



Society of Biblical Literature

Council Policies

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ETHICS AND ACCOUNTABILITY

Code of Ethical Conduct

I. Personal and Professional Integrity

All staff, Council members, and other SBL members who volunteer in the work of the Society act with honesty, integrity, and openness in all their dealings as representatives of the organization. The organization promotes a working environment that values respect, fairness, and integrity.

II. Mission

SBL has a clearly stated mission, approved by the Council, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the organization understand and are loyal to that mission and purpose.

III. Governance

SBL has an active governing body, the Council, which is responsible for setting the mission and strategic direction of the organization and for oversight of the finances, operations, and policies of SBL. The Council establishes structures and committees to ensure that its policies are carried out. The Council

- Ensures that its volunteers have the requisite skills and experience to carry out their duties
- Has a conflict-of-interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal, or other means
- Has a statement of personal commitment to SBL's goals and values
- Is responsible for the hiring, firing, and regular review of the performance of its chief executive, and ensures that the compensation of the chief executive and any other appropriate management positions as the Council deems appropriate is reasonable
- Ensures that the chief executive provide the Council with timely and comprehensive information so that the Council can effectively carry out its duties
- Ensures that SBL conducts all transactions and dealings with integrity and honesty
- Ensures that SBL promotes working relationships with Council members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, and openness
- Ensures that the organization is fair and inclusive in its hiring and promotion policies and practices for all Council, staff, and volunteer positions
- Ensures that policies of SBL are in writing, clearly articulated, and officially adopted
- Is responsible for engaging independent auditors to perform an annual audit of SBL's financial statements, and has a Finance/Audit/Investment Committee that is responsible for overseeing the reliability of financial reporting (usually the responsibility of the Finance/Audit/Investment Committee), including the effectiveness of internal control over financial reporting, reviewing, and discussing the annual audited financial statements to determine whether they are complete and

consistent with operational and other information known to the committee members, understanding significant risks and exposures and management's response to minimize the risks, and understanding the audit scope and approving audit and non-audit services

- Ensures that the resources of SBL are responsibly and prudently managed
- Ensures that SBL has the capacity to carry out its programs effectively

IV. Responsible Stewardship

SBL manages its funds responsibly and prudently. This should include the following considerations:

- Spends an appropriate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management
- Compensates staff, and any others who may receive compensation, reasonably and appropriately
- Knows that solicitation of funds has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs
- Does not accumulate operating funds excessively
- Draws prudently from endowment funds consistent with donor intent and to support the public purpose of SBL
- Ensures that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of SBL
- Ensures that all financial reports are factually accurate and complete in all material respects

V. Openness and Disclosure

SBL provides appropriate and timely information to the public, the media, and all stakeholders in response to reasonable requests for information. All information about SBL will accurately reflect the policies and practices of the organization. Basic informational data about SBL, such as the Form 990, will be posted online or otherwise made available to the public. All solicitation materials accurately represent SBL's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be accurate in all material respects.

VI. Legal Compliance

SBL is knowledgeable of, and complies with, laws and regulations.

VII. Program Evaluation

SBL regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. SBL is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

VIII. Inclusiveness and Diversity

SBL has a policy of promoting inclusiveness and its staff, Council, and volunteers reflect diversity in order to enrich its programmatic effectiveness. SBL takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, Council recruitment, and constituencies served.

IX. Fundraising

SBL solicitation of funds from members, the public, or from donor institutions uses material that is truthful about the organization. SBL respects the privacy concerns of individual donors and expends funds consistent with donor intent. SBL discloses relevant information to potential donors.

In raising funds from members and other sources, SBL will respect the rights of donors, as follows:

Donors will be informed of the mission of SBL, the way the resources will be used, and the SBL's capacity to use donations effectively for their intended purpose. Further, they will

- Be informed of the identity of those serving on SBL's governing Council and may expect the Council to exercise prudent judgment in its stewardship responsibilities
- Have access to SBL's most recent financial reports
- Be assured their gifts will be used for the purposes for which they are given
- Receive appropriate acknowledgment and recognition
- Be assured that information about their donations is handled with respect and with confidentiality to the extent provided by law
- Be approached in a professional manner
- Be informed whether those seeking donations are volunteers, employees of SBL, or hired solicitors
- Have the opportunity for their names to be deleted from mailing lists that SBL may intend to share
- Be encouraged to ask questions when making a donation and to receive prompt, truthful, and forthright answers.

Reporting Responsibility

It is the responsibility of all Council members and employees to comply with the code of ethical conduct and to report violations or suspected violations to the Executive Director in accordance with the whistleblower policy. If the Executive Director is the subject of the complaint then the Chair of Council will become the compliance officer and have sole responsibility in conducting an investigation. The Executive Director will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days, unless the submission of the violation is anonymous. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Confidentiality

It is the policy of SBL that Council members and employees of SBL may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with SBL to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom SBL has authorized disclosure. Council members and employees shall use confidential information solely for the purpose of performing services as a Council member or employee for SBL. This policy is not intended to prevent disclosure where disclosure is required by law.

Council members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Council members and employees should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a Council member's term in office or upon the termination of an employee's employment, he or she shall return, at the request of SBL, or destroy all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

Conflict of Interest Policy

SBL, as a nonprofit, tax-exempt organization, depends on charitable contributions. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the operations of SBL first must fulfill all legal requirements. The SBL also depends on the public trust and thus is subject to scrutiny by and accountability to both governmental authorities, members, and the public at large.

Consequently, there exists between SBL and its Council and staff a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. The Council and staff have the responsibility of administering the affairs of SBL honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of SBL. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with SBL or knowledge gained thereby for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

Purpose

The purpose of the conflict-of-interest policy is to protect SBL when it is contemplating entering into a Contract or Transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Conflict of Interest for the purpose of this policy is any circumstance described below:

Outside Interests:

- A Contract or Transaction between SBL and an Interested Person or Family Member.
- A Contract or Transaction between SBL and an entity in which an Interested Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

Outside Activities:

- An Interested Person competing with SBL in the rendering of services or in any other Contract or Transaction with a third party.
- An Interested Person having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal

representative, receiver, guardian, custodian, conservator, or any other legal representative of, or consultant to; an entity or individual that competes with SBL in the provision of services or goods or in any other Contract or Transaction with a third party.

Gifts, Gratuities and Entertainment – An Interested Person accepting gifts, entertainment, or other favors from any individual or entity that:

- Does or is seeking to do business with, or is a competitor of SBL; or
- Has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from SBL;

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Interested Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of SBL.

Interested Person is any member of Council or staff. The SBL Executive Director is a member of Council.

Family Member is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of an Interested Person.

Committee is members of Council or members of committees of Council

Material Financial Interest in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship. The making of a gift to SBL is not a Contract or Transaction.

Procedures

Duty To Disclose

In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to Committee considering the proposed Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

After disclosing perceived Conflict of Interest and after any discussion with a Committee, a person who has a Conflict of Interest shall not participate in or be permitted to hear the discussions related to the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting while a determination is being made.

Determining Whether a Conflict of Interest Exists

Committee shall decide if a conflict of interest exists. Should a vote be needed a quorum of Committee must be present. Proceedings shall be reflected in the minutes of the meeting.

Procedures for Addressing the Conflict of Interest

The Committee will discuss the Conflict of Interest.

The chair of Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to alleviate the Conflict of Interest.

After exercising due diligence, Committee shall determine whether the organization can engage in an alternative that is more advantageous for SBL that would not give rise to a Conflict of Interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances, the Committee shall determine by a majority vote whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the Contract or Transaction.

Conclusions shall be reflected in the minutes of the meeting.

Violations of the Conflicts-of-Interest Policy

a. If the Committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Compensation

A voting member of Council who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation and is prohibited from providing information regarding compensation.

Acknowledgement of Conflict of Interest Policy

Interested Persons shall sign a Conflict of Interest Information Form that affirms that she/he

- a. Has received a copy of the conflict-of-interest policy,
Has read and understands the policy,
Has agreed to comply with the policy,
Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes, and
Has provided a description of any relationships, positions, or circumstances in which she/he are involved that could contribute to a Conflict of Interest arising as defined in this document.

Annual Review

Interested Persons shall be provided a Conflict of Interest Information Form to fill in, sign, and return annually.

Periodic Review of Policy by Council

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted once a year by the Council. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve Council of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Information Form
(to be completed annually)

Any information provided will be held in the strictest confidence and shall generally be made available only to the Executive Director and appropriate committee.

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest, as defined in SBL's Conflict of Interest Policy.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed and agree to abide by the Conflict of Interest Policy of SBL that is currently in effect and understand SBL is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: _____ Date: _____

I currently have no relationships, positions or circumstances in which I am involved that I believe could contribute to a Conflict of Interest. I have reviewed and agree to abide by the Conflict of Interest Policy of SBL that is currently in effect and understand SBL is a charitable organization and order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: _____ Date: _____

Governing Body and Management Questionnaire
Business and Family Relationships

Please write in your name here:

Business Relationships:

A business relationship does not include a relationship between an attorney and client, a medical professional and patient, or a priest/clergy and penitent/communicant.

If you answer yes to any of these questions, please provide details.

1. Were you employed by a sole proprietorship or other organization with which another **SBL** officer, director, trustee or key employee was greater than a 35% owner?

2. Did you transact business directly or indirectly, in one or more sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the organization's tax year with any other **SBL** officer, director, trustee, or key employee? (Do not include transactions in the ordinary course of either party's business on the same terms as are generally offered to the public.)

3. Were you a director, trustee, officer or greater than 10% owner in a business or investment entity with another **SBL** officer, director, trustee or key employee?

Mission, Vision, Core Values

The following Mission Statement, Vision Statements and Core Values were adopted by the SBL Council, September 2002.
Revised Strategic Vision Statements on May 16, 2004
Revised listing of the core values November 17, 2007

Mission Statement

Foster Biblical Scholarship

Strategic Vision Statements

- Offer members opportunities for mutual support, intellectual growth, and professional development as teachers and scholars
- Organize congresses for scholarly exchange
- Facilitate broad and open discussion from a variety of perspectives
- Encourage study of biblical literature and its cultural contexts
- Collaborate with educational institutions and other appropriate organizations to support biblical scholarship and teaching
- Develop resources for diverse audiences, including students, religious communities and the general public
- Publish biblical scholarship

Core Values

- Accountability
- Collaboration
- Collegiality
- Commitment
- Communication
- Efficiency
- Inclusiveness
- Leadership in biblical scholarship
- Productivity
- Responsiveness to change
- Scholarly integrity
- Tolerance

Record Retention and Document Destruction

SBL takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against SBL and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). Each employee has an obligation to contact the executive director of a potential or actual litigation, external audit, investigation, or similar proceeding involving SBL. The information listed in the retention schedule below is intended as a guideline and may not contain all the records SBL may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the executive director.

