

Asian Americans for Equality
WHISTLEBLOWER POLICY

Introduction

Asian Americans for Equity (AAFE) requires its directors, officers, employees (current and former), volunteers, and key persons¹ as well as all persons who provide or provided AAFE with contracted services (each, a “Protected Person”), to observe high standards of business and personal ethics in the performance of their duties on the AAFE’s behalf. As employees and representatives of AAFE, Protected Persons are expected to practice honesty and integrity in fulfilling their responsibilities and are required to comply with all applicable laws and regulations.

The objectives of this Whistleblower Policy are to encourage and enable Protected Persons, without fear of retaliation, to raise concerns regarding suspected unethical and/or illegal conduct or practices on a confidential and, if desired, anonymous basis so that AAFE can address and correct inappropriate conduct and actions.

This Whistleblower Policy is not intended as a vehicle for reporting violations of AAFE’s applicable human resources policies, problems with co-workers or managers, or for reporting issues related to alleged employment discrimination or sexual or any other form of unlawful harassment, all of which should be dealt with in accordance with AAFE’s personnel policies and procedures, as it is those policies and procedures that are applicable to such matters.

Reporting Responsibility

It is the responsibility of all Protected Persons to report in good faith any concerns they may have regarding actual or suspected activities which may be illegal or in violation of AAFE’s policies with respect to, without limitation, fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, and misuse of AAFE’s assets, as well as any violations or suspected violations of high business and personal ethical standards, as such standards relate to AAFE (each, a “Concern”), in accordance with this Whistleblower Policy.

No Retaliation

No Protected Person who reports a Concern in good faith or with a reasonable belief that the Concern violates a law, rule, regulation, executive order or judicial or administrative order or ruling or poses a substantial and specific danger to public health or safety shall suffer retaliation because of such report. Nor shall a Protected Person suffer such retaliation for objecting to, or refusing to participate in, any activity, policy or practice that forms the basis of a Concern. The prohibited retaliation includes, but is not limited to:

- intimidation,
- harassment,
- discrimination,
- adverse employment consequence (including actions or threats to take action that would affect the current or future employment of a former employee or former independent contractor), or

¹ A “key person” is anyone, other than a director, officer or employee, who (i) has responsibilities, or exercises power or influence over the corporation as a whole similar to the responsibilities, power, or influence of directors and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation’s capital expenditures or operating budget. N-PCL § 102(a)(25).

- reporting or threatening to report to U.S. immigration authorities or other government bodies regarding the suspected citizenship or immigration status of a Protected Person or a family or household member of a Protected Person.

Any employee of AAFE who engages in such prohibited retaliation is subject to discipline up to and including termination of employment.

Notwithstanding anything contained in this Whistleblower Policy to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment relationship between AAFE and its employees, nor does it change the fact that employees of AAFE are employees at will. Nothing contained in this Whistleblower Policy is intended to provide any Protected Person with any additional rights or causes of action, other than those provided by law.

Reporting Concerns

Any Concerns should be reported as soon as practicable to the Secretary of AAFE's Board, or if it is not appropriate to report to the Secretary or if the employee feels uncomfortable, the Concern can be reported to Connie Lee (collectively, the "Compliance Officer"). Simultaneously or in the alternative, a Protected Person may report such concern 1) to a supervisor of the Protected Person, or 2) to a person who has managerial authority to take corrective action regarding the violation of the law, rule or regulation, either of whom shall promptly report the concern to the Compliance Officer. Any questions with regard to the scope, interpretation or operation of this Whistleblower Policy should also be directed to the Compliance Officer.

Compliance Officer

The Compliance Officer is responsible for investigating and resolving all reported Concerns and shall advise the Board of Directors of all reported Concerns. The Compliance Officer shall report to the full Board of Directors at each regularly scheduled board meeting on compliance activity.

Accounting and Auditing Matters

The Board of Directors shall address all reported Concerns regarding corporate accounting practices, internal controls or auditing ("Accounting Concerns"). The Compliance Officer shall immediately notify the Board of Directors of any Accounting Concern and shall work with the Board until its resolution.² Promptly upon receipt, the Board of Directors shall evaluate whether a Concern constitutes an Accounting Concern and, if so, shall promptly determine what professional assistance, if any, it needs in order to conduct an investigation. The Board of Directors will be free in its sole discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

Investigations and Deliberations

The Compliance Officer may delegate the responsibility to investigate a reported Concern, whether an Accounting Concern or otherwise, to one or more employees of AAFE or to any other individual, including persons not employed by AAFE, selected by the Compliance Officer; provided that the Compliance Officer may not delegate such responsibility to an employee or other individual who is the subject of the reported Concern or in a manner that would compromise either the identity of an employee who reported the Concern anonymously or the confidentiality of the complaint or resulting investigation. Employees of AAFE may not participate in any Board deliberations or voting relating to the administration of this Whistleblower

² For purposes of "immediate notification," the Compliance Officer may immediately email the entire Board of Directors and convene a special meeting, if appropriate.

Policy, and the person who is the subject of an investigation may not be present in Board deliberations or vote on the matter relating to the complaint. However, a person who is the subject of an investigation may present information as background or answer questions at a meeting of the Board of Directors prior to the commencement of deliberations or voting relating thereto.

Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of a reported Concern shall be determined by the Board of Directors in its sole discretion and AAFE and its employees shall cooperate as necessary in connection with any such investigation.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing that the information disclosed may indicate a violation of law and/or ethical standards. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

AAFE takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any person reporting a Concern to identify him or herself so as to facilitate any resulting investigation. Notwithstanding the foregoing, in reporting a Concern, a Protected Person may request that such report be treated in a confidential manner (including that AAFE take reasonable steps to ensure that the identity of the reporting person remains anonymous). Concerns may also be reported on an anonymous basis. Reports of Concerns will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Concerns

The Compliance Officer will acknowledge receipt of each reported Concern within five business days, but only to the extent the reporting person's identity is disclosed or a return address is provided. All reports will be promptly investigated; the scope of any such investigation being within the sole discretion of the Board of Directors, and appropriate corrective action will be taken if warranted by the investigation.

Records

The Board of Directors will retain on a strictly confidential basis for a period of seven years (or otherwise as required under AAFE's record retention policies in effect from time to time) all records relating to any reported Concern and to the investigation and resolution thereof. All such records are confidential to AAFE and such records will be considered confidential.

Policy Application and Distribution

AAFE shall do each of the following:

- a) distribute a copy of this Whistleblower Policy to all directors, officers, employees, and key persons.
- b) post the Whistleblower Policy on its website.
- c) post notice of employee rights under Labor Law 740 in an accessible and well-lighted place customarily frequented by employees and applicants for employment.

Compliance Officer Contact Information:

AAFE Board Secretary: Heidie Joo Burwell

Email: Secretary@afe.org

Phone: (332) 223-4904

AAFE Board Member: Connie Lee

Email: whistleblower@afe.org

Phone: (332)-255-2164

Adopted by AAFE's Board of Directors at its meeting on _____