



SBL Policy Manual 12.1  
2023

# Table of Contents

<b>ETHICS AND ACCOUNTABILITY .....</b>	<b>4</b>
Code of Ethical Conduct .....	4
Confidentiality .....	7
Conflict-of-Interest Policy .....	7
Conflict-of-Interest Information Form.....	12
Governing Body and Management Questionnaire .....	13
Mission, Vision, Core Values .....	14
Record Retention and Document Destruction .....	15
Archives Policy .....	19
Whistleblower Protection .....	21
<b>COUNCIL AND COUNCIL MEMBERS .....</b>	<b>24</b>
Council Chair Description .....	25
Secretary of Council Description.....	26
Council Member Agreements.....	28
Council Member Expense Reimbursement.....	29
Council Self-Assessment.....	29
Recording Secretary .....	30
Responsibilities of Council .....	30
<b>EXECUTIVE DIRECTOR.....</b>	<b>31</b>
Guidance Regarding the Fiduciary Duties of Nonprofit Directors by Stites & Harbison, PLLC .....	31
Executive Director Description.....	36
Executive Director Compensation.....	37
Executive Director Performance Evaluation.....	38
Executive Director Succession Policy .....	40
<b>FINANCE AND INVESTMENTS .....</b>	<b>45</b>
Budget Process and Review.....	45
Capital Expenditures Policy .....	46
Annual Audits .....	46
Financial Controls - Borrowing.....	47
Financial Controls - Checks and Cash.....	47
Financial Controls—Credit Cards.....	48
Financial Controls—General.....	48
Financial Controls – Loan Guidelines .....	49
Financial Controls – Purchasing and Values .....	49
Investment Policy .....	49
IRS Form 990 and 990-PF.....	52
Reserve Fund Policy.....	53

Executive Director Responsibility for Risk Management .....	53
Risk Management Insurance .....	54
Annual Meeting VIP Concessions.....	55
<b>FUNDRAISING.....</b>	<b>56</b>
Council Member Fundraising .....	56
Donor Relations .....	56
Gift Acceptance .....	58
Endowment Fund Administration and Compliance .....	60
Sponsorships and Endorsements .....	62
<b>COMMUNICATIONS.....</b>	<b>65</b>
Procedures for Making Public Statements or Requesting a Public Statement .....	65
Emergency Media .....	68
Electronic Media .....	68
Lobbying and Political Activities .....	71
Media Relations .....	71
SBL Social Media Policy for Volunteers .....	73
SBL Web Site Privacy Policies .....	76
<b>COMMITTEES.....</b>	<b>79</b>
Committee Chair Job Description.....	79
Development/Advancement Committee Description (Ad Hoc) .....	79
Nominating Committee Description .....	80
Finance/Audit/Investment Committee Description.....	83
<b>MEMBER POLICIES AND STATEMENTS.....</b>	<b>84</b>
SBL Professional Conduct Policy .....	84
SBL Professional Conduct Investigation Procedures .....	86
The Role of the Society in Making Public Statements.....	94
SBL Policy on Scholarly Presentation and Publication of Ancient Artifacts .....	96
Academic Freedom, Critical Inquiry, and Participation.....	97
in the Society of Biblical Literature .....	97
Statement on Academic Boycotts .....	99
Procedures for Requesting Governance and Policy Changes.....	99
<b>MEETING POLICIES AND STATEMENTS.....</b>	<b>102</b>
SBL Affirmative Action Statement for Employment Center .....	102
SBL Security Policy for Meetings and Events.....	102
Policy and Guidelines for Selecting Host Institutions for SBL Regional and International Meetings .....	103
Meeting Selection Memorandum of Understanding .....	105
<b>PROGRAM HANDBOOKS AND POLICIES .....</b>	<b>107</b>
<b>DEPARTMENT MANUALS AND PROCEDURES.....</b>	<b>107</b>

# 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 provides 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). This includes 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 developing 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.

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, donors 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.