From time to time, the executive director may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the executive director.

File Category	Item	Retention Period
Corporate Records	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Council Policies	Permanent
	Conflict-of-interest disclosure forms	6 years
Finance and Administration	Financial statements (audited)	Permanent
	Auditor management letters	Permanent
	Payroll records	Permanent
	Journal entries	Permanent
	Check register and checks	7 years
	Bank deposits and statements	7 years
	Charitable organizations registration statements (filed with [State] Attorney General)	7 years
	Chart of accounts	7 years
	Expense reports	7 years
	General ledgers and journals (includes bank reconciliations, fund accounting by month, payouts allocation, securities lending, single fund allocation, trust statements)	7 years
	Accounts payable ledger	7 years
	Investment performance reports	7 years

File Category	Item	Retention Period
	Investment consultant reports	7 years
	Investment manager correspondence	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 years after all obligations end
	Investment manager contracts	7 years after all obligations end
	Correspondence — general	3 years
Insurance Records	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Fire inspection reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
Real Estate	Deeds	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end
	Purchase agreements	7 years after disposition requirement
Tax	IRS exemption determination and related correspondence	Permanent
	IRS Form 990s	Permanent
	Withholding tax statements	7 years
	Correspondence with legal counsel or accountants, not otherwise listed	7 years after return is filed
	Timecards	3 years
Communications	One set of all communication documents kept on-site and one set kept off-site	
	Press releases	Permanent
	Annual reports	Permanent (3 copies)
	Other publications	7 years
	Photos	7 years
	Press clippings	Permanent
Donor Services	Fund agreements (paper and digital copies)	Permanent
	Correspondence — acknowledgment of gifts and grant requests	Permanent
	Donor fund statements	Permanent

File Category	Item	Retention Period
Community Philanthropy	Records from advisory committee or family fund meetings, including minutes, if any, and lists of grants recommended for approval.	7 years
	Scholarship grant records, including applications if foundation staff participates in selection decisions	7 years
	Approved grants — all documentation supporting grant payment, including application/recommendation, due diligence, grant agreement letters, grant transmittal letters, and post–grant reporting information, if any.	7 years after completion of funded program, or date of grant if general operating support
	Foundation funding requests, correspondence, and reports (funding received)	7 years after completion of program
	Declined/withdrawn grant applications	3 years
	Foundation funding requests (denied)	3 years
Consulting Services	Consulting contracts/filed	7 years after all obligations end
Human Resources	Employee personnel files	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee medical records	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends
	Employment offer letter	7 years after all obligations end
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or 3 years
Résumés	1 year	
Technology	Software licenses and support agreements	7 years after all obligations end
Library	SBL Publications	Permanent
General Administration	Correspondence — executive director	7 years
	General Correspondence	7 years

Archives Policy

Purpose

The Archives of the Society of Biblical Literature serves as the institutional memory of the Society and plays an integral role in the management of the Society's information resources in all media and formats. To fulfill the responsibilities of that role, the Archives identifies, acquires, and maintains records of enduring value that chronicle the development of the Society. The Archives documents the evolution of the SBL by retaining both the evidence which shapes decisions and the decisions themselves.

The fullest statement of the work of the SBL Archive is: "Inventories of the Past, Intimations of the Future: The Archives of the SBL," *SBL Forum*, vol. 3, no. 8 (August 2005). Online: <http://sbl-site.org/Article.aspx?ArticleID=440>

Ownership

Ownership of the Archives is retained by the Society of Biblical Literature.

Location of the Archives

The Archives are located at the home institution of the Archivist. They have been located at The Iliff School of Theology (1980-1984), Regis University (1984-2000), and Drew University (2000-present).

The host institution agrees to:

- Provide a secure and stable environment for the SBL materials.
- Assist visiting researchers by providing study space and subsidized housing when available.

Archivist

The Archivist of the SBL is a volunteer position. The Archivist is appointed by the Executive Director of the SBL and serves at her/his pleasure.

The Archivist agrees to:

1. House, organize, and maintain the Archives in good order, according to accepted archival principles and procedures to ensure both preservation and accessibility to researchers. On a regular basis, archival staff will prepare finding aids for newly received material.
2. Assist researchers in their use of the material by phone, letter, scan, fax, email, as well as in person. Researchers will be supplied copies, upon request, of any items in the collection, in accordance with the policies of the Special Collections and Archives Department of the host library.

3. Actively solicit material for the Archives, through correspondence to SBL leadership as well as through the publications of the Society.
4. Increase awareness of the Archives through news items and articles in the publication of the Society, as well as exhibits at the Annual Meeting when feasible.
5. Explore ways in which the Archives might have an enlarged presence on the SBL Web site.
6. Make reports to the Executive Director upon request.

Access Policy

Any person may use the materials of the Archives under the policies of the host institution. Materials do not circulate and are consulted in the restricted reading room of the host library. As staff and time allow, photocopies or scans are provided to individuals unable to visit the Archives. The SBL Executive Director reserves the right to withdraw documents on temporary loan. When feasible, copies (photocopies or scans) of requested material will be accepted in lieu of original documents.

Collecting Policy

The Archives will collect material documenting the scholarly and governance life of the Society, including records of the program units, minutes and documents of the governance bodies, publications of the Society, regional SBL groups, as well as pertinent memorabilia such as photographs and media reports. It does not collect the papers and libraries of individual scholars or of other scholarly or professional organizations.

Restrictions

Individuals may donate material to the Archive and request that they be restricted for a stated period of time. The Executive Director may determine that some material be restricted for a specified period of time. Permission to access restricted materials may only be given by the Executive Director and communicated to the Archivist in a written format.

Whistleblower Protection

In keeping with the policy of maintaining the highest standards of conduct and ethics, SBL will investigate any suspected fraudulent or dishonest use or misuse of SBL's resources or property by staff, Council members, consultants, or volunteers.

Reporting

SBL seeks to have an "open-door" policy and encourages staff, Council members, consultants or volunteers to share their concerns about possible fraudulent or dishonest use or misuse of resources or property. In most cases, reports should be presented to an immediate supervisor, Executive Director or Chair of Council. If, for any reason, an employee finds it difficult to report to a supervisor, the Executive Director or Chair of Council to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to the appropriate.

Confidentiality

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

Requirements of Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which probe to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Compliance Officer

If a violation or suspected violation has been submitted the Executive Director will take on the Compliance Officer role. The Compliance Officer is responsible for investigating and resolving all complaints and allegations concerning violations of the principles of law or generally accepted business ethics. If the complaint involves the Executive Director, the Chair of Council will assume the Compliance Officer role. If necessary, outside legal counsel will carry out the functions of the Compliance Officer.

Definitions

Fraudulent or Dishonest Conduct: a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include but not limited to:

- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files

- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of SBL’s Conflict-of-Interest Policy
- Misappropriation or misuse of SBL resources, such as funds, supplies, or other assets
- Authorizing or receiving compensation for goods not received or services not performed
- Authorizing or receiving compensation for hours not worked.

Whistleblower: A staff person, Council member, consultant or volunteer who informs a supervisor, Executive Director or Chair of Council of an activity relating to SBL which that person believes to be fraudulent or dishonest.

Rights and Responsibilities

Supervisors

Supervisors are required to report suspected fraudulent or dishonest conduct to the Executive Director or Chair of Council. Reasonable care should be taken in dealing with suspected misconduct to avoid

- Baseless allegations
- Premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation
- Violations of a person’s rights under law

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors, while appropriately concerned about “getting to the bottom” of such issues, should not in any circumstances perform any investigative or other follow-up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct

- Should not contact the person suspected to further investigate the matter or demand restitution
- Should not discuss the case with attorneys, the media, or anyone other than the chief executive
- Should not report the case to an authorized law enforcement officer without first discussing the case with the executive director

Investigation

All relevant matters, including suspected allegations, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated to the reporting person and his or her supervisor. Investigations may warrant investigation by independent persons such as auditors and/or attorneys.

Whistleblower Protection

SBL will protect whistleblowers as defined below:

- SBL will use its best efforts to protect whistleblowers against retaliation. Whistleblower complaints will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that whistleblower complaints will only be shared with those who have a need to know so that SBL can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have the right to know the identity of the whistleblower.)
- Employees, Council members, consultants and volunteers of SBL may not retaliate against a whistleblower for informing management about an activity which that person believes to be fraudulent or dishonest 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 fees. Whistleblowers who believe that they have been retaliated against may file a written complaint with the chief executive. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors but this must be reported to the executive director in writing.

Whistleblowers must report complaints in good faith.

COUNCIL AND COUNCIL MEMBERS

Executive Committee of Council

According to the Constitution and By-Laws of the SBL, the Council consists of the President, the Vice-President, and twelve other members of the Society. All fourteen members of Council are elected by the Society and report to its membership. The elections are held at the Annual Business Meeting during the SBL Annual Meeting. The President and Vice-President each serve one-year terms, with the Vice-President assuming the office of President at the end of the vice-presidential year. The other twelve members of Council are elected for three-year terms and are eligible to serve a second three-year term. The Executive Director of the SBL is an ex officio member of the Council with voice but no vote.

The Council serves as the policy-making body of the Society and thus is responsible for determining its general policies and program initiatives. These include the following: providing general oversight of all Society business; receiving regular reports from standing and ad hoc committees; approving all policies and the annual budget; making recommendations to the Annual Business Meeting; electing Chair of Council, Secretary of Council, and members of standing committees; reviewing and assessing the programs of the Society; and undertaking long-range planning and development in collaboration with the Executive Director. To discharge these duties, the Council meets regularly, currently three times a year—in the fall, the spring, and at the Annual Meeting.

The Executive Committee of Council

The Executive Committee of Council (ECC) consists of the President, the Vice-President, the Chair of Council, and the Secretary of Council. Together with the Executive Director, they comprise the officers of the Society.

