

MAIN STREET CALICO ROCK, INC. POLICIES AND PROCEDURES

1. Non-Discrimination

Main Street Calico Rock shall not discriminate based on race, religion, national origin, age, gender, sexual orientation, or any other legally protected status.

2. Accounting Practices and Fiscal Year

Main Street Calico Rock uses accrual basis accounting. The fiscal year is January 1-December 31.

3. Board Meetings and Executive Sessions

Meetings of the board of directors shall be open to the public and announced on the Main Street Calico Rock Facebook page at least 48 hours prior to the meeting. The board of directors may adjourn to executive session for the sole purpose of discussing personnel in strict compliance with Arkansas law. The board shall take no action in executive session and there shall be no record of the executive session discussions. All actions and votes shall be taken in open session on the record.

It is unlawful for the board to receive legal advice during an executive session. Legal advice must be given to the board in public session. The president of the board or the executive director may receive legal advice on behalf of the organization that would be covered under attorney-client privilege. The courts have ruled that the President or executive director may then brief directors individually (one-on-one) but not as a body.

Pursuant to Arkansas law, discussions in an executive session are strictly confidential and shall not be disclosed or shared with anyone outside the executive session. Unlawful disclosure of an executive session subjects the individual to making the disclosure to criminal and civil liabilities, including being removed from the board and charged with a Class C misdemeanor.

4. Whistleblower Protections

Main Street Calico Rock requires the Board of Directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of Main Street Calico Rock must practice honesty and integrity in fulfilling their responsibilities and comply with applicable laws and regulations. Each has an obligation to report questionable or improper financial matters or instances of suspected dishonesty or lack of compliance.

Initial reports of suspicion should be reported to either the Executive Director or the President. These reports may be made anonymously with as much detail as possible to allow for sufficient review. Upon receipt of the report, the Executive Director or the President has an obligation to conduct an immediate review of the complaint and to determine its legitimacy. A report must be made to the Board of Directors on the nature, legitimacy, finding, and any corrective actions within a reasonable time, but not less than 60 days of receipt.

If the complaint involves the Executive Director, the President will assume responsibility for investigating the complaint and reporting the findings to the Board.

The Board of Directors shall take all appropriate steps to prevent retaliation by directors, officers, employees, and volunteers against any person submitting a complaint. This Whistleblower Policy is intended to encourage and enable directors, officers, and employees to raise concerns within the organization for investigation and appropriate action. With this goal in mind, no one who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Anyone who is found to have engaged in retaliation contrary to this policy will be subject to discipline, up to and including termination of employment or removal.

Similarly, if, during the review, it is found that an individual made a complaint with malice or intentionally made a knowingly false accusation out of personal motivation, the individual shall be subject to discipline, up to and including termination of employment or removal.

5. Conflict of Interest

A conflict of interest arises when a director or decision-making employee may benefit financially from any decision they make while acting in their official capacity or if there is a perception that their actions are attempting to influence the board in making a decision that would benefit them financially. When products, goods or services are sold to Main Street Calico Rock at or below fair market value, there is no conflict.

Disclosure

When a *potential* conflict exists, a director or decision-making employee shall disclose the *potential* conflict to the board for their review. Review may also be requested by any director or staff member.

Finding by the Board

The board shall be the finder of fact and will:

- (a) find no conflict exists, OR
- (b) exclude the person from the decision being made, OR
- (c) in extremely rare cases, remove the individual from their position either temporarily or permanently

Recusal

When a director recuses themselves due to a potential conflict of interest, the director shall be completely removed from the meeting until consideration of the matter is completed. Any director may request another director to recuse themselves for a potential conflict of interest.

6. Document Retention and Publication

The organizing documents, bylaws, board minutes, 501 (c) (3) designation letter, intellectual property rights records, copyright and trademark registrations, deeds, and certain other

documents shall be **permanently retained**. Documents in pending investigation(s) or litigation must be retained for **three years** after the matter is closed. Tax returns, employee records, lease agreements, paid invoices, and bank statements will be retained for **three years**.

The willful destruction of Main Street Calico Rock records in attempt to subvert compliance or review shall be subject to discipline up to and including termination or removal.

Main Street Calico Rock will cause to be published required documents on its website and make available those required documents for public inspection during normal business hours.

7. Equal Opportunity Employer

Main Street Calico Rock is an Equal Opportunity Employer and recruits, employs, retains, and promotes persons in all job titles without regard to gender, sexual orientation, race, religion, color, national or ethnic origin, age, marital status, veteran status, or disability. When there are occupational requirements for a position, reasonable accommodations for qualified individuals with known disabilities will be made unless doing so would result in an undue hardship.

8. No Smoking Facility

Smoking is not permitted in any of Main Street Calico Rock's buildings or offices as governed under the Arkansas Indoor Clean Air Act of 2006 except for designated smoking areas.

9. Compliance and Policy Conflict

If any policy conflicts with state or Federal law or regulation, that particular policy will be superseded by law or regulation. If any policy is invalidated or superceded, the remaining policies shall remain in force.

These policies and procedures may be amended by the Board of Directors of the Calico Rock Community Main Street Calico Rock, Inc. with or without notice to the employees, contractors and volunteers, while the board will take reasonable steps to keep them informed. In compliance with IRS regulations, these policies and procedures shall be posted to Main Street Calico Rock's website at www.calicorockmuseum.com.

10. Amendments

Amendments to the policies and procedures shall become effective immediately upon passage by the board of directors unless otherwise at the time action is taken by the board.