#### X. 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, at the request of SBL, return 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 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 broad and unbending duties 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 be 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** refers to 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 a 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 the 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 Conflict-of-Interest Policy

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 the person 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:

- 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;

- Has provided a description of any relationships, positions, or circumstances in which she/he is 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, annual reviews shall be conducted by the Council. The annual reviews shall, at a minimum, include the following subjects:

- 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 that 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 the appropriate committee of Council.

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 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: \_\_\_\_\_

***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, November 2002.

Revised Strategic Vision Statements, May 16, 2004

Revised listing of the Core Values, November 17, 2007

Revised Strategic Vision Statements and Core Values, October 23, 2011

### **Mission Statement**

Foster Biblical Scholarship

### **Strategic Vision Statements**

Founded in 1880, the Society of Biblical Literature is the oldest and largest learned society devoted to the critical investigation of the Bible from a variety of academic disciplines.\* As an international organization, the Society offers its members opportunities for mutual support, intellectual growth, and professional development through the following:

- Advancing academic study of biblical texts and their contexts as well as of the traditions and contexts of biblical interpretation.
- Collaborating with educational institutions and other appropriate organizations to support biblical scholarship and teaching.
- Developing resources for diverse audiences, including students, religious communities, and the general public.
- Facilitating broad and open discussion from a variety of critical perspectives
- Organizing congresses for scholarly exchange.
- Publishing biblical scholarship.
- Promoting cooperation across global boundaries.

### **Core Values**

- Accountability
- Collaboration
- Collegiality
- Critical Inquiry
- Inclusivity
- Openness to Change
- Professionalism

- Respect for Diversity
- 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 inform the Executive Director of 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

File Category	Item	Retention Period
	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
	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



File Category	Item	Retention Period
	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

File Category	Item	Retention Period
	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 archive access, search tools, study space, and lodging information for local stays.

### **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 documents 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, program books, minutes and documents of the governance bodies, publications of the Society, regional SBL groups as available, 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, the 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 party.

#### **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 prove 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

compliant 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 are 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, the 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 by independent persons such as auditors and/or attorneys may be warranted.

### ***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**

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.

The ECC nominates to Council a successor Chair of Council.



## ***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 of Council works closely with and supports the efforts of the Executive Director to the fullest extent possible. 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.

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.

In the event that 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 is incapacitated, 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 the event of the death of the Chair, the Secretary of Council will normally assume the role of Chair until 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.

Procedures and considerations for the selection of the Chair of Council are as follows:

- The Executive Committee of Council will nominate a member of Council to be the next the Chair of Council. This selection should be made in consultation with the Executive Director.
- The nominee for Chair of Council will normally be ending their first term of office and moving into their second term of office, in order to provide for a three-year tenure as Chair, and yet allowing for the Chair's service to conclude with their service as a Council member.
- The full Council votes on the Executive Committee's nomination for Chair of Council. It is recognized that a consensus should be reached if at all possible. All efforts to achieve this end should be taken carefully and quietly, recognizing the dignity of each candidate and the integrity of the Council's deliberations.
- The Chair-Elect should ideally be selected well in advance to the beginning of their term of service. During this year, the Chair should mentor the Chair-Elect throughout the year in order to facilitate a smooth transition. The incoming Chair-Elect should not, however, be burdened with added work prior to taking office.

### ***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 for the open sessions of Council meetings (see page 27, below). The Secretary of Council should work with both the Executive Director and the Recording Secretary to assure that these records are being maintained appropriately.

The Secretary of Council 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. The Secretary of Council shall forward to the Recording Secretary the minutes of the meetings of the Executive Committee of Council for inclusion in the consent agenda of Council meetings. Because the Executive Committee stands in for the full Council, their minutes should generally be approved by the Executive Committee and circulated to Council as a matter of information in a timely fashion.

The Secretary of Council shall submit the minutes of the meetings of the Council in executive session for approval at the following meeting in executive session; these minutes are to be maintained in the confidential archive of the Secretary and transferred to the incoming Secretary upon completion of term. The Secretary shall maintain in the same archive a signed duplicate copy of the annual statements of goals and annual reviews of the Executive Director.