The Chair of the ECC is the Chair of Council, who is assisted in the performance of the Chair's duties by the other members of the ECC.

The ECC reviews and understands the Council's guidelines on what constitutes an emergency. It exchanges emails, participates in conference telephone calls, and, if necessary, meets in person when an emergency situation develops that demands rapid reaction from the Council and it is impossible to convene the entire Council. In such emergency circumstances, and only if necessary, the ECC may act on behalf of Council. In doing so, the ECC, if possible, shall seek counsel from other members of Council prior to taking action, and as soon as possible it shall report to Council whatever actions it has taken, simultaneously providing an explanation for its decisions and actions.

Council Chair Description

It shall be the duty of the Chair of Council to preside at all meetings of Council, to guide the Council in the enforcement of all policies and regulations relating to SBL, and to perform all other duties normally incumbent upon such an officer. The Chair acts as the representative of the Council as a whole in all Council matters and actions. The Council Chair may serve as an ex officio member of each committee, except the nominating committee, but may not vote.

In the event that the Chair should be absent from a meeting of the Council, another member of the Executive Committee of Council shall preside at the meeting.

The Chair has the primary responsibility for preparing the agenda for meetings of Council, doing so in close collaboration with the Executive Director. The chair of Council makes sure that meetings focus on policy clearly belonging to the Council. The Chair has no authority to make policy decisions for Council but is expected to help the Executive Director interpret board policy. The Chair will remind Council which matters are confidential during discussion.

The Chair of Council is also Chair of the Executive Committee of Council and as such has the primary responsibility for conducting the Council's annual review of the Executive Director, submitting a report to the Executive Committee and in consultation with the Chair of the Finance Committee, making recommendations to the Executive Committee concerning the Executive Director's terms of employment. It is the practice of the Council to have two members of the Executive Committee meet in person with the Executive Director to discuss the results of the annual review.

The Chair of Council is responsible for conducting an orientation session for new members of Council. In doing so the Chair is assisted by the Executive Director.

If the Chair should be absent from a meeting of the Council, another member of the Executive Committee of Council (normally the President) shall preside at the meeting.

In the event that the Chair is incapacitated or dies, the Secretary of Council normally assumes the role of Chair until either the Chair is able to resume duties or a new Chair is elected by Council.

Council Member Agreements

SBL agrees to provide each Council member with the following:

1. Access to the management of SBL, as needed for proper operation of the Council
2. Ample notice of all meetings
3. Minutes of all Council meetings
4. Relevant information to conduct his or her job as a Council member
5. To the extent allowed by law, indemnification from liability for a Council member's reasonable and necessary actions
6. Directors & Officers insurance liability coverage
7. Reimbursement for reasonable expenses in conducting and attending to SBL Council business
8. Respect for his or her time
9. The use of his or her talent effectively

The Council member agrees to do the following as an SBL policy volunteer:

1. Learn about SBL, read financial reports and other SBL documents, and keep up-to-date on SBL programs, finances, and management.
2. Attend as many Council and assigned committee meetings as practicable, and participate in all such meetings, using fair, independent judgment and due care in conducting the business of SBL.
3. Avoid all direct or indirect political campaign intervention (such as supporting or opposing candidates for public office) in the name of SBL and when using SBL assets.
4. Contribute to the financial well-being of SBL and seek financial support from others for SBL as well.
5. Accept the responsibilities incumbent on all member of Council and abide by the Council's policies in regard to Ethical Conduct, Confidentiality, and Conflict of Interest.
6. Be loyal to SBL, always exercising Council powers in the interest of SBL, and not that of oneself or others.

Signed:

SBL Executive Director

Council Member

Date:

Council Member Expense Reimbursement

SBL's Council reimbursement policy for travel to Spring and Fall meetings shall be reviewed normally every three years when budgets are set. The organization's travel mileage reimbursement shall be consonant with the current IRS reimbursement amount.

So that the amount of the reimbursement is not considered taxable income to the recipient, SBL will reimburse lodging expense on an actual basis provided that the amount is reasonable and receipts are attached.

The organization will reimburse members traveling to the Spring and Fall meetings or other non-Annual Meeting occasions the cost of round-trip coach-class travel, local transportation to and from the airport, housing cost, and meals up to a maximum of \$100 per day. Guest travel, housing, and meals are usually not reimbursable.

Annual Meeting reimbursement will include the following:

Hotel: Hotel will be provided for a minimum of two nights paid on a central bill to SBL.

Any exception to this policy must be approved by the Executive Director or designee.

Council Self Assessment

The SBL Council will conduct a self-assessment every five years at a time determined by Council in consultation with the Executive Director. The Council will review the most recent organizational strategic plan for the organization adopted by the Council. After reviewing the goals achieved, the goals unmet, and the goals that need modification, the Council will conduct a self-assessment. A review of these plans should provide the framework for the assessment. This process should include evaluation of the Council's composition, process of identifying and recruiting prospective Council members, committee structure, meetings, relationships with key constituencies, and overall performance. The Council should also review its previous self-assessment summaries and may find the use of a consultant helpful. At the conclusion of the self-assessment, the Council Chair shall submit a summary report to both the Council and the Executive Director. This report will provide a basis for improving the Council member orientation, the Council member meetings, and other programs of continuing education for Council members.

Individual members of Council are encouraged to make a personal self-assessment of their own role in the context of Council's self-assessment.

Recording Secretary

The Recording Secretary (a nonvoting member) shall attend and sign the Council meeting minutes after ratification by Council at the next meeting of Council. Further, the Recording Secretary will execute official documents as required on behalf of the organization. The Recording Secretary will be an organization staff member proposed by the Executive Director in consultation with the Council Chair. The Council Chair shall determine at what point during the meetings that the duty of recording shall be assumed by the Council Secretary.

Responsibilities of Council

The Council and its members are expected to:

1. Become familiar with and committed to the major responsibilities of a governing board:
 - a. Setting mission and purposes
 - b. Appointing the Executive Director
 - c. Supporting the Executive Director
 - d. Monitoring the Executive Director's performance
 - e. Assessing Council performance
 - f. Undertaking strategic planning
 - g. Reviewing educational and public service programs and Web-based initiatives
 - h. Ensuring adequate resources
 - i. Ensuring good management
 - j. Preserving institutional independence
 - k. Relating to the community
 - l. Hearing complaints in appropriate situations
2. Support the Society's fundraising efforts through personal giving in accordance with their individual means (to both annual funds and capital drives), and be willing to participate in the fundraising process
3. Devote time to learning the Society's functions — its uniqueness, strengths, needs, and its place among learned societies — and share their knowledge
4. Prepare carefully for, attend regularly, and participate actively in Council meetings and committee assignments
5. Accept and abide by the legal and fiscal responsibilities of Council as specified by organizational constitution, by-laws, and state statutes and regulations
6. Vote according to their individual convictions, challenge the judgment of others when necessary, yet be willing to support the decision of the Council and work with colleagues on Council in a spirit of cooperation
7. Maintain the confidential nature of Council deliberations and avoid acting as spokesperson for the entire Council unless specifically authorized to do so
8. Understand the role of the Council as a policy-making body and avoid participation in operational management policy
9. Learn and consistently use designated institutional channels when conducting Council business
10. Comply with the conflict-of-interest policy and disclosure developed by the Council.
11. Refrain from actions and involvements that might prove embarrassing to the organization and resign if such actions or involvements develop

EXECUTIVE DIRECTOR

Executive Director Description

Summary of Responsibilities

The Executive Director (ED) of SBL is the Chief Executive Officer of the Society, and also serves as Treasurer. The ED is the supervisor of the staff and is responsible for providing support to the Council, managing the programs and operations of the organization, leading and managing staff resources, and coordinating professional relations. The ED of SBL reports directly to the Council and is accountable to Council. The ED shall work in cooperation with the Chair of Council and committee chairs to guide and develop the services and projects of SBL. It is understood that all aspects of this position description are to be carried out with the approval of Council and aligned with Council policies and procedures, in accordance with By-Law IV of the SBL Constitution.

Key Duties

1. *Support to Council*

- a. Develop annual goals for the Council subject to Council review and approval.
- b. Prior to Council meetings, in cooperation with Chair of Council, identify key issues for Council deliberations, develop agendas, prepare and supply in a timely manner all needed advance materials, and ensure that items have appropriate and adequate input from relevant oversight committees and staff.
- c. After Council meetings arrange for documentation of the deliberations at Council meetings and track all Council actions with appropriate steps for implementation and adequate reporting back to Council.

2. *Leadership and Management of SBL Programs and Operations*

- a. Ensure that the actions and policies of the Council are implemented and the results reported to the Council in timely, concise reports.
- b. Develop an annual plan of work for SBL to be approved by Council at the first meeting of the calendar year for the coming fiscal year. Such a plan should address operational goals, implementation activities, performance measures, and a supporting budget needed to carry out the mission of SBL in the coming year.
- c. Ensure that appropriate services and support are developed and provided to members.
- d. Ensure that an optimal level of communication exists to promote the smooth development and implementation of SBL projects and services.
- e. Ensure that legal counsel is available.
- f. Conduct the financial affairs of SBL in accordance with policies and guidelines established by the Council and generally accepted accounting principles that meet all federal, state, and local compliance standards.
- g. Ensure that sound risk management policies are in place.

h. Guide revenue-generating activities in order to provide adequate income to the organization.

3. *SBL Staff Management*

- a. Hire and administer an effective and qualified staff.
- b. Ensure that effective mechanisms are in place to determine professional and nonprofessional staffing needs.
- c. Develop and manage appropriate personnel policies and procedures including the maintenance of a personnel records system.
- d. Provide adequate staff support for all SBL programs, operations, and committees.
- e. Supervise SBL staff and evaluate performance.

4. *Professional/Community Relations*

- a. Work with the Council and Council Chair to identify, establish, and maintain relationships with other professional/community organizations involved in the humanities.
- b. Work with Council to identify, establish, and maintain liaisons with Professional organizations, Humanities groups, Community and religious groups, and Government agencies, as they relate to the mission and future of SBL
- c. Represent SBL at national and international meetings.

Executive Director Compensation

Program Philosophy and Objectives

The primary objective of the compensation program is to provide the Executive Director with a reasonable and competitive package of total compensation, including salary and benefits, consistent with market-based compensation practices for professionals possessing the experience and skills needed to perform the duties of the Executive Director and to maintain and improve the ongoing operations of the SBL.

