DM&A’s me and my commUnity
Whistleblower Policy

DM&A’s me & my commUnity (MMC) encourages its Board of Directors and Volunteers to report improper activities and will protect individuals from retaliation for making any such report in good faith.

Stakeholder Rights and Retaliation Protection

Individuals stakeholder, be they the board members, volunteers,or participants, have the right to report, without suffering retaliation, any activity by MMC or any of our stockholders that the reporter reasonably believes:

1.) Violates any state or federal law.
2.) Violates or amounts to noncompliance with a state or federal rule or regulation.
3.) Violates fiduciary responsibilities by a nonprofit corporation.

In addition, stockholders are not obligated to participate in an activity that would result in a violation of state or federal statutes, or a violation or noncompliance with a state or federal rule or regulation.

The whistleblower protection laws do not entitle stakeholders to violate a confidential privilege of MMC (such as the attorney-client privilege) or improperly disclose trade-secret information.

Stakeholders who believes they have been retaliated against for whistle blowing may file a complaint with either the Board Chair or the Vice Chair. Any complaint of retaliation will be promptly investigated and remedial action taken when warranted.

This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the ordinary course of business based on valid performance-related factors.

Reporting

Employees have the duty to comply with all applicable laws and to assist MMC to ensure legal compliance. An stakeholder who suspects a problem with legal compliance is required to report the situation(s) to the Board Chair or the Vice-Chair if the complaint involves the Board Chair.

Stakeholders may also report information regarding possible unlawful activity to an appropriate government or law enforcement agency.
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Subsection 4-5 Elected positions

a. Elections will be held at the Annual Meeting on the first Wednesday in December. Each term will be for two years starting January 1st and ending on December 31st. 5 Directors shall be elected by members in good standing who are present at the Annual Meeting. Elections are held every year with 3 directors elected each year.

b. Any director who has served three (3) consecutive two-year terms on the board of directors must wait one (1) full year after completion of the third term before seeking reelection.

c. If a director resigns from the board, they must wait at least one (1) full year before being seeking reelection. Elections will be run by the Election Committee and in accordance with the procedures determined by the Board of Directors and explained in the Operations Manual.

Subsection 4-6 Appointed positions

Subsection 4-7 Qualifications (for appointed and elected directors)

A member may nominate himself/herself or accept nomination from another member. Candidates for election must meet the following qualifications to be eligible to run for the Board of Directors:

a. Three (3) or more years of professional business experience.

b. Commitment to the MMC Mission Statement, Guiding Principles and Code of Ethics.

c. Completion and submission of the Board Member Application to the Election Committee by the required deadline.

d. Ability to be in attendance at the Monthly and Annual Meetings.

Subsection 4-8 . Vacancies

1. Any vacancy occurring on the board of directors shall be filled by a nomination from the President and the affirmative vote of the majority of the remaining directors.
2. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

Subsection 4-9 Rights and Duties of the Directors

The term of the new board members shall commence at the beginning of the board meeting following the general meeting at which they were elected. The term of a board member elected or appointed by the board to fill a vacant position shall commence at the same board meeting at which the new board member is elected or appointed. Election of the officers shall be the first order of business at the December meeting of the general members. The rights and duties of the board shall include, but not be limited to:

a. Attendance at all regularly scheduled meetings of the board
b. Decide the policies and actions of the MMC and implement the objectives of the group
c. Receive and review committee recommendations
d. Adopt a proposed annual budget
e. Determine the duties of officers and the supervision thereof
f. Approve the following expenditures:
i. all unbudgeted expenditures in excess of $300.00.
    ii. all budgets for projects and special events as to be determined by the board
    iii. budget expenditures which exceed previously approved budgeted line items.
g. Obtain a minimum of two (2) bids for all budgeted and unbudgeted expenditures to any specific vendor in excess of $1,000.00. A good faith effort shall be conducted to obtain one bid from the membership and one outside the membership. The member who is responsible for overseeing the event or activity incurring the expense shall be responsible for obtaining the bids and submitting them to the Treasurer for review.
h. Conduct any and all business of the MMC, unless otherwise specified by the Bylaws herein, by a majority vote of the directors present, as long as they constitute a quorum
i. Conduct an annual review of the financial records
j. Create and change standing and ad hoc committees
k. Establish a policy regarding communications and public relations
l. Record the minutes of all board meetings and make same available to the membership upon request
m. Any unbudgeted expense that comes from a single-source provider (i.e. a governmental agency) may be approved by the president and/or treasurer.

