



WHISTLEBLOWER POLICY

Manufacturing Enterprise Solutions Association International, Inc., (“MESA”) has adopted the following Whistleblower Policy (“Policy”). This Policy applies to anyone associated with MESA (hereinafter the “MESA Affiliates” or “Affiliates”).

I. Introduction

MESA is a not-for-profit organization that educates the marketplace on how and why to use Manufacturing Enterprise Solutions. It is the intent of MESA to adhere to all United States laws and regulations that apply to the organization. In fulfilling its nonprofit mission, MESA is committed to the highest possible standards of ethical, moral and legal business conduct. In line with these commitments and MESA’s commitment to open communication, this Policy aims to provide an avenue to raise concerns and provides reassurance that they will be protected from reprisals or victimization for whistleblowing in good faith. Therefore, this organization adopts the following policies and procedures for the protection of whistleblowers.

II. Policy

MESA will facilitate open and honest communications relevant to its governance, finances, workplace safety and compliance with all applicable United States laws and regulations. MESA requires Affiliates to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

This Whistleblower Policy reflects the practices and principles of behavior that support this commitment. It is important that MESA be apprised about unlawful or improper behavior in the execution of MESA related activities including, but not limited to, any of the following conduct:

- Anti-trust violations;
- theft;
- financial reporting which is fraudulent, intentionally misleading or negligent in any manner;

- improper or undocumented financial transactions;
- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- improper destruction of records;
- improper use of MESA assets, including, but not limited to its funds, supplies, intellectual property and other assets;
- authorizing or receiving compensation for goods not received or services not performed;
- violations of MESA's established policies;
- any other improper occurrence regarding cash, financial procedures, or reporting;
- violations of laws to ensure workplace safety and worker health.

The assistance of every Affiliate who has a reasonable belief or suspicion about any improper transaction is encouraged. MESA values this input and each Affiliate should feel free to raise issues of concern, in good faith, without fear of retaliation. Affiliates will not be disciplined, demoted, lose their jobs or volunteer positions, or be retaliated against for asking questions or voicing concerns about conduct of this sort. This Whistleblower Policy applies to the above situations to encourage the reporting of such wrongful actions against MESA's interest.

MESA will investigate any possible fraudulent or dishonest use or misuse of MESA's resources, or abuse, discrimination or a failure to provide reasonable accommodation, by Affiliates in conjunction with a MESA sanctioned activity. MESA will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abusive or discriminatory conduct, including disciplinary action by MESA, or civil or criminal prosecution when warranted.

Therefore, all Affiliates have an obligation to report possible fraudulent, abusive, discriminatory, or dishonest or improper conduct (hereinafter collectively referred to as "Concerns").

III. Authority of Executive Committee

All reported Concerns will be forwarded to the Executive Committee of the Board of Directors in accordance with the procedures set forth herein. The Executive Committee shall be responsible for investigating, and making appropriate recommendations to the Board of Directors, with respect to all reported Concerns and with the utmost regard for confidentiality.

IV. No Retaliation

This Whistleblower Policy is intended to encourage and enable Affiliates to raise Concerns within the organization for investigation and appropriate action. With this goal in mind, no person who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, an Affiliate who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the organization, volunteer position or termination of contracts or employment.

V. Reporting Concerns:

A. Affiliates

Concerns should be transmitted to the Organization's Executive Director. In addition, if the individual is uncomfortable speaking with the Executive Director, or the Executive Director is a subject of the Concern, the individual should report his or her Concern directly to the Chairperson of MESA's International or Regional Board of Directors.

All concerns must be reported in writing. The Executive Director is required to promptly report the Concern to the Chairperson of the Executive Committee, which has specific responsibility to investigate all Concerns. If the Executive Director, for any reason, does not promptly forward the Concern to the Executive Committee, the reporting individual should directly report the Concern to the Chairperson of the Board of Directors. Contact information for the Chairperson of the Board of Directors may be obtained through the Executive Director and on the MESA website. Concerns may also be submitted anonymously; however, reporting individuals should know that follow-up on anonymous Concerns is difficult. Such anonymous Concerns should be in writing and sent directly to the Chairperson of the Board of Directors.

Pursuant to most laws governing anti-discrimination, complaints must be reported within a time frame defined by the applicable law.

B. Handling of Reported Violations

The Executive Committee shall address all reported Concerns. The Executive Director shall immediately notify the Executive Committee of any such report. The Chairperson of the Board of Directors will notify the reporter and acknowledge receipt of the Concern within ten business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Executive Committee, or any other appropriate Committee of the Board of Directors, 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 reporter for resolution of the Concern.

The Executive Committee and/or the Board of Directors have the authority to retain outside legal counsel, accountants, private investigators, any other resource, or refer to another appropriate Committee of the Board of Directors, as deemed necessary to conduct a full and complete investigation of the allegations.

C. Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of MESA's policies. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the organization or volunteer position. Such conduct may also give rise to other actions, including civil lawsuits.

VI. Rights and Responsibilities of Affiliate

A. Whistleblower Protection

MESA will protect whistleblowers as follows:

1. MESA will use reasonable efforts to protect whistleblowers against retaliation. All complaints by whistleblowers will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally this practice means that whistleblower concerns will only be shared with those who have a need to know in order to conduct an effective investigation. (Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have a right to know the identity of the whistleblower.)
2. A whistleblower shall not be subject to retaliation. No punishment for good faith reporting issues will be allowed, even if the claims are unfounded; a reasonable belief or suspicion that unlawful or improper workplace behavior has occurred is enough to create a protected status for the whistleblower. No action can be taken against the whistleblower with the intent or effect of adversely affecting the terms or conditions of the whistleblower's 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 to the Executive Director. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated.

VIII. Posting and Notification

This Policy is to be posted on MESA's website, openly accessible to all. In addition, each year, after the annual election of the Chairperson of the Board of Directors, the Executive Director will have the responsibility of updating the contact information below for this individual and then posting the Policy with the updated contact information to the MESA website. This Policy shall also be available to volunteers of MESA upon request.

IX. Contact Information

Chairpersons of the Boards of Directors: see current listings at www.mesa.org

Approved 2014-07-29