The SBL's Executive Director compensation program should:

- Encourage the attraction and retention of high-caliber individuals.
- Provide a competitive total compensation package, including benefits.
- Ensure that compensation is perceived to be fair and equitable.
- Be flexible to reward individual accomplishments as well as organizational success.
- Balance the need to be competitive with the limits of the organization's budgetary resources.
- Ensure that the policy complies with applicable state and federal legislation.

Market Position of the Program

As a Learned Society the SBL focuses on comparable nonprofit organizations to benchmark both professional criteria and compensation for its Executive Director; however, it also recognizes that the market for such professional may be broader than this group. Information from three additional market segments – academic administrators, private foundations, and published not-for-profit compensation surveys -- may be used as a supplement.

In addition, SBL may also collect other published survey data, when appropriate, from for-profit organizations in regard to specific functional competencies, such as finance and human resources. Data from these various market segments, taken together with comparable local indicators, are used to form a “market composite” to assess the competitiveness of the compensation program.

In general, the SBL seeks to position the total compensation program, including benefits, at the median of the “market composite.” This policy is designed to be flexible so that compensation can be above or below the median, based on experience and performance of the individual as well as on the business management needs of the organization.

Governance and Procedures

The SBL compensation policy for the Executive Director is developed and administered by Council in consultation with the Finance/Audit/Investment Committee of Council. It is the responsibility of both to establish and maintain a competitive compensation program for the Executive Director as the chief administrative officer of the organization. The Finance/Audit/Investment Committee meets as needed, usually on an annual basis or at

the request of Council, to review the compensation program and to make recommendations to Council for any changes or adjustments deemed appropriate. It is the duty of the Executive Committee of Council, typically through the Chair of Council, to communicate any such changes to the Executive Director.

Executive Director Performance Evaluation

It is the duty of Council to advise and monitor the Executive Director to ensure that he or she is competent and effective, and includes conducting an annual review and appraisal of the Executive Director's performance. The process of conducting the annual performance evaluation is entrusted by Council to the Executive Committee in accordance with Council policies.

The annual goals and objectives should be mutually discussed and agreed upon, and should serve as the basis for performance evaluations. Council and the Executive Director mutually agree on the process of formal performance reviews. This shall include:

- A self evaluation by the Executive Director that is shared with members of Council
- A mechanism for staff and members of Council to provide confidential input to be considered by Council in the evaluation
- A report by the Executive Committee to be presented to Council for review and discussion in Executive Session
- A final report of the Council's evaluation to be communicated to the Executive Director in a face-to-face meeting

It is the responsibility of Council to develop a regular procedure for conducting the annual review to be administered by the Executive Committee in keeping with the policies above.

The procedure approved by Council in its meeting of 26 April 2008 is as follows:

- a. On an annual basis, normally before the Spring Council meeting, the Executive Committee will request a Self-Evaluation from the Executive Director of the previous calendar year, as well as confidential Staff Comments on the Executive Director. The Executive Committee will organize and present to Council. Council members will receive a copy of the Executive Director Self-Evaluation, but not of the Staff Comments. The latter will be summarized by the Executive Committee.
- b. In executive session, the Council will discuss the evaluation with input from the Executive Committee as needed.
- c. The substance of Council's evaluation will be communicated to the Executive Director by two members of the Executive Committee.

The primary purpose of performance evaluations is to help the Executive Director perform more efficiently. Compensation increases and contract renewal decisions should not be the primary purpose for conducting the evaluation; rather, periodic evaluations should be a regular component of effective management. The Executive Committee in consultation with the Finance/Audit/Investment Committee also makes recommendations to Council regarding the Executive Director's compensation package, increases in compensation, and contract renewals.

Emergency Executive Director Succession

In order to protect Council from sudden loss of the Executive Director's services, the Executive Director shall have at least one other staff person familiar with Council and Executive Director Issues and Processes. This staff person shall be designated by the Executive Director in consultation with the Executive Committee of Council.

In the event of a sudden loss of the Executive Director, Council and the Finance/Audit/Investment Committee will have the sole responsibility in appointing a new successor for the Executive Director position.

The following processes cannot go uncovered due to the absence of the Executive Director for an extended period of time and must be outlined in a succession plan maintained and updated regularly by the Executive Director:

- Payroll processing
- Timely bill approval and payment
- Contract renewal
- Staffing of Council meetings
- Emergency personnel actions

Annually, as part of the Executive Director's performance review, the Executive Director shall discuss his or her succession plan. The Executive Director, through this discussion, advises the Executive Committee what it should do in the event of a sudden departure in order to ensure organizational stability until a new Executive Director is appointed.

In addition, the Executive Director and Executive Committee ensure that the organization always has in place

- An up-to-date Executive Director position description
- A current strategic and operating plan for transition

An operating budget that includes adequate salary and benefits to attract a competent successor

FINANCE AND INVESTMENTS

Budget Process and Review

The budget process is designed to provide

- A means by which spending limits are set based on expected revenue levels
- A system to allow for procedures to compare actual results to the set spending limits
- A means for setting program priorities and allocating resources to those priorities
- A means for comparison of actual financial results to budgeted amounts and analysis of differences from those budgeted amounts

Preliminary Budget

Each department will prior to the end of the fiscal year, review the financial activity for each of the two fiscal years, including actual results of operations for those two fiscal years, and prepare a preliminary budget for their departments. Accounting will merge the departmental budgets and compile them to create a fiscal year budget.

Preparation of Budget

Prior to the end of the fiscal year, the executive director and Finance/Audit/Investment Committee shall review the preliminary budget, the financial activity for each of the prior two fiscal years, including actual results of operations for those two fiscal years, mission of the organization, goals, short-term plans, and any other relevant information deemed appropriate.

Approval of Budget

After preparation of the budget for the next fiscal year, copies of the budget, proposals for cost reductions (if necessary), and proposals for cost increases (if necessary) shall be sent to Council. Normally at the Council meeting closest to the end of the fiscal year, the Council shall meet to approve the budget.

Review of Budget

Once the budget has been set for the fiscal year, the budget shall be included in the accounting system of SBL. As monthly financial statements are prepared, a comparison of actual monthly results of operations to budget figures shall also be prepared. The financial statements and budget variances shall be reviewed by the finance committee. When deemed necessary, the Finance/Audit/Investment Committee shall revise the budget to fund additional services or make allowances for other unbudgeted revenues or expenses.

Capital Expenditures Policy

Definition

A capital acquisition is an individual asset and/or class of assets that has a useful life of more than one year and a cost of \$ 25,000 or more.

Budget

Anticipated capital acquisitions shall be included in the normal budgetary process, and when necessary, as part of the separate capital acquisitions budget. The annual budget shall include purchase requests for all new and replacement acquisitions.

Purchasing

Any equipment with an estimated value of \$5,000 or more shall be purchased through competitive bidding or comparative pricing by at least three vendors whenever possible. Comparative pricing or competitive bidding should also be used periodically for regularly purchased materials, supplies, services, and insurance.

Executive Director Authority

The Executive Director shall have the authority to make purchases that are part of the approved annual budget without additional approval from the Finance/Audit/Investment Committee. However, such acquisitions shall be reported to Finance/Audit/Investment Committee.

Long-Range Plan

SBL will consider adopting a five-year long-range plan for capital additions and replacements.

Discretionary Fund

The Executive Director shall have the authority to spend up to \$25,000 from the discretionary fund on any single acquisition without prior approval from the Finance/Audit/Investment Committee. Such acquisitions shall be reported to the Finance/Audit/Investment Committee and Council.

Property

The Finance/Audit/Investment Committee must approve the purchase and disposition or sale of any capital asset with a value of \$100,000 or higher. The purchase or sale of any real estate must be approved by Council.

Annual Audits

The financial records of SBL shall be audited annually by an independent CPA firm that has a significant group of nonprofit clients. The Finance/Audit/Investment Committee shall be responsible for selecting the audit firm to conduct the annual audit. If the same audit firm conducts the audit for more than five consecutive years, the committee shall review the firm's services and decide if the firm or the audit partner needs to rotate.

The audit firm will not be hired to perform non-auditing services, except for tax preparation and Form 990 preparation and shall not perform substantial services for any Council member or Executive Director personally. The audit firm shall be engaged to present annual audit findings to the committee who will submit the audit to Council after their review.

Financial Controls - Borrowing

From time to time it may be necessary for SBL to borrow funds from outside sources to fund operations and expansion. This will be necessary because of the seasonality of income from fees, donations, and sales, and due to major expansions or revisions of SBL programs.

Funds are to be borrowed only as required to meet these needs, and borrowing is to be consistent with sound fiscal and management practices. Borrowings are not intended to make up for inadequate planning or spending above budgeted levels.

Borrowing funds should be done within the following guidelines:

1. Borrowing should be within appropriate limits (normally no more than 10% of the operation budget) approved by the Finance/Audit/Investment Committee and the Executive Director prior to the time of borrowing.
2. Amounts should be borrowed at the lowest available interest rates. Where borrowing from individuals can be done at lower than current commercial rates, this may be considered.
3. Most borrowing will be done at short-term conditions due to the seasonal nature of income. Long-term borrowing will be done only if rates are favorable and amounts for short-term would be at the same minimum level.

Financial Controls - Checks and Cash

Check-Signing Authority

1. The Executive Director and two staff members other than the director of accounting, as designated by the executive, are authorized to sign checks.
2. Checks up to \$5,000 require one signature unless they are standard monthly bills.
3. Checks over \$5,000 and up to \$20,000 require two signatures.
4. All checks over \$20,000 require two signatures, one of which is the Executive Director.

Cash Disbursements

1. Payroll – payroll is an EFT, cash disbursement from bank. Payroll is entered by the Director of Accounting and signed-off by either Executive Director or another accountant.
2. Retirement plan – is an EFT, cash disbursement from bank. TIAA-CREF deposits are entered online by the Director of Accounting and signed-off by either Executive Director or another accountant.
3. The transfer of funds between SBL's bank accounts is done with a handwritten check by the accounting staff and only requires the Executive Director signature stamp.
4. Wire transfers are cash disbursements and are sent by the Director of Accounting. There are two other staff members, from Congresses and Publications, with wire transfer authorization. Requests for wire transfers are to be approved by the appropriate department, the wire transfer is sent by accounting, and confirmation is sent back to that department.

