

**Zoological Society of Milwaukee County, Inc.**

**WHISTLEBLOWER POLICY**

(Adopted June 11, 2013, by the Board of Directors)

**ARTICLE I**  
**GENERAL**

The Zoological Society of Milwaukee County, Inc. (the “ZSM”), requires its directors, officers, employees, and volunteers (“Covered Persons”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of the ZSM. As representatives of the ZSM, Covered Persons must practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable laws and regulations and all policies of the ZSM.

Wrongful Conduct, as defined in this Whistleblower Policy (the “Policy”), of any kind is prohibited.

ZSM adopted this Policy to establish a confidential mechanism for its Covered Persons to report Wrongful Conduct taken by officers, directors, employees or volunteers without fear of retaliation.

**ARTICLE II**  
**REPORTING RESPONSIBILITY**

It is the duty of all Covered Persons to report Wrongful Conduct, or good faith concerns about possible Wrongful Conduct, to an appropriate representative of the ZSM in accordance with the provisions of this Policy. However, nothing in this Policy shall limit or restrict any Covered Person from reporting Wrongful Conduct to appropriate federal, state or local regulatory or law enforcement officials.

“Wrongful Conduct” is any activity in violation of any state, federal, or local law or regulation or of ZSM's Code of Conduct and other policies and ethical requirements that is undertaken by a Covered Person in the performance of such individual's duties to the ZSM. This includes, but is not limited to, corruption, malfeasance, bribery, theft, fraud, coercion, conversion, malicious prosecution, harassment or inappropriate financial or unethical actions.

**ARTICLE III**  
**NO RETALIATION**

No Covered Person who reports Wrongful Conduct in good faith in accordance with this Policy shall suffer retaliation or adverse employment consequence as a result of the report. An employee who retaliates against a Covered Person who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment. A director or officer who retaliates against a Covered Person who has reported Wrongful Conduct in good faith is subject to removal from service as a director or officer. This Policy is intended to encourage and enable Covered Persons to raise serious concerns with the ZSM.

A Covered Person is also protected against retaliation for providing information to, or otherwise assisting in an investigation by, a regulatory authority or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority over the Covered Person or who has authority to investigate, discover, or terminate Wrongful Conduct where such information or investigation relates to any conduct of the ZSM that the reporting individual believes constitutes Wrongful Conduct within the meaning of this Policy.

Any Covered Person who files, testifies, participates in, or otherwise assists in a proceeding relating to alleged Wrongful Conduct is also protected against retaliation. Acts of retaliation by any director, officer, employee, or volunteer are prohibited.

#### ARTICLE IV REPORTING VIOLATIONS

ZSM has an open door policy and suggests that employees and other Covered Persons share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, one'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 the Vice President of Finance and Administration or anyone in management whom you are comfortable in approaching. Supervisors and managers should report suspected violations of the Code of Conduct or other Wrongful Conduct to the Vice President of Finance and Administration, who has specific responsibility to investigate all reported violations.

A Covered Person may also report Wrongful Conduct to the Chairperson of the Board of Directors (the "Chairperson"). The Chairperson has specific authority to investigate all reported Wrongful Conduct as he or she deems appropriate. If an investigation substantiates that Wrongful Conduct has taken place, the Chairperson will report such conduct to appropriate personnel and to the Board of Directors. If for any reason a Covered Person prefers not to report the Wrongful Conduct to the Chairperson, he or she should make such report to any other director or officer of the ZSM.

An optional form for reporting Wrongful Conduct is attached to this Whistleblower Policy. Please use it as a guide when making a report, with appropriate omissions or revisions if you wish to remain anonymous.

#### ARTICLE V ACTING IN GOOD FAITH

Anyone filing a report concerning Wrongful Conduct must be acting in good faith and have reasonable cause for believing the information disclosed indicates Wrongful Conduct. Making any knowingly false allegations will be viewed as a serious disciplinary offense.

#### ARTICLE VI CONFIDENTIALITY

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

#### ARTICLE VII HANDLING OF REPORTED WRONGFUL CONDUCT

The Vice President of Finance and Administration, the Chairperson, or other director or officer, as the case may be, shall notify the individual who has made a non-anonymous report under this Policy of the ZSM's receipt of the report of Wrongful Conduct within five business days of his or her receipt of the report. All reports will be promptly considered and investigated if necessary, and appropriate corrective action will be taken if warranted by the investigation.

**ZOOLOGICAL SOCIETY OF MILWAUKEE  
WHISTLEBLOWER POLICY  
Complaint form for Filing a Protected Disclosure**

Name \_\_\_\_\_

Department \_\_\_\_\_

Home Address \_\_\_\_\_

E-mail Address \_\_\_\_\_

Phone No. Day: \_\_\_\_\_ Evening: \_\_\_\_\_

Check one:     \_\_\_ Employee  
                  \_\_\_ Volunteer  
                  \_\_\_ Other (please specify) \_\_\_\_\_

Please describe the alleged improper activity in detail. You may use additional paper, if necessary.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

With whom have you shared your observations?

\_\_\_\_\_  
\_\_\_\_\_

What, if any, actions have been taken to address the concerns you've raised?

\_\_\_\_\_  
\_\_\_\_\_

Please attach any documentation supporting your complaint. List all supporting documentation that is attached. If documents supporting your complaint are not in your possession, please describe the documents.

\_\_\_\_\_  
\_\_\_\_\_

Please give your completed form to your supervisor or, if you prefer, to the VP-Finance and Administration. Thank you for sharing your concerns with us.

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