Procedures and considerations for the selection of the Secretary of Council are as follows:

- The Executive Committee of Council will nominate a member of Council to be the next the Secretary of Council. This selection should be made in consultation with the Executive Director and the Recording Secretary.
- The nominee for Secretary of Council should normally serve to the end of his or her term on Council.
- The full Council votes on the Executive Committee's nomination for Secretary of Council. It is recognized that a consensus should be reached if at all possible. All efforts to achieve this end should be taken carefully and quietly, recognizing the dignity of each candidate and the integrity of the Council's deliberations.
- The Secretary-Elect should ideally be selected well in advance to the beginning of their term of service. During this year, the seated Secretary should mentor the Secretary-Elect throughout the year in order to facilitate a smooth transition. The incoming Secretary-Elect should not, however, be burdened with added work prior to taking office.

## ***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 in the interest 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 accommodations will be provided for a maximum 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 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 Council meetings and record the first draft of the minutes, which will be reviewed by the Executive Director, finalized by the Secretary of Council, approved at the subsequent meeting of Council, and signed by the Secretary of Council after ratification. 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 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**

### **Guidance Regarding the Fiduciary Duties of Nonprofit Directors by *Stites & Harbison, PLLC***

#### THE DUTIES OF CARE AND LOYALTY

The Society of Biblical Literature (the “Society” or “SBL”) is a learned society dedicated to biblical scholarship. The Society is governed by a Council comprised of biblical scholars who serve on a voluntary basis and are elected each year by the Society membership.

When serving on the Council, members should expect to devote, on average, no more than one hour per week to the Society’s affairs. However, even though this is a part-time commitment, the Council, when acting as a body, is the highest governing authority of the Society, and it is therefore incumbent upon Council members to understand the importance of their role and the duties attendant to that role.

Since 1980, the Society has been incorporated under the Nonstock Corporation Act of the Commonwealth of Virginia. Council members are therefore deemed to be directors of a Virginia nonprofit corporation, vested with the authority to manage the business of the corporation. Council members’ duties (and immunities and protection from personal liability) arise out of the Nonstock Corporation Act<sup>1</sup> and other Virginia laws, as well as the Society’s Constitution and By-Laws.

Every state has enacted laws that impose fiduciary duties on for-profit and nonprofit directors alike. While the specific laws governing fiduciary duties vary from state to state, there are two principal duties that are universally expected of board members: the duty of care and the duty of loyalty.<sup>2</sup> Many states, including Georgia, follow the Model Nonprofit Corporation Act, which provides that a director shall discharge his or her duties in good faith, with the care an ordinarily

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<sup>1</sup> Va. Code Ann. § 13.1-801 to 946 (2011).

<sup>2</sup>[Thomas L. Hazen & Lisa L. Hazen, Punctilios and Nonprofit Corporate Governance - A Comprehensive Look at Nonprofit Directors' Fiduciary Duties, 4 U. Pa. J. Bus. L. 347, 355-56 \(2012\).](#)

prudent person in a like position would exercise under similar circumstances.<sup>3</sup> This is a common articulation of the duties of care and loyalty, and serves as a reliable standard. The Virginia statute does not expressly follow the Model Act approach, instead adopting a less precise “good faith” standard.<sup>4</sup> However, Virginia imposes duties of care and care under common law, and the Virginia statute does not abrogate those duties.<sup>5</sup>

A summary of the duties of care and loyalty is provided below.

## DUTY OF CARE

Under general principles of nonprofit law, the duty of care obligates board members to exercise managerial oversight with diligence and prudence.<sup>6</sup> This duty is very broad, requiring directors to exercise ordinary and reasonable care in the performance of their duties. Directors are expected to make reasonable inquiry into the activities of the organization, as an ordinarily prudent person in a like position would use under similar circumstances. Directors are not expected to be infallible. The “business judgment rule” protects directors from personal liability for actions, even if made in poor judgment, as long as there is a reasonable basis to indicate that the action was undertaken with due care and in good faith. Directors should therefore be knowledgeable of the organization’s activities and should make inquiries about the operations of the organization when necessary, so as to exercise good faith business judgment in making decisions that are in the best interests of the organization.