Financial Controls - Credit Cards

The Executive Director has the authority to approve and open credit card accounts on behalf of SBL and set the credit limits.

The Executive Director has the responsibility to establish and enforce written procedures for the use of all open credit card accounts. These procedures are located in the *Internal Control Procedures Manual* in the Accounting Department and are subject to review.

Financial Controls – General

1. Authorization for signatures necessary in establishing checking or savings accounts, including the buying and selling of securities for SBL shall be provided by resolution of Council.
2. Any individual authorized to purchase goods and/or services for the organization shall follow the procedures set forth in these policies and the Internal Control Procedures Manual located in the Accounting Department.
3. The Finance/Audit/Investment Committee shall be responsible for reviewing and recommending an annual budget to the Council for approval.
4. The Council shall be responsible for adopting the annual budget.
5. No expense shall be incurred in excess of the budgetary appropriations without prior approval of the Finance/Audit/Investment Committee and the Executive Director.

Financial Controls – Loan Guidelines

No loan may be made to any Council member, employee, or volunteer of the organization, except in accordance with applicable Georgia law. Any such loan may be made only pursuant to a written agreement approved by the Finance/Audit/Investment Committee, reported to Council, and approved by legal counsel. Loans made to an employee shall be repaid through payroll withholding and shall be callable by SBL upon termination of employment. Loans secured by a residence are also to be paid in full upon the sale of such residence. Employees shall ensure that all such loans are properly reported for employment and income tax purposes.

Financial Controls – Purchasing and Values

SBL will make a good-faith effort to identify and solicit minority and women vendors. It will strive to utilize, whenever possible, vendors that have a presence within the SBL's service area.

Investment Policy

Preamble

All funds of SBL are held by the Council as a fiduciary. Therefore, all restricted and unrestricted funds of the organization are held by the organization as a steward for the sake of carrying out SBL's mission and strategic objectives. The following instructions are to be understood and employed with that sense of stewardship in mind. Further, this investment policy is set forth in order that:

1. There is a clear understanding of responsibilities and objectives of the Council, Finance/Audit/Investment Committee, executive director, and chosen investment counselors (hereinafter "counselors"); and
2. The Finance/Audit/Investment Committee will have a basis for evaluating the investment performance of each of the organization's investment funds and reporting to Council.

SBL Approval

Any investment policy must be approved by the Finance/Audit/Investment Committee and Council.

Delegation of Responsibilities

The Council of SBL has delegated supervisory authority over its financial affairs to the Finance/Audit/Investment Committee (hereinafter "committee"). The committee will report the status of SBL investments at least annually to the Council. In carrying out its responsibilities, the committee and its counselors will act in accord with this investment policy (hereinafter "policy"), and all applicable laws and state and federal regulations that apply to nonprofit agencies including, but not limited to, the Uniform Prudent Investors Act of 1994 and the Uniform Management of Institutional Funds Act.

Specific duties of the Finance/Audit/Investment Committee, as delegated, include

1. Selecting counselors, custodians, and brokers;
2. Developing investment objectives, investment performance criteria, and implementing policies consistent with the financial needs of SBL;
3. Determining asset allocation strategy and overall investment portfolio structure to meet SBL's objectives;
4. Providing for the prompt investment of cash received by SBL; and
5. Reviewing and evaluating investment results based on performance goals enumerated herein and taking corrective action as needed.

The Council and committee are authorized to retain one or more counselors to assume the investment management of funds and assets owned or administered by SBL. In discharging this authority, the committee may act in the place of the Council and may pay compensation to, and enter into agreements with such counselors. The Council may also grant (in written form only) exceptions to this investment policy when deemed appropriate.

Objectives

The primary investment objective of SBL is to preserve and protect its assets.

Asset Mix

To accomplish SBL's investment objective, its counselors are authorized to utilize equity, fixed income, and cash equivalent securities. The SBL counselors are required to remain within the ranges established by the committee, which may be amended periodically to best achieve SBL's investment goals. Currently, SBL uses a single functional fund in three categories of asset: cash and equivalents; securities; and fixed income (or hybrid).

Prohibited Transactions

- Naked Calls
- Naked Puts
- Commodities
- Uncovered Short Positions

Custody and Securities Brokerage

The committee will establish such custodial and brokerage relationships as are necessary for the efficient management of SBL's funds. Whenever the committee has not designated a brokerage relationship, then the counselors will execute Settlement of Transactions wherever it can obtain best price and execution.

Transactions

All purchases and sales of securities will be delivered to SBL's designated agent for payment with immediately available funds.

Mission and Social Investing Considerations

SBL desires to invest in/with companies whose business conduct is consistent with SBL's goals and beliefs. Therefore, SBL's counselors will use their best efforts to avoid investing directly in the securities of any company known to participate in businesses the Council deems to be morally offensive. SBL's counselors must read and understand its Mission and Values Statements in order to invest SBL's funds appropriately.

Reporting Requirements

1. *Monthly* — the custodian and/or broker will provide the committee with a monthly written statement containing all pertinent transaction details for each separately managed portfolio including, but not limited to
 - A transaction statement with the description and quantity of each security purchased or sold, with the price and date of each transaction; and
 - A "portfolio holdings" report detailing each holding's quantity, average cost basis, purchase date, current market value, unrealized gain or loss, annual income, and yield at cost.

Further, this report should break down current asset allocation by category (equity, fixed income, etc.).

2. *Annually* — SBL’s counselors will provide to the committee an annual summary of all transactions in each fiscal year, together with a report of investment performance for each year of its management tenure.

Cash Distribution Requirements

SBL’s Executive Director will be responsible for advising its counselors in a timely manner no less than five (5) business days of SBL’s cash distribution needs. SBL’s staff and counselors are responsible for advance planning that will ensure that the organization’s cash flow requirements are met in accord with Council policy as stated herein and elsewhere.

Donated Securities

It is the policy of SBL to sell all marketable securities received as donations to SBL as soon as is practical, but in not more than thirty (30) days from their receipt, unless the donation meets the requirements of this policy for its particular fund (operating reserve, annuity reserve, etc.).

Conflicts of Interest

The Council and committee will not invest SBL funds with any firm or in any vehicle that may, as a result of the transaction, monetarily benefit a member of the Council or SBL staff.

Investment Policy Distribution

This policy, upon every revision hereof, must be distributed by the committee to the following individuals/entities:

1. SBL Executive Director,
2. SBL accounting department staff,
3. SBL Finance/Audit/Investment Committee
4. Any and all counselors hired by SBL’s committee.

Procedures for Revising Guidelines

All investment policies will be reviewed and, if necessary, revised at least annually or when deemed necessary by the committee. All revisions will be submitted to the SBL Council for review and approval.

IRS Form 990 and 990-PF

The Executive Director shall ensure that tax payments and other government-ordered payments or filings are filed in a timely and accurate manner.

The Executive Director shall sign and certify that the IRS Form 990 is accurate and complete.

The Finance/Audit/Investment Committee shall receive a copy of the IRS Form 990.

Consistent with the requirements of §6104(d) of the Internal Revenue Code and the regulations there under, copies of the organization's Form 990 shall be made available, upon request, in a timely manner, and without charge to any individuals who request it.

Reserve Fund Policy

The financial objective of SBL is to establish an operating reserve to provide for six (6) months of operating income. The Finance/Audit/Investment Committee must authorize any disbursements from this fund. In addition, the Finance/Audit/Investment Committee needs to establish a depreciation fund. This fund will be reviewed by the Committee every year in conjunction with the annual audit.

Risk Management Executive Director Responsibility

Asset Protection

The Executive Director shall adequately protect and maintain from unnecessary risk SBL assets. Accordingly, the Executive Director shall

- Insure against theft and casualty losses of tangible personal property to at least 80 percent replacement value and against liability losses to board members, staff, or the organization itself at no less than minimally acceptable prudent levels
- Have sufficient employee dishonesty insurance and directors' and officers' liability insurance for personnel with access to material amounts of funds
- Ensure office and equipment is not subjected to improper wear and tear or insufficient maintenance
- Protect the organization, its Council, and staff from exposure leading to claims of liability
- Protect intellectual property, information, and files from loss or significant damage
- Seek bids or demonstrate other prudent methods for any purchases over \$ 10,000 and protect against conflicts of interest
- Receive, process, or disburse funds under financial controls that meet the board-appointed auditor's (or other grant) standards
- Invest or hold operating capital in secure instruments, such as insured checking accounts and bonds of greater than BBB, Baa, or better rating, interest-bearing accounts (except when necessary to facilitate ease in operational transactions or where restricted by the funder)
- Acquire, encumber, or dispose of real property only with Council approval, with the price set on any property to be disposed of following either a formal market appraisal or analysis of comparable properties by at least two reputable realtors in that market

Not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission, except when necessary to accomplish its mission.

Risk Management Insurances

SBL will purchase necessary policies to insure the organization against risk. Types of insurance to be purchased should include

- Insurance against employee theft and dishonesty
- Indemnification
- General liability (personal and property damage and punitive damage)
- Commercial (for physical assets)
- Nonprofit Officers' and Directors' Liability
- Workers' Compensation
- Annual Meeting Cancellation
- ERISA Fiduciary Liability

Additional types of insurance needed to protect the organization must be approved by the Finance/Audit/Investment Committee.

NOTE: This policy is subject to change will be updated in 2010.

Annual Meeting VIP Concessions

1. **Program Unit Chairs:** all PUCs have access to a blocked room.
2. **Chair of Society:** 2 nights' single room rate and tax.
3. **Other Officers of the Society/Council:** members receive 2 nights' single room rate and tax.
4. **Program Committee:** members receive 2 nights' single room rate and tax.
5. **Development Committee:** members receive 2 nights' single room rate and tax.
6. **Finance Committee:** members receive 2 nights' single room rate and tax.
7. **Nominating Committee:** members receive 2 nights' single room rate and tax.
8. **Status of Women in the Profession Committee:** members receive 2 nights' single room rate and tax.
9. **Underrepresented Racial and Ethnic Minorities in the Profession Committee:** members receive 2 nights' single room rate and tax.
10. **Regional Coordinators Committee:** members receive 2 nights' single room rate and tax.
11. **Career Center Committee:** members have access to a blocked room.
12. **Teaching the Bible Task Force:** members have access to a blocked room.
13. **NEH grant advisory board:** members receive 1 night single room rate and tax (for 2010 meeting).
14. **Past Presidents:** have access to a blocked room.
15. **Past Chairs of Society:** have access to a blocked room.
16. **Travel Grant Awardees:** receive 5 nights' single room rate and tax, registration waiver, meal & travel stipend.
17. **Research and Publications:** all members receive 2 nights' single room and tax.
18. **JBL General Editor, RBL General Editor:** each of these editors receives 2 nights' single room and tax.
19. **WAW and WGRW Editorial Board:** board members who began attending the AM due to their membership on the board receive: (a) 1 night single room and tax; (b) complimentary SBL membership; and (c) complimentary Annual Meeting registration.
20. **Book Series Editors:** series general editors and editorial board members have access to a blocked room.
21. **JBL and RBL Editorial Boards:** members have access to a blocked room.

