

**WHISTLEBLOWER POLICY  
THE TRI-STATE TRANSPORTATION CAMPAIGN, INC.**

**ARTICLE 1 – INTRODUCTION AND PURPOSE**

**Tri-State Transportation Campaign, Inc.** (the “Corporation”) requires its directors, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The purpose of this policy is to encourage and enable employees and volunteers of the Corporation to report any action or suspected action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation, to a source within the Corporation before turning to outside parties for resolution. This policy applies to any matter which is related to the Corporation’s business and does not relate to private acts of an individual not connected to the business of the Corporation. This policy is intended to supplement but not replace the Corporation’s unlawful harassment and discrimination policy and any applicable state and federal laws governing whistleblowing applicable to nonprofit and charitable organizations.

**ARTICLE 2 – VIOLATIONS; REPORTING IN GOOD FAITH**

All employees and volunteers of the Corporation are encouraged to report any action or suspected action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation (each, a “Violation”). Anyone reporting a Violation must act in good faith, without malice to the Corporation or any individual in the Corporation, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred. Any report which the complainant has made maliciously or any report which the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.

**ARTICLE 3 – NO RETALIATION**

No employee or volunteer of a corporation who in good faith reports any Violation or suspected Violation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence. Any individual within the Corporation who retaliates against another individual who in good faith has reported a Violation or has cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status.

If an individual believes that someone who has made a report of a Violation or who has cooperated in the investigation of a Violation is suffering from harassment, retaliation or other adverse employment or volunteer consequences, the individual should contact the Compliance Officer.

Any individual who reasonably believes he or she has been retaliated against in violation of this policy shall follow the same procedures as for filing a complaint (outlined in Article 4 below).

#### **ARTICLE 4 – REPORTING PROCESS**

If an individual reasonably believes that a Violation has occurred, the individual is encouraged to share his or her questions, concerns, suggestions or complaints with any person within the Corporation who may be able to address them properly.

In most cases, however, the individual is encouraged to speak directly to the **Compliance Officer, the General Counsel**. If the General Counsel is the person suspected of having committed the Violation, the individual should speak directly with **the Executive Director**.

#### **ARTICLE 5 – CONFIDENTIALITY**

The Corporation encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of the Violation. However, reports may be submitted on a confidential basis by the complainant or may be submitted anonymously by completing the complaint form – **attached hereto as Appendix A** – and depositing it in the Whistleblower Anonymous Complaint Box designated by the Compliance Officer or mailing it to the Compliance Officer. Reports of Violations or suspected Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and to cooperate with law enforcement authorities. Furthermore, the Corporation will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

#### **ARTICLE 6 – COMPLIANCE OFFICER; HANDLING REPORTED VIOLATIONS**

Any employee or volunteer who receives a report of a Violation from the complainant is required to notify the Compliance Officer of that report, except as provided below with respect to a report relating to the Compliance Officer. The Compliance Officer will notify the complainant and acknowledge receipt of a report of Violation within five (5) business days, but only to the extent that the complainant's identity is disclosed or a return address is provided.

The Compliance Officer is responsible for promptly investigating all reported Violations and for causing appropriate corrective action to be taken if warranted by the investigation. The complainant will be notified about what actions will be taken, to the extent reasonably possible and consistent with any privacy or confidentiality limitations. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant. **A full description of the complaint review policy is attached hereto as Appendix B.**

In the event the Compliance Officer is suspected of having committed a Violation, then the Violation will be reported to **the Executive Director** and the Violation will be investigated by **the Executive Director** under close supervision of the Board of Directors.

#### **ARTICLE 7 – RECORDS RETENTION**

All documents concerning information reported under this Whistleblower Policy and any investigation related thereto will be retained by the Corporation for a minimum period of six (6) years.

**ARTICLE 8 – DISSEMINATION**

A copy of this Whistleblower Policy, including the Whistleblower Reporting Form (**Appendix A**) and Complaint Review Policy (**Appendix B**) will be distributed to all directors, employees and volunteers, and the Whistleblower Anonymous Complaint Box will be identified at the time of distribution. In addition, the Corporation’s Staff Handbook has been amended to include reference to Whistleblower Policy in order to provide further notification to employees of the Whistleblower Policy’s existence and availability.

\* \* \*

Adopted by the Board of Directors at its Meeting on April, 4 2013.

\* \* \*

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with the opportunity to ask questions about the policy, reviewed the Whistleblower Reporting Form (**Appendix A**) and Complaint Review Policy (**Appendix B**), and know the location of the Whistleblower Anonymous Complaint Box.

Name: \_\_\_\_\_

Date: \_\_\_\_\_

**APPENDIX A: WHISTLEBLOWER REPORTING FORM**

\* \* \*

**TRI-STATE TRANSPORTATION CAMPAIGN, INC.**

The purpose of this form is to provide a mechanism to encourage reporting of any action or suspected action taken within **Tri-State Transportation Campaign, Inc.** (the "Corporation") that is illegal, fraudulent, unethical or in violation of any adopted policy of the Corporation in a safe environment. Anyone reporting a violation must act in good faith, without malice to the Corporation or any individual, and have reasonable grounds for believing that a violation occurred. Any report that the complainant has made maliciously or any report that the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.