The following is a list of recommended best practices for Council members in complying with the duty of care:

- Review the Society’s bylaws and other organizational documents, with particular focus on its charitable purpose and mission.
- Be thoroughly and completely prepared before making Council decisions. Read meeting minutes, financial statements, budget proposals, agendas and other reports prior to Council meetings.
- Require open communication. It is important that staff or a subgroup of the Council not control information flow. If all information filters through one person, then the Council might not get key information.
- Attend meetings,<sup>7</sup> and take an active part in deliberations during Council meetings, commenting as appropriate, and making inquiries and asking

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<sup>3</sup> Revised Model Nonprofit Corporation Act, Section 8.30 (1987).

<sup>4</sup> 4 U. Pa. J. Bus. L. 347, 376-77 (2012); *see also*, Va. Code Ann. § 13.1-870(A) (2011)(“A director shall discharge his duties as a director ... in accordance with his good faith business judgment of the best interests of the corporation.”).

<sup>5</sup> Lyman Johnson, *Misunderstanding Director Duties: The Strange Case of Virginia*, 56 Wash. & Lee L. Rev. 1127, 1141 (1999)(principally discussing for-profit corporations).

<sup>6</sup> Webster, 488 Tax Management Portfolio, *Fiduciary Duties of Nonprofit Directors and Officers*, B-401 (2008).

<sup>7</sup> Ignorance of the organization’s affairs is not regarded as a good excuse. Directors may risk liability as a result of failure to attend meetings. If a director cannot attend a



- questions where prudent and when such a need is indicated by the circumstances. Question reports when obvious inconsistencies appear. Take steps to investigate and rectify problems. Decisions should be made deliberately and without undue haste or pressure. Insist that meeting minutes accurately reflect the vote counts (including dissenting votes and abstentions) on actions taken at meetings.
- Seek the advice of experts when appropriate. The Council may rely generally on conclusions of reputable experts. Council members should therefore request the advice of lawyers, accountants and other professionals and experts as to any matter that has complex or unclear legal, financial or other ramifications.

## DUTY OF LOYALTY

The duty of loyalty requires directors to act faithfully and with undivided loyalty to the organization's mission and interests. The Virginia Nonstock Corporation Act codifies the duty of loyalty by stating that a director shall "discharge his duties . . . in accordance with his good faith business judgment of the best interests of the corporation."<sup>8</sup> It also recognizes that business opportunities and conflicts of interest may compromise a director's loyalty to the organization.<sup>9</sup> With respect to the governance of 501(c)(3) organizations, the Internal Revenue Service has said that "the duty of loyalty requires a director to act, in the interest of the charity rather than in the personal interest of the director or some other person or organization."<sup>10</sup> Thus, one of the key aspects of the duty of loyalty is to put the interests of the organization first and foremost in addressing relevant matters and opportunities.

The most common issue that arises regarding the duty of loyalty is conflict of interest. Directors may have business dealings with the organization, but such transactions should be subject to considerable scrutiny and should be approved in advance by the board. Directors should never use their positions for personal profit. All dealings with the organization should be open, fair, honest, and done in good faith.<sup>11</sup> If a director has a direct or indirect personal interest in any transaction involving the organization, all material facts of the transaction and the director's interest must be fully disclosed to all board members, and the

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significant percentage of the meetings, he or she should consider whether continued service as a director is appropriate.

<sup>8</sup> Va. Code Ann. § 13.1-870 (2011).

<sup>9</sup> Va. Code Ann. § 13.1-871 to 871.1 (2011).

<sup>10</sup> *Governance and Related Topics – 501(c)(3) Organizations*, [http://www.irs.gov/pub/irs-tege/governance\\_practices.pdf](http://www.irs.gov/pub/irs-tege/governance_practices.pdf) (published February 4, 2008).

