, all Members shall be notified in writing of such proposed changes to these Bylaws and shall vote on these proposed changes at the next scheduled annual general membership meeting or special meeting called for this purpose. Approval is by two-thirds majority vote of the general membership in attendance at the meeting, provided a quorum is present of the membership. Those changes passed by the general membership shall remain effective until amended by the process set forth in Article VIII section 3

Section 2: Indemnification

The Corporation shall indemnify all Board Members and Officers to the full extent permitted in accordance with Chapter 181 of the Wisconsin Statutes as may be amended from time to time. The Board may afford additional

right to indemnification or allowance of expenses to those afforded law by and such additional rights, if provided, shall be set forth in a resolution of the Board or in written agreement authorized by the Board to be entered into between the Officer or Board Member and Corporation.

Section 3: Effective Date

The repeal, alteration or amendment to the Bylaws ("the revised Bylaws") shall become effective upon the approval of the Membership and by the execution of such revised Bylaws by the President and Secretary on the signature lines designated as such below.

Section 4: Discontinuance

All Officers, Board members, staff, and volunteers who terminate, resign, or depart for any reason, are required to return any and all property of the Corporation including, without limitation, equipment, documents, records, or keys to the President or Vice President immediately upon such departure.

Section 5: Dissolution

A proposal to dissolve the Corporation shall be drafted by the Board. The members shall approve this proposal by a two-thirds (2/3) majority vote of the members present at a regular annual or special membership meeting called for this purpose. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation to or for the exclusive benefit of one or more similar animal welfare organizations qualified within section 501(c)(3) of the Internal Revenue Code. The selection of the organization or organizations receiving the assets must be approved by a seven (7) votes of the Board. If after three (3) discussions and votes, no such organization can be agreed upon, the remaining assets shall be distributed equally to all such organizations voted on in the final vote.

Approved on August 20, 2013 by the Board

VOTE: Eleven (10) For
 Zero (0) Against

Approved on November 20, 2013 by the Members

VOTE
 (3⁴) For
 (2) Against
 (0) Abstain

By:  President

By:  Secretary

WHISTLEBLOWER POLICY

No Retaliation

No Board Member, officer or employee who in good faith reports a violation of proper conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

Reporting Violations

The Corporation encourages an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with a member of the Personnel Committee, a member of the Board or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected improper conduct to the Chair of the Personnel committee, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or are uncomfortable with following the Corporation's open door policy, individuals should contact the Board President directly.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation proper conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates an actual violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Chair of the Personnel Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.