**NO ONE WHO IN GOOD FAITH MAKES A REPORT OR COOPERATES IN THE INVESTIGATION OF A VIOLATION SHALL SUFFER HARASSMENT, RETALIATION, OR ADVERSE EMPLOYMENT CONSEQUENCES.**

➤ Is this the first time you are filing a report for the improper conduct?

Yes

No, please state the date(s) or approximate date(s) of your previous report(s).

---

**Name of Person Filing Report\***

---

\*You are not required to provide your name and may retain anonymity. If you choose to provide your name, it will remain confidential whenever possible. Providing your name may facilitate the investigation of the misconduct. Anyone filing an anonymous report will not be updated as to the progress of the investigation, but do understand that investigations are taken seriously and will be addressed. Making a complaint does not automatically shield you from consequences of your own involvement in unlawful or improper conduct. However, full and frank admissions may be considered in deciding disciplinary actions.

---

Name

---

Date

---

**Name of Person(s) Subject to this Complaint**

---

---

Name

---

Relation/Position\*\*

*\*\*If this person is not an employee of the Corporation, please list his or her position or relationship to the Corporation (e.g., Board Member, Volunteer).*

---

---

## Complaint Report

---

**Please include as much detail as possible to enable a thorough investigation of the matter. Please go beyond the question prompts and the lines provided if necessary to adequately describe the matter.**

What act occurred and how do you believe it was fraudulent, illegal, or inappropriate?  
*If applicable* - please describe the nature of any injury or damage sustained.

---

---

---

---

When and where did the misconduct occur? (Please indicate if the actions were committed over a period of time)

---

---

---

---

What do you believe enabled the act(s) to occur? E.g.: a lack of controls, circumvention of controls, or collusion with other individuals? Are you aware of any motives for the misconduct?

---

---

---

---

Does the misconduct involve the participation of people external to the Corporation?

---

---

---

---

Are there any witnesses that can confirm the misconduct?

---

---

---

---

**EVIDENCE:** Please attach a copy or original of any supporting documents or other evidence in your possession, if any. **DO NOT ATTEMPT TO OBTAIN** more evidence. You are a reporting party and not an investigator of the misconduct.

## APPENDIX B: WHISTLEBLOWER COMPLAINT REVIEW POLICY

\* \* \*

### TRI-STATE TRANSPORTATION CAMPAIGN, INC.

#### ARTICLE I – INTRODUCTION

In accordance with Tri-State Transportation Campaign Inc.'s (the "Corporation") Whistleblower Policy (the "Policy"), this Complaint Review Policy sets forth procedures to be followed by the Corporation upon receipt of a complaint covered under the Policy.

#### ARTICLE II – COMPLIANCE OFFICER

The **General Counsel** (the "Compliance Officer") is responsible for promptly investigating all complaints. If warranted by the investigation, the Compliance Officer will, in consultation with the Board of Directors and, if necessary, legal counsel, cause appropriate corrective action to be taken. In the event that a complaint concerns the Compliance Officer, the complaint shall be investigated by **the Executive Director** under close supervision of the Board of Directors.

#### ARTICLE III – COMPLAINT REVIEW PROCEDURE

The Compliance Officer will notify the complainant and acknowledge receipt of a complaint within five (5) business days, but only to the extent that the complainant's identity is disclosed or a return address is provided.

The Compliance Officer will make initial inquiries in consultation with legal counsel, if necessary, to determine whether further investigation is necessary or appropriate. The Compliance Officer will manage any subsequent investigation, and may request the assistance of legal counsel or other parties as he or she deems necessary or appropriate.

The Compliance Officer, or his or her designee, will fully investigate the complaint, meeting separately with the complainant and with others who either are named in the complaint or who may have knowledge of the facts set forth in the complaint. The Compliance Officer will explore anonymous complaints to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

Upon completion of the investigation, the complainant will be notified about what actions will be taken, to the extent reasonably possible and consistent with any privacy or confidentiality limitations. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant.

#### ARTICLE IV – CONFIDENTIALITY

Complaints and their investigation will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and to cooperate with law enforcement authorities.

**ARTICLE V – REPORT TO THE EXECUTIVE DIRECTOR AND BOARD PRESIDENT**

Within five (5) to ten (10) business days of receiving a complaint, the Compliance Officer shall cause a report to be sent to the **Executive Director and Board President** containing the following information:

1. The allegations made by the complainant and how they were reported to the Corporation.
2. All relevant facts related to the allegations.
3. The current status of the investigation and how it was or will be conducted, including witnesses interviewed and documents reviewed.
4. The outcome or corrective action taken or to be taken at the conclusion of the investigation. If no further action or investigation is to follow, an explanation for the decision will be included.

Thereafter, and until the allegations have been resolved, the Compliance Officer shall submit updated reports at least every ten (10) business days, or sooner if requested by the **Executive Director and Board President**.