<sup>11</sup> *Upton v. Produce Company*, 147 Va. 937, 133 S.E. 576 (1926).

transaction must be approved by a majority of the disinterested directors.<sup>12</sup> Directors should be careful to consider conflicts that may arise with their outside business, professional or financial interests, interests arising from involvement in other organizations, and the interests of family members, among others. When in doubt, directors should disclose even potential conflicts of interest to the board for consideration, and should recuse themselves from deliberation and voting on matters when circumstances warrant.

Although the duty of loyalty pertains primarily to the avoidance of conflicts of interest, it encompasses other responsibilities as well. For example, directors should take care to avoid usurping business opportunities of the organization or using inside information for their own benefit.<sup>13</sup>

The recommended best practice for Council members in complying with the duty of loyalty is simply to be familiar with and observe the Society's policies, especially the Society's conflict of interest policy. Potential conflicts should be disclosed before any action is taken, and all disinterested Council members who are called to vote on such a transaction should ensure that they are fully informed of the conflict and that the transaction is intrinsically fair to the Society.

## DUTY OF OBEDIENCE

The duty of obedience, often regarded as part of the duty of loyalty, is a uniquely important duty for nonprofit directors. Since nonprofit organizations are not accountable to shareholders, as with for-profit corporations, courts have observed that the duty of obedience requires nonprofit directors to be accountable to the charitable purpose or mission of the organization.<sup>14</sup> Directors should not exceed their authority or direct the organization beyond its purpose or mission as set forth by the articles, bylaws or constitution, and should ensure that resources are used for lawful purposes consistent with the organization's mission. Any contrary course of action violates the trust invested by those who hold memberships or support the organization, and can imperil the organization's tax-exempt status.

## CONCLUSION

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<sup>12</sup> Va. Code Ann. § 13.1-871 (2011).

<sup>13</sup> Under Virginia law, courts have found that directors have violated their duty of loyalty for, among other things: failure to disclose material information that might affect the board's decision-making process, operating a competing enterprise, taking unfair advantage of the corporation, usurping business opportunities of the corporation, misusing confidential information, obtaining secret profits, using the director's position for personal benefit, and improper solicitation of clients and recruiting the corporation's employees for other employment. See, *The Ins and Outs of Being a Director FAQ*, Tom Leggett, [www.tomleggett.com/Director.htm](http://www.tomleggett.com/Director.htm).

<sup>14</sup> *Summers v. Cherokee Children & Family Servs.*, 112 S.W.3d 486, 503-04 (Tenn. Ct. App. 2002); See also, *Shorter College v. Baptist Convention*, 279 Ga. 466, 474 (2005) (stating that "[i]t is axiomatic that the board of directors [of a nonprofit] is charged with the duty to ensure that the mission of the charitable corporation is carried out").

Council members are the highest governing authority of the Society, and are encouraged to exercise that authority with due care and in the best interests of the Society. Under general Virginia nonprofit law, Council Members owe a duty of loyalty to the Society and must refrain from self-dealing, conflicts of interest and receipt of corporate opportunities without consent. Council Members also owe a duty of care and are required to exercise good business judgment and always operate in good faith. To do this, members are encouraged to familiarize themselves with the Society's organizational documents and policies, use their best efforts to prepare for and attend all meetings of the Council, and take an active role in governance of the Society.

## ***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's 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 the 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. Arrange for documentation of the deliberations held at Council meetings and track all Council actions including 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 within the limits of the organization's budgetary resources (included in the definition of balance is a consideration of fairness to other SBL Staff salaries);
- Ensure that the compensation policy complies with applicable state and federal legislation.

### **Market Position of the Program**

As a learned society, the SBL focuses on comparable nonprofit organizations for benchmarks for both professional criteria and compensation for its Executive Director; however, SBL also recognizes that the market for such professionals 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 for supplementary criteria.

