



Whistleblower Policy

Virginia Society of Association Executives (“VSAE”) will investigate any possible fraudulent or dishonest use or misuse of VSAE resources or property by management, employees, volunteers or members. Because of the management contract between VSAE and Eisenman & Associates, Inc., employees of Eisenman & Associates, Inc. are deemed to be “employees” of VSAE for purposes of this Whistleblower Policy. Anyone found to have engaged in fraudulent or dishonest conduct will be subject to disciplinary action by VSAE including, but not limited to, civil or criminal prosecution when warranted.

All members of the VSAE community are encouraged to report possible fraudulent or dishonest conduct (*i.e.*, a whistleblower). An employee should first report his or her concerns to a supervisor or manager. Managers and supervisors are required to report suspected fraudulent or dishonest conduct to the Executive Vice President, who shall in turn report to the Chair of the Audit Committee. If for any reason someone finds it difficult to report his or her concern to the Executive Vice President, he or she shall instead report it to the Chair or another member of the Audit Committee of VSAE.

Definitions

Baseless Allegations: allegations made with reckless disregard for their truth or falsity. People making baseless allegations may be subject to institutional disciplinary action and/or legal claims by individuals accused of such conduct.

Concern: good faith belief that Fraudulent or Dishonest Conduct has occurred.

Fraudulent or Dishonest Conduct: a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents
- unauthorized alteration or manipulation of computer files
- fraudulent financial reporting
- pursuit of a benefit or advantage in violation of the VSAE’s conflict of interest policy
- misappropriation or misuse of VSAE resources, such as funds, supplies, or other assets
- authorizing or receiving compensation for goods not received or services not performed
- authorizing or receiving compensation for hours not worked

Whistleblower: an employee who informs a manager, supervisor, the Executive Vice President, the President or the Chair of the Audit Committee about conduct that he or she believes to be fraudulent or dishonest.

Rights and Responsibilities

Managers and Supervisors

Managers and supervisors are required to report suspected fraudulent or dishonest conduct to the Executive Vice President. Failure by a manager or supervisor to report misconduct within the scope of this Whistleblower Policy may result in adverse personnel action against the manager or supervisor, including but not limited to dismissal. The Executive Vice President is available to assist management in establishing management systems and recognizing improper conduct.

Reasonable care should be taken in dealing with suspected misconduct to avoid:

- baseless allegations

- premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation
- violations of a person's legal rights

Accordingly, a manager or supervisor faced with a suspected misconduct:

- should not contact the person suspected to further investigate the matter or demand restitution
- should not discuss the case with anyone other than the Executive Vice President, the President, the Chair of the Audit Committee or a duly authorized law enforcement officer
- should direct all inquiries from any attorney retained by the suspected individual to legal counsel for VSAE
- should direct all inquiries from the media to VSAE's Executive Vice President, or in the event that Executive Vice President cannot be contacted, then to the President

Whistleblower Protection

VSAE will protect whistleblowers as defined herein.

- VSAE will use best efforts to protect Whistleblowers against retaliation, as described in this Whistleblower Policy. It cannot guarantee confidentiality, however, and there is no such thing as an "unofficial" or "off the record" report. VSAE will keep the Whistleblower's identity confidential, unless (1) the person agrees to be identified; (2) identification is necessary to allow VSAE or law enforcement officials to investigate or respond effectively to the report; (3) identification is required by law; or (4) the person accused of Fraudulent or Dishonest Conduct is entitled to the information as a matter of legal right in disciplinary proceedings.
- VSAE employees may not retaliate against a Whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written complaint with the Executive Vice President or Chair of the Audit Committee. A proven complaint of retaliation shall result in the initiation of disciplinary action against the retaliating person, including but not limited to dismissal. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- Whistleblowers must be cautious to avoid Baseless Allegations.

Handling of Reported Violations

The Audit Committee shall address all reported Concerns. The Chair of the Audit Committee shall immediately notify the Audit Committee, the President, and the Executive Vice President of any report of Concerns. The Chair of the Audit Committee will notify the Whistleblower and acknowledge receipt of the Concern within five business days, if possible. It is not possible to acknowledge receipt of anonymously submitted Concerns.

All reports of Concerns will be promptly investigated by the Audit Committee, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the Whistleblower for complete closure of the Concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

Questions related to the interpretation of this policy should be directed to the Executive Vice President.

Adopted by the Board of Directors: September 11, 2009