FUNDRAISING

Council Member Fundraising

Fundraising is a part of a Council member's responsibility, and financial support of the annual appeal and special events is expected. Council members are expected to make an annual financial contribution according to their personal means.

Council Duties

- The Council is responsible for attracting and supervising all the resources of the organization to carry out its programs and services.
- The Council must develop a strategic plan to deliver benefits to the members and community it serves and to attract public support.
- The Council must deliberate on and develop fundraising plans that address staff, systems, space, and budget.
- The Council is part of an essential team, with the obligation to lead, support, and work together with staff and volunteers in the design, supervision, and conduct of fundraising activities.
- The Council must select and evaluate the Executive Director, rating performance as a key team member in the fundraising team.
- The Council must take responsibility for guidance and direction on ethical and professional practices — including use of budget allocated for fundraising activities.
- The Council must ensure that budget appropriations for fundraising are evaluated as an investment strategy designed for reliable long-term results from faithful donors, committed volunteers, and reliable net revenue that meet organizational priorities.

The Council must review the results and evaluate the performance of fundraising activities at all levels to their satisfaction, in accordance with established goals and objectives.

Donor Relations

The Society of Biblical Literature subscribes to the best professional and ethical practices as outlined by the Association of Fundraising Professionals in the following statement.

THE DONOR BILL OF RIGHTS

Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To ensure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the nonprofit organizations and causes they are asked to support, we declare that all donors have these rights:

- I. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes
- II. To be informed of the identity of those serving on the organization's Council, and to expect the Council to exercise prudent judgment in its stewardship responsibilities
- III. To have access to the organization's most recent financial statements
- IV. To be assured their gifts will be used for the purposes for which they were given
- V. To receive appropriate acknowledgement and recognition
- VI. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law
- VII. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature
- VIII. To be informed whether those seeking donations are volunteers, employees of the organization, or hired solicitors
- IX. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share
- X. To feel free to ask questions when making a donation and to receive prompt, truthful, and forthright answers

In addition to the aforementioned rights of donors, the Society of Biblical Literature adheres to the following procedures.

Acknowledgment. All gifts, regardless of value, form, or stipulations, shall be acknowledged by SBL in the form of a written substantiation, including a gift receipt.

Recognition. Formal recognition of donors includes methods that convey appreciation to the donor and provide opportunities for public acknowledgment.

Public Notice. SBL will respect a donor's wish to remain anonymous.

Confidentiality. Development shall maintain confidentiality concerning all correspondence regarding contributions, gift records, prospect cards, and other data on donors, and will ensure that this donor information is used on a need-to-know-basis only for the support of fund development for SBL.

Gift Acceptance

General Policy

SBL actively solicits gifts and grants to further the mission of the organization. There is a potential that the acceptance of certain gifts could compromise the ability of the organization to accomplish its goals or could jeopardize its tax-exempt status. Hence, the following gift acceptance policy applies:

1. The Executive Director and the Council have the authority to solicit and/or accept gifts on behalf of SBL.
2. SBL's responsibility is to productively pursue gifts that will further the organization's mission, goals, and objectives. The primary consideration in the pursuit of gifts is how they can benefit the organization in the most ethical and unencumbered manner. To that end, the following caveats must be considered:
 - a. *Core Values*. Is the gift one that is consistent with the organization's standards, principles, and core values?
 - b. *Compatibility of Cause*. Will the gift unnecessarily challenge the organization's ability to further its mission, goals, or objectives?
 - c. *Public Relations*. Does the acceptance of the gift present the organization in an unfavorable light? Does it present a conflict of interest between the donor and the organization?
 - d. *Motivation*. Is there clear charitable intent and commitment to the organization?
 - e. *Consistency*. Will the acceptance of the gift be compatible and in agreement with other fundraising activities or gifts of the organization?
 - f. *Credibility*. Are the circumstances surrounding the donor and the gift believable?
 - g. *Organizational Stability*. If controversy develops, will it be significant enough to weaken the structure of the organization?
 - h. *Form of Gift*. Will the nature of the in-kind contribution create problems, such as in advertising or sponsorship?
 - i. *Source of Gift*. Who is the donor? Is the gift from an individual or a corporation? Does the donor represent a perceived conflict of interest, or might the donor's objectives not fit with the mission of the organization?

SBL receives gifts in the form of cash, checks, and securities. Securities are received into the investment account maintained at Ingalls and Snyder, which is located in New York, New York.

Gifts of securities will be acknowledged to the donor at the value received into the account, as of the day received.

All securities will be sold immediately upon receipt into the account. The funds available after the sale will be invested only in interest-bearing accounts of low risk, such as money market accounts, treasury notes or bills, or certificates of deposit.

Gift Acceptance Policy

1. Unrestricted, outright gifts of cash, check, credit card, and publicly traded securities do not require approval. Routine gifts are accepted and administered through the director of development, with final authority to accept routine gifts lying with the executive director.
2. Gifts will only be accepted where there is charitable intent on the part of the donor. SBL is unable to accept gifts that are overly restrictive in purpose. The most desirable gifts are those with the least restrictions, as unrestricted funds allow the organization to address its most pressing needs. Unless Council grants a specific exception, SBL will not accept any gifts that
 - Contain a condition that requires any action on the part of the organization that is unacceptable to administration
 - Contain a condition that the proceeds will be spent by the organization for the personal benefit of a named individual or individuals
 - Require the organization and its administration to employ a specified person now or at a future date
 - Inhibit the organization from seeking gifts from other donors
 - Expose the organization to adverse publicity, litigation, or other liabilities
 - Require undue expenditures, or involve the organization in unexpected responsibilities because of their source, conditions, or purpose
 - Involve unlawful discrimination based upon race, religion, gender, sexual orientation, age, national origin, color, disability, or any other basis prohibited by federal, state, and local laws.
3. SBL will accept gifts to create new endowments only if the annual income from the gift amount is sufficient to accomplish the endowment's desired outcome and to warrant the administrative activity entailed. In general, a minimum gift of \$50,000 will be required to implement the endowment.
4. Noncash gifts will be accepted only when it is reasonably expected they can be converted into cash within a reasonable period of time or when SBL can utilize the property in its operations. Generally, [six months to one year] shall be considered reasonable for conversion to cash. All noncash gifts to SBL will be sold at the discretion of SBL, whose express policy will be to convert the property to cash at the earliest opportunity, keeping in mind current market conditions and the potential use of the property in the accomplishment of the mission of SBL.
5. Property encumbered by a mortgage or other indebtedness cannot normally be accepted as a gift unless the donor agrees to assume all carrying costs until the property is liquidated. Exceptions to this guideline can be made when the value of the property exceeds the anticipated exposure, or will produce income, or will be used by SBL in its programs.
6. Associated expenses of a gift made to SBL are to be borne by the donor.

7. Donors of property gifts of over \$5,000, except for gifts of publicly traded stock, must obtain an appraisal by an independent third-party appraiser in accordance with current tax law requirements.
8. To avoid conflicts of interest, the unauthorized practice of law, the rendering of investment advice, or the dissemination of income or estate tax advice, all donors of noncash gifts must acknowledge that SBL is not acting as a professional advisor, rendering opinions on the gift. All information concerning gift planning from SBL is to be for illustrative purposes only and is not to be relied upon in individual circumstances. SBL may require a letter of understanding from a donor of a property gift, along with proof of outside advice being rendered, before such a gift will be accepted.
9. All gifts of life insurance must comply with applicable state insurance regulations, including insurable interest clauses.
10. SBL does not accept any gifts requiring annuity payments that will be guaranteed by the organization.

All gifts and gift consideration must meet all applicable local, state, and federal laws and regulations.

Sponsorships and Endorsements

Definition

A sponsorship is a mutually beneficial exchange whereby the sponsor receives value in return for cash or goods or services-in-kind provided to the organization. The relationship requires a formal written agreement or confirmation setting out the terms of the sponsorship, including any recognition to be provided to the sponsor, and must be signed by an authorized member of the sponsor and by SBL's Executive Director or designee.

Tax receipts are not issued to sponsors. Sponsorships are usually considered business expenses and not charitable donations. They are typically funded from corporate marketing budgets. Sponsorships must comply with the organization's policy on conflict of interest. The organization reserves the right to refuse or decline any offer of sponsorship at its absolute discretion or to negotiate with the sponsor concerning any aspect of a proposed sponsorship.

Sponsorships do not imply endorsement of products or services by the organization. A sponsorship does not automatically imply any exclusive arrangement with the organization. SBL's Executive Director, in concert with appropriate staff, is responsible for determining whether a sponsorship will be solicited and/or accepted based on an assessment of the best interests of the organization and the wishes of its members. SBL's executive director may refuse any sponsorship deemed at variance with the organization's mission, goals, policies, and best interests.

It is important that any sponsorship arrangement involving SBL should

- Be unambiguous and clearly understood by all parties.
- Avoid any real or perceived conflict of interest.
- Avoid real or implied endorsement of a commercial product.
- Avoid partnerships with inappropriate individuals and organizations.
- Receive appropriate approval (see below).

General Principles Governing Sponsorship

- There must not be preferential treatment as a result of sponsorship, for example an expectation that a company will get favored treatment by SBL over a competitor.
- Where appropriate, sponsorship should be arranged after publicly calling for expressions of interest to ensure there is no disadvantage to any individual or business.
- Individual staff should not receive any substantial benefit from association with sponsors. Any commissions, substantial gifts, or other financial benefits should be brought to the attention of a supervisor.
- SBL must retain control over any sponsored program and sponsors should not have any input into operational matters relating to a project they have sponsored.

Who Can Be a Sponsor?