In addition, SBL may 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. This duty includes conducting an annual review and evaluation of the Executive Director’s performance. The process of conducting the annual performance evaluation should be fair and transparent to all parties concerned (e.g., the Executive Director, SBL Membership, and Council) and 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.
- Two original documents of the Annual Goals for the Executive Director and the Annual Review of the Executive Director's Performance will be produced and signed. One set will be filed with the Director of Finance and Administration, and the second set will be filed and maintained by the Secretary of Council.

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 based on the previous calendar year, as well as confidential staff comments about the Executive Director. The Executive Committee will organize the information and present it to Council. Council members will receive a copy of the Executive Director's self-evaluation, but not of the staff comments. The Executive Committee will summarize the latter.
- b. In executive session, the Council will discuss the evaluation with input from the Executive Committee as needed.
- c. Two members of the Executive Committee will communicate the substance of the Council's evaluation to the Executive Director.

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.

## ***Executive Director Succession Policy***

### **Purpose**

The Council of the Society of Biblical Literature (SBL) has the responsibility to undertake a carefully planned search process when the position of Executive Director is vacant. The responsibility of choosing the Executive Director has the single greatest impact on the organization's development and effectiveness. This policy is intended for contingency purposes only and is not intended to reflect negatively on the performance of the current Executive Director.

1. The purpose of this policy is to provide for continuous management coverage and support for the position of Executive Director in the event that the Executive Director:
  - a. Becomes temporarily incapacitated due to illness or other necessity, or
  - b. Permanently leaves the employment of the SBL.
2. The Council Chair is delegated the responsibility to keep current and implement this Succession Policy, unless otherwise noted where the Search Task Force, Executive Committee, or full Council must make selected decisions.
3. The current Executive Director is charged to continue: (a) capturing and transmitting the institutional memory of SBL's history, culture, relationships, and philosophy to members of her/his senior management team and the Council, and (b) developing, cross-training, and preparing one or more senior staff persons for temporary or interim Executive Director responsibilities.

### **Conditions and Process**

#### ***Back-up Succession for Temporary Incapacitation:***

4. Short-term (three months or less): The current Executive Director will designate a key individual(s) to act on his/her behalf during the period of incapacitation. The Interim Executive Director may be a current senior staff person who is being asked to take on additional responsibilities, a Council member acting as a volunteer either part-time or full-time, or a paid consultant. If able, the Executive Director will remain in contact with the designee(s) to offer necessary support and guidance, to the extent practicable. The Executive Director's designee must be approved by the Executive Committee. Under any circumstances that the Executive Director is unable to appoint a designee due to incapacitation, this will be decided on by the Executive Committee. Any decision-making limitations must be made explicit by the Executive Committee.
5. Long-term (more than three months but less than a year): The Council will name an Interim Executive Director who will assume the duties and responsibilities of the Executive Director position. Appropriate key decisions made by the acting Executive Director during this assignment will be conveyed to the Chair in a convenient and timely manner. The Interim Executive Director may be a current senior staff person who is being asked to



take on additional responsibilities, a Council member acting as a volunteer either part-time or full-time, or a paid consultant. Compensation will be commensurate with the conditions and offered by the Chair. Any decision-making limitations must be made explicit by the Executive Committee.

*Succession Transition for Permanent Replacement:*

6. In the event the Executive Director leaves the employment of the SBL, the Council will name an Interim Executive Director that will assume responsibility for the overall management of the SBL. This responsibility will remain in place until such time that a permanent replacement is identified and hired by the Council.