Subsection 4-10 Removal of Board Members

a. A board member who misses three (3) regularly scheduled meetings of the Board (within a calendar year) without notice or a reasonable excuse is considered to have resigned, upon a vote of two-thirds (2/3) of the board present at the meeting.
b. A board member may be removed by a vote of two-thirds (2/3) of the board present at a meeting for good cause and with fourteen (14) days advance notice, provided that such board member shall be granted an opportunity to appear before the board of directors in his or her own defense if desired.
c. Any board member removed under this subsection is not eligible to run for a board position for at least one year from the date of removal.

SECTION 5: EXECUTIVE OFFICERS

Subsection 5-1 Officers
The Officers of the Board of Directors shall be President, Vice President, Secretary & Treasurer.

Subsection 5-2 Election and Term of Office
The officers are currently appointed by the DM&A's Office.

Subsection 5-3 Vacancies

Subsection 5-4 Removal of Officers
See Article 4, subsection 4.10

SECTION 6: COMMITTEES

Subsection 6-1 General
The Board of Directors shall establish committees to serve the purposes of MMC. The President shall recommend Directors to chair these committees to a term of two (2) years. The Board will confirm these positions by majority vote of the Board.

Subsection 6-2 Participation
Committee Chairs shall recruit members to serve on these committees to carry out the business of MMC. Committee chairs should set forth clear expectations for participation on these committees.

Subsection 6-3 Committees
Sub-Section 1. Standing Committees shall be:

a. Corporate Development
b. Diversity
c. Marketing
d. Membership
e. Programs

SECTION 7: CONTRACTORS AND STAFF

Subsection 7-1 Contractors and Staff
The Board of Directors may appoint individuals who are not officers or directors of the MMC to be paid for specific contract work or serve as employees or interns. These positions will be approved by a majority vote of the Board of Directors and will be under the supervision and direction of the President. Termination of one of these positions is at the discretion of the President with a simple notification to the board required.

SECTION 8: AMENDING BYLAWS

Recommendations for changes or amendments to these bylaws may be made by any member or the board of directors.

Subsection 8-1 Amendment Procedures Without Board Approval

If the recommendations for changes or amendments to these bylaws are made other than by a quorum of the board:

a. Such recommendations must be submitted to the board in writing.
b. An ad hoc committee, to consist of the petitioner, at least one board member, at least two general members in good standing, and at least one community member at large, shall be appointed by the President to review such recommendations.
c. The committee chair will offer for discussion and approval the proposed changes and amendments determined to be necessary.
d. The ad hoc committee shall then put the proposed changes and amendments before the membership for a vote at a general meeting, before which discussion of the proposals shall be allowed. An affirmative vote by two-thirds (2/3) of the members present at the general meeting is required for passage of a change or amendment to these bylaws.

Subsection 8-2 Amendments Approved by the Board

Changes or amendments to these bylaws which are approved by the board do not require review by an ad hoc committee. Changes and amendments to these bylaws may be approved by a two-thirds (2/3) vote of acceptance of the board members present at the board meeting when the vote is taken, provided the number of board members present represent a quorum.

Subsection 8-3 Special provisions

Changes or amendments to these bylaws which are approved by the board require the approval of DM&A when these changes immediately affect:

- The appointment or termination of directors
- The election of termination of directors

SECTION 9: CONTRACTS

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.