- Sponsorship arrangements will only be with individuals or companies held in high regard.
- Sponsorship should be avoided with any industry or organization that has a real or perceived conflict of interest and does not support the way SBL staff perform their duties.
- The sponsoring organization's policies and procedures will be in concert with the corporate philosophy of SBL and not likely to cause embarrassment to SBL.

General Guidelines

In order to ensure editorial integrity, SBL has established the following principles to guide the acceptance and display of sponsorship advertising (not referring to advertisement in publications) in association with its content:

- SBL shall have sole discretion for determining sponsors and the display of sponsor advertising. All sponsored programs will be recognized as such.
- Acceptance of sponsorship advertising shall in no way indicate SBL's endorsement of the sponsor's products and/or services.
- Sponsors shall not dictate the form or substance of any content appearing on a sponsored program for SBL.

SBL shall be directly responsible for communicating and ensuring compliance of its sponsorship advertising policy to all of its participants. These policies will appear on documents seeking advertisement and all contracts.

COMMUNICATIONS

Emergency Media

In case of any emergency event, situation, or investigation regarding an inquiry by the media, including radio, TV, or newspaper, into issues relating to SBL, the following guidelines shall be followed to assist SBL's response to the media.

SBL will prepare staff for preventative awareness by

- Establishing positive media relations throughout the year with local, national, international radio/TV/newspaper reporters
- Establishing SBL as a resource for information
- Helping the media when doing research on local, national, international stories
- Providing training to SBL on media crisis and the emergency media plan and informing staff not to comment on inquiries, but to refer inquiries to the executive director or designee who may release information to the media

Electronic Media

Web Site Policy

1. Privacy: SBL respects the privacy of each visitor to the SBL Web site. SBL may use cookies. Any personal information provided by a visitor will be used solely by SBL for internal purposes and, where appropriate, to contact individuals directly. Personal information will be sold and will be shared only with those third-party service providers who perform functions on our behalf, including processing credit card payments, providing customer service, removing repetitive information from customer lists, analyzing data, and providing marketing assistance.
2. Copyright: The contents of all materials contained on SBL's Web site are owned by the organization (unless otherwise indicated) and are protected by U.S. and international copyright laws. All rights are reserved by SBL, and visitors may not copy, reproduce, download, upload, republish, disseminate, post, distribute, or transmit by any means the contents of the Web site, except with the prior express written permission of SBL. Copyright infringement is a violation of U.S. federal law, and violators are subject to criminal and civil penalties.
3. The information contained on SBL's Web site is provided by the organization for general informational purposes only. None of the information on the Web site is intended or should be construed to be legal advice or a legal opinion. While every effort has been made to ensure that the information contained on the Web site is as accurate as possible, omissions and errors may occur. Also, because of the nature of Web site development, maintenance, and updating, the information contained on the Web site may not reflect the most current developments. SBL and its contributing authors expressly disclaim all liability to any person with respect to the consequences of any act or omission committed based upon reliance, in whole or in part, on any of the contents of the Web site.
4. At certain places on the Web site, live links to other Internet addresses ("third-party sites") can be accessed. Such third-party sites contain information created, published, maintained, or otherwise posted by institutions or organizations independent of SBL. SBL does not endorse, approve, certify, or control these third-party sites and therefore cannot guarantee the accuracy, completeness, efficacy, timeliness, or correct sequencing of information located at such addresses. The information on SBL's Web site and third-party sites is provided "as is" and without warranties of any kind, either expressed or implied. To the fullest extent permissible pursuant to applicable law, SBL disclaims all warranties, express or implied, including, but not limited to, implied warranties of merchantability and fitness for a particular purpose. Use of any information obtained from such third-party sites is voluntary, and reliance upon it should only be undertaken after an independent review of its accuracy, completeness, efficacy, and timeliness. Reference therein to any specific commercial product, process, or service by trade name, trademark, service mark, manufacturer, or otherwise does not constitute or imply endorsement, recommendation, or favoring by SBL.

5. The Web site, its contents and any links provided in the Web site are provided on an “as is” basis, and SBL disclaims all warranties, express or implied, including without limitation the warranties of title, noninfringement, merchantability, and fitness for a particular purpose. Your use of the Web site is at your own risk, and you assume full responsibility for all costs that arise out of its use. Neither SBL nor any of its Council members, committee members, partners, employees, affiliates, subsidiaries, agents, representatives, or licensors shall be liable to you or any third party for any compensatory, direct, indirect, incidental, special, exemplary, punitive, or consequential damages, or attorneys’ fees, arising out of your use of the Web site or inability to gain access to or use the Web site or out of any breach of any warranty, even if such parties have been advised of the possibility of such damages or such damages were foreseeable.

E-mail Privacy Policy

1. Through membership in SBL, members are establishing a business relationship with SBL and authorizing use of the e-mail addresses provided to the organization.
2. SBL may utilize the e-mail addresses provided by its members for communication and promotion of SBL events, meetings, education programs, products, and services, unless specifically instructed otherwise by an individual member.
3. SBL shall provide recipients of all mass e-mail communications the opportunity to unsubscribe from e-mail distribution lists.
4. SBL may provide the e-mail addresses of primary member contacts to third parties through the SBL Web site, sale of mailing lists and directories, and direct communication, unless specifically instructed otherwise by an individual member.

Fax Privacy Policy

1. Through membership in SBL, members are establishing a business relationship with SBL and authorizing use of the fax numbers provided to the organization.
2. SBL may utilize the numbers provided by its members for communication and promotion of SBL events, meetings, education programs, products and services, unless specifically instructed otherwise by an individual member.
3. SBL may provide the fax numbers of its members to third parties through the SBL Web site, sale of mailing lists and directories, and direct communication, unless specifically instructed otherwise by an individual member.

Opt-Out Policy

SBL will provide each member equal opportunity to opt out of specified communication method utilized by SBL. Members will be notified regarding these policies on a regular basis.

Lobbying and Political Activities

SBL encourages individual participation in civic affairs. However, as a charitable organization, SBL may not make contributions to any candidate for public office or political committee and may not intervene in any political campaign on behalf of or in opposition to any candidate for public office.

We therefore

- Refrain from making any contributions to any candidate for public office or political committee on behalf of SBL.
- Refrain from making any contributions to any candidate for public office or political committee in a manner that may create the appearance that the contribution is on behalf of SBL.
- Refrain from using any organizational financial resources, facilities, or personnel to endorse or oppose a candidate for public office.
- Clearly communicate that we are not acting on behalf of the organization, if identified as an official of SBL, while engaging in political activities in an individual capacity.

Refrain from engaging in political activities in a manner that may create the appearance that such activity is by or on behalf of SBL.

Media Relations

Background

SBL strives to advance its mission by communicating openly and honestly using consistent messages with its constituents, including the media. It is important for all SBL staff and Council members to reinforce these messages by referring all calls from any media source to the appropriate staff.

General Policy

To ensure the quality and consistency of information disseminated to media sources, the following policy shall be enforced:

- All media inquiries are to be handled by the Executive Director or designee, regardless of who the media representative is, whom he or she represents, or how innocuous the request.
- All press releases or other promotional materials are to be approved by the executive director or his/her designee prior to dissemination.

Failure to comply with the SBL's media policy shall be grounds for disciplinary action

Procedure

1. Please refer all calls or visits to the Executive Director.
2. If the Executive Director is not available, take the following steps:
 - Find out the reporter's name, phone number, and deadline.
 - Find out the nature of the story (*"The Executive Director is our chief spokesperson for SBL. May I ask what kind of a story you are working on so that we can gather the information and the Executive Director will have all the facts when you are contacted?"*).
 - Let the reporter know that the Executive Director or another staff member will return the call by a stated time and date.
 - Contact the Executive Director immediately if the deadline is imminent.
3. Do *not* offer information to media — even if you know the answer. It is helpful for SBL that all news contacts be handled by senior staff and documented. Also, it's too easy to get quoted as an organization spokesperson if an undesignated staff person volunteers something the reporter wants to use. The reporter must be assured that someone will respond in time to meet the deadline.

If the Executive Director cannot be reached to respond in time for the deadline, the reporter must be called back, have the situation explained, and apologies given. The answer to the question should not be answered. *In no case* should the deadline come and go without any response. A detailed message for the Executive Director must be given so that follow up with the reporter will be done. In

general, it is *not* advisable to say “no comment,” since that constitutes a form of an answer that may be used against the organization in some instances.

Key Points To Remember When Dealing with the Media:

- Be polite.
- Be helpful.
- Find out what the reporter needs to know and what his or her deadline is.
- Don't let a deadline pass without a response.
- Don't get drawn into providing information or opinions that you don't have the authority to provide.
- Always inform the Executive Director of the call for follow-up.

Public Policy Statements

The Council may agree to approve a resolution (approval policy has been established) on any public issue for which a “voice from SBL” could improve the public dialogue. The Executive Director is authorized to add SBL's name to others' statements, letters, proclamations, etc. which clearly fit within the guidelines below:

Support of the SBL mission

Support the approved strategic initiatives to promote the SBL mission

Public Statements

Using discretion, the Executive Director may speak out or lend his/her name to positions being taken by other leaders, so long as it is made clear he or she is not representing an official position of SBL and informs the Council whenever such positions become publicly controversial. Council members should be cognizant of the fact that they must avoid conflicts of interest and should always ensure that their actions and public statements do not put personal interests above the best interests of their organization.

SBL Website Privacy Policies

SBL is committed to providing a secure private environment for its users to communicate. This page summarizes our current information gathering and dissemination practices.

Email Privacy

SBL collects names, mailing addresses, telephone numbers, e-mail addresses, and other information to contact members, conduct business, and enhance services. The SBL does not rent mailing addresses to advertisers for one-time use but does not release telephone numbers or e-mail addresses to outside agencies, and the SBL maintains systems that guard against unauthorized or multiple uses of mailing addresses.

Cookies

When a person visits our website, a temporary cookie (or file) is used to aid navigation on our website, but the cookie is not used to collect information and is automatically destroyed upon your exiting the site.

Email Addresses

Email addresses are used to correspond with individuals regarding SBL and Membership information to communicate with those who write for the SBL and with those who subscribe to the SBL newsletter, which is sent through e-mail. Members may opt out of emails by changing their profile.

External Links

As a service to users, the SBL website includes links to other sites of interest. The SBL is not responsible for the content of non-SBL sites and disclaims all liability for damages arising out of their use or for their privacy policies.

