

VANGUARD CULTURE WHISTLE-BLOWER POLICY

PURPOSE

It is the policy of the Board that all Directors, officers, volunteers and employees are responsible for complying with Vanguard Culture's (the "Organization") Whistle-Blower Protection policy and to report violations and suspected violations in accordance with the policy. The Organization expects all Directors, officers, volunteers and employees to be honest and to adhere to the Organization's Code of Ethics, and it does not condone any activity that is illegal or improper, whether engaged in by a director, officer, volunteer or employee. Any Director, officer, employee, or independent contractor who in good faith reports any activity believed to be illegal or improper will be protected against retaliatory actions. Directors should familiarize themselves with the Whistle-Blower Protection policy and procedures. Complaints may be submitted on a confidential or anonymous basis. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

GENERAL

The Organization's Code of Conduct (the Code) requires directors, key volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Whistle-Blower Policy are to establish policies and procedures for the following:

- The submission of concerns regarding questionable accounting or audit matters by employees, directors, officers, volunteers, and other stakeholders of the organization, on a confidential and anonymous basis
- The receipt, retention, and treatment of complaints received by the Organization regarding accounting, internal controls, or auditing matters
- The protection of directors, volunteers, and employees reporting concerns from retaliatory actions

REPORTING RESPONSIBILITY

Each director, volunteer, and employee of the Organization has an obligation to report in accordance with this Whistle-Blower Policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of the Organization's Code (concerns).

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 the Code. 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. It may also result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

CONFIDENTIALITY

Reports of concerns, and investigation pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. **Disclosure of reports of concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.**

AUTHORITY OF COMPLIANCE OFFICER

All reported concerns will be forwarded to the Compliance Officer in accordance with the procedures set forth herein. The Compliance Officer shall be responsible for investigating and making appropriate recommendations to the Board of Directors, with respect to all reported concerns.

NO RETALIATION

This Whistle-Blower Policy is intended to encourage and enable directors, volunteers, and employees to raise concerns within the organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

REPORTING CONCERNs

The Organization encourages complaints, reports, or inquiries about illegal practices or serious violations of the Code, including illegal or improper conduct by the organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment through the organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

Employees

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 Organization who may be able to address them properly. In most cases, the direct supervisor of an individual is the person best suited to address a concern. However, if an individual is not comfortable speaking with his or her supervisor or if he or she is not satisfied with the supervisor's

response, the individual is encouraged to speak directly to the Compliance Officer, the President of the Board or anyone in management he or she feels comfortable approaching.

Directors and Other Volunteers

Directors and other volunteers should submit concerns in writing directly to the Compliance Officer.

HANDLING OF REPORTED VIOLATIONS

The supervisor, manager or board member 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 ten business days, but only to the extent that the complainant's identity is disclosed, or a return address is provided.

The Compliance Officer, or his or her designee, 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.

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

Compliance Officer: **Michele Lowenstein**; mslowenstein@sbcglobal.net

ACCOUNTING AND AUDITING MATTERS; REPORTS

The Executive Committee is responsible for addressing all reported concerns or complaints of violations relating to corporate accounting practices, internal controls or auditing. Therefore, the Compliance Officer must immediately notify the Executive Committee of any such concern or complaint. In addition, the Compliance Officer will advise the Board President and/or the Executive Committee of any other reported violations, the current status of the investigation, and the outcome or corrective action taken at the conclusion of the investigation.

Adopted by the Board of Directors at its meeting on _____.

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.

Date: _____

Name: _____