RBL Privacy Policy

The Review of Biblical Literature (RBL) is committed to providing a secure private environment for its users to communicate. This page summarizes our current information gathering and dissemination practices.

Email Privacy

E-mail communication is a vital part of the book review process. A member email address will be used only within RBL. RBL generated email includes three types of communications: automatically generated email services to which individuals may subscribe and easily unsubscribe to our newsletter; automatically generated email

services to remind individuals of their review deadline; and correspondence with individuals.

Choosing to be removed from RBL emails

Please note: To be removed from RBL emails will prevent an individual from participating in the review process.

RBL may be contacted to opt-out of emails:

- By email: rbladministrator@bookreviews.org. Enter the word "unsubscribe" in the subject line of the email.
- By mail:
Reviews Manager
Society of Biblical Literature
The Luce Center
825 Houston Mill Road, Suite 350
Atlanta GA 30329

External Links

The RBL website provides links to other sites as a service to our users. RBL is in no way responsible for the content of sites which are linked to the RBL website and expressly disclaims all liability for damages arising out of use, reference to, reliance on, or performance of such information. RBL is not responsible for the privacy practices of linked websites.

Cookies

RBL respects the privacy of both guests and members accessing the RBL website. When an individual enters our website we use a temporary cookie to help us remember who you are as you move from page to page. Upon exiting our site the temporary cookie is automatically destroyed. We do not use cookies to collect information about our visitors.

Membership

RBL is a publication service of the SBL. By necessity, SBL collects contact information on its members, including—but not limited to—name, address, telephone numbers, fax number, and email address. This information is requested on the membership forms. SBL does not use any technique to collect information on its members beyond that which they freely provide us. We use such information to determine whether an individual's credentials meet the requirements to review books. Sharing Information on Members with Advertisers:

Mailing Addresses: SBL rents its membership mailing list—for one-time use—to advertisers who wish to publicize a product, service, or event of interest to our members. We have systems in place so that advertisers do not use unauthorized lists and do not use lists more than once.

Other Information: SBL does not make other information on its members (such as telephone numbers, fax numbers, or e-mail addresses) available to outside agencies. RBL does not provide the email addresses of its subscribers or users to any agency.

COMMITTEES

Committee Chair Job Description

General Responsibilities for SBL Council Committee Chairs

In order to take effective action, SBL's Council requires in-depth study, information, and recommendations. Each committee assists the Council in carrying out its policy-making, planning, and review functions by keeping the Council informed and making recommendations in a defined area.

To support and expedite the work of the Council, each committee/task group performs certain tasks, as requested by the Chair of Council, as well as the ones listed below. The chair of the committee is responsible for the following committee tasks:

- Meet via conference call at intervals as needed to facilitate completion of all tasks.
- Provide accurate minutes to the members of the committee.
- Recommend changes in current SBL policies and recommend new policies when necessary.
- Address issues that have been referred from other committees/task groups, or have resulted from Council action(s).
- Identify and track external trends in the committee's area of work to ensure SBL's use of best practices.
- Prepare and present to the Council written reports related to its work and specific recommendations with supporting rationales. These should be accompanied by an archival copy of the committee's minutes since its previous report.

NOTE: SBL has an archive and archivist

Development/Advancement Committee Description

The SBL Council authorizes the Executive Director in consultation with the Development/Advancement Committee to lead the Society and empower the membership by establishing plans, policies, procedures, programs, and schedules to accomplish the SBL mission.

With the oversight of the Council, the Executive Director mobilizes the Development/Advancement Committee to strengthen the communication and marketing of the Society's mission and to develop the Society's fundraising efforts in ways that are congruent with its mission, collaborative with its Council and members, and complementary to its revenues.

The Development/Advancement Committee works with the Executive Director to:

1. Present a communications plan for Council and review and authorization to:
 - a. Clarify the ways the Society communicates its mission;
 - b. Mark the alignment of all of its programs with this mission;
 - c. Identify opportunities where fundraising will make a critical difference.
2. Present a fundraising plan for Council review and authorization to:
 - a. Invite major collaborations with foundations and major investors;
 - b. Define the leadership of the Council and its members in fundraising;
 - c. Build the participation and investment of SBL members in the shared mission.

The Nominating Committee will work with the Development/Advancement Committee and Council to:

1. Nominate a Chair and members for the committee who:
 - a. Are known by SBL members as people who fully understand the mission.
 - b. Are experienced in building the financial strength of worthy, fiscally sound organizations.
 - c. Will make their own financial investments, at least annually.
 - d. Will advise SBL leaders (Council, all Committee members, Program Unit Chairs, Editors, and Regional coordinators) in demonstrating how their financial stake is effective and expected.
 - e. Will encourage SBL leaders to invite their colleagues' financial support.
 - f. Will assist the Executive Director and the Council in soliciting major gifts.
 - g. Will ordinarily serve a staggered three-year term - renewable once.

The Executive Director will work with the Development/Advancement Committee and Council to:

1. Integrate the SBL's communications and fundraising into the Society's work.
2. Annually track and report on the results of the Society's work in Advancement
 - a. Costs and results of communications.
 - b. Status of all advancement/development funds.

Nominating Committee Description

The Nominating Committee oversees all nominations and reports to Council. The committee seeks recommendations from the general membership and consults with the Executive Director and each of the existing committees regarding specific and special needs. The goal is to retain for all volunteer positions the most highly qualified members for the specific responsibilities of the committee, program unit or editorial responsibility.

Procedures and Calendar

1. Societal terms are normally three years (exceptions are Nominating Committee, American Council of Learned Societies Representative [both have one 4 year term and normally non-renewable]; Vice-president becomes President after one year and President has one year term)
2. Council Executive Committee nominates and votes on Nominating Committee and Executive Committee
 - a. Chair of Nominating Committee is always a Council member
 - b. Two members of Nominating Committee are always Council members
 - c. Nominating Committee is normally not given a second term
3. Nominating Committee consults with Council and proposes slate for Vice President and Council (usually done in April)
4. Nominating Committee after consultation with chair of committees and discussion with staff member who works directly with the committee proposes for Council to vote the following committees and chairs
 - a. Program Committee and Chair
 - b. Research and Publications Committee and Chair
 - c. Development/Advancement Committee and Chair
 - d. Finance/Audit/Investment Committee and Chair
 - e. Status of Women in the Profession Committee and Chair
 - f. Underrepresented Racial and Ethnic Minorities in the Profession Committee and Chair
 - g. Regional Coordinators Committee Chair
 - h. Career Services Committee
 - i. American Council of Learned Societies Representative
5. Program Committee nominates and votes on Program Unit Chairs and reports to Nominating Committee and Council (done once a year)
6. Research and Publications Committee nominates and votes on Editors and reports to Nominating Committee and Council (done once a year)
7. Special considerations and reminders
 - a. Nominating Committee consults with Council and Executive Director for nominations of VP and Council
 - b. Nominating Committee consults with Executive Director and Editorial Director for persons on and chair of Research and Publications Committee
 - c. Nominating Committee consults with Executive Director and Director of Congresses for persons on and chair of Program Committee
 - d. Nominating Committee consults with chairs of all committees when identifying nominees

- e. Nominating Committee follows American Council of Learned Societies stipulation that the ACLS representative serves a four (4) year term

Calendar

1. Request for Nominations on web and in print where possible
 2. Nominating Committee goal is to complete nominations at the Spring Council meeting. Office prepares in January list of nominations and procedures document needed for Nominating Committee so that nominations can be brought to Spring Council Meeting (needed by 15 March)
 - a. Spring Council Meeting reviews Nominating Committee's report and votes on as many nominations as possible
 3. Fall Council Meeting office prepares final list for all nominations and Council votes on any nominations not yet voted upon
 4. Annual Business Meeting votes on VP and Council
- Annual Business Meeting receives report of all other votes by Council, Research and Publications, Program Committee

Finance/Audit/Investment Committee Description

The Finance/Audit/Investment (“FAI”) committee coordinates Council’s financial oversight responsibilities by recommending policy to Council and monitoring its implementation. The committee also provides Council oversight of the organization’s financial audit.

The FAI committee monitors the organization’s financial records; reviews the creating of accurate, timely, and meaningful financial statements; reviews the annual budget and recommends it to Council for approval; monitors budget implementation and financial procedures; reviews internal financial controls; reviews budget assets; reviews compliance with federal, state, and other reporting requirements; reviews the organization’s insurance coverage; and helps the Council understand the organization’s finances.

The FAI committee also ensures that the organization has an independent audit of its financial statements annually, recommends the independent auditors for Council approval, receives the audit report and any other reports relating to the audit or to the assets and collection management practices of SBL, and periodically reports the auditor’s findings and recommendations to Council.

The FAI committee shall consist of not fewer than two (2) Council members. Committee members should have a strong background in accounting, finance, or business.

Secretary of Council Description

According to the By-Laws of the SBL, the Secretary of Council is responsible for maintaining a permanent record of Council meetings. By tradition this responsibility has been delegated to the Executive Director, who maintains the Council minutes at the SBL Executive Office. To facilitate the taking and keeping of such minutes, the Council has created the position of Recording Secretary. The latter will be an organization staff member proposed by the Executive Director in consultation with the Chair of Council. The Recording Secretary will attend Council meetings as a non-voting member of Council, take minutes, and sign the Council meeting minutes after ratification by Council at its next meeting. In addition, the Recording Secretary will execute official documents as required on behalf of the Society. If deemed appropriate or necessary by the Council Chair, the Secretary of Council may be called upon to take minutes during Council meetings or to execute official documents in place of the Recording Secretary.

The Council Secretary is also responsible for maintaining permanent records of the meetings of the Council in executive session and of the meetings of the Executive Committee of Council. Approved copies of all such minutes will be maintained by the Secretary of Council and transmitted to that person's successor at the end of the term as Secretary.

If the Chair of Council should be absent from a meeting of the Council, another member of the Executive Committee of Council shall preside at the meeting. This will normally be the President, but the President may delegate this responsibility to the Vice-President or the Secretary.

In the event that the Chair of Council is incapacitated or dies, the Secretary of Council normally assumes the role of Chair until either the Chair is able to resume duties or a new Chair is elected by Council. In order to discharge these temporary duties, the Secretary shall be familiar with the tasks and responsibilities of the Council Chair.