## **Background Documents**

7. Relevant documents will be updated periodically by the Executive Director and approved by the Council. The Council Orientation appendix "Succession Plan Scenarios and Documentation" contains a complete list of documents. Critical documents will be maintained as follows:
  - a. Council Chair and Secretary of Council maintain:
    - i. documents describing the current duties, SBL criteria, and skills set necessary to perform the Executive Director position, which shall be prepared by the Executive Director and maintained on file by the Council Chair (i.e., Executive Director Job Description); and
    - ii. documents describing the Executive Director's current salary, all benefits, and professional expenses, including the Executive Director's contract.
  - b. The Office of the Director of Finance and Administration maintains:
    - i. a list of critical duties performed only by the Executive Director daily, weekly, monthly, or annually, which will be kept current by the Executive Director and maintained in the Finance and Administration office (e.g., the following processes cannot go uncovered due to the absence of the Executive Director for extended periods of time: Contract renewal, Emergency personnel actions, Payroll processing, Staffing of Council meetings, and Timely bill approval and payment); and
    - ii. a list of financial institutions with signature cards.
8. From time to time the Council should ask itself what it might expect differently from a future Executive Director (i.e., what are the desired leadership characteristics and performance expectations that are required for the future Executive Director position to fulfill the Council's future vision) or what other employment considerations can be anticipated (e.g., relocation of office, require a COO hire, change Council member status of position).

## **Replacement Process**

*To facilitate the identification of suitable candidates, the following process will prevail:*

9. The Executive Committee will nominate a Search Task Force to be led by the Chair, and to be approved by the Council. The Search Task Force shall consist of a minimum of five SBL members, three of whom should be on the Council and one of whom should be on the Finance Committee. The replacement process will begin with a discussion of the organization's last Executive Director replacement(s) history and any lessons learned, drawing on the experiences of other Council members when necessary.
10. The task force will proceed to select an Executive Search Firm or advertise the opening throughout local and/or relevant media and job placements sources. The Chair may ask a current staff person to receive the applications, or a Council member organization may offer the services of its Human Resources department, or an executive search firm if hired. The Executive Director is charged to keep *an active contact list of appropriate places to advertise this position, along with possible Council member organizations who may volunteer services or executive service firms.*
11. The task force will meet with the candidates as appropriate and select a minimum of two for presentation to the entire Council. The Council will interview each candidate individually and, based on a consensus, will select the most desirable candidate. If an offer is accepted by the preferred candidate, an agreement in the form of a formal offer or contract may be prepared by an attorney for approval by both parties.
12. Note that applicants to the Executive Director role deserve complete confidentiality. Every effort should be made to not expose applicants' names to the public or staff. If certain staff members are selected to interview the candidates, they should be coached to not reveal candidate names to the rest of staff. This confidentiality is not a matter of secrecy or lack of transparency; rather it is a matter of protecting candidates who may not want their names out in public as looking for a new job. Of course, this matter of confidentiality is ultimately up to the Council, but if confidentiality is not assured, it is very likely that the number of candidates will be quite limited.
13. Upon approval by both parties, the new Executive Director will commence employment at a mutually agreed date.
14. Any Interim Executive Director may be considered for the permanent Executive Director position.
15. If a Council member desires to be considered for permanent candidacy he or she must first resign from the Council, and cannot be considered for re-instatement for at least 12 months if unsuccessful.

## **Communications**

16. While implementing this succession plan policy it is important to communicate with SBL Council members, staff persons, stakeholders, and the community at large on significant issues when they arise. For these purposes the Council Chair will be considered the chief spokesperson for the organization,

or another Council member designated by the Council Chair. Confidentiality should be required until the staff has been informed and these communications have been finalized.

17. Another consideration is that in the event of an unexpected departure, all financial institutions (including a payroll service provider) will need to be informed and, if required, a second signatory should be added to all accounts.
18. Once the selection of a permanent Executive Director is final a press release should be issued with broad communication throughout its markets and to major stakeholders.

### **Search and Transition Costs**

19. As part of this succession plan process the Search Task Force will determine any expense needs above and beyond the current annual budget and communicate this to the Treasurer, Chair of Finance Committee, and the staff's director of finance in order to solicit necessary funding or reduce other expenditures appropriately. Costs to be considered include:
  - a. outgoing Executive Director severance or outplacement,
  - b. advertising or search firm fees,
  - c. signing bonus, relocation costs, or increased salary for new Executive Director, and
  - d. contingent bonuses to keep key senior managers during the transition process.

### **Search Timeline**

20. A comprehensive search should take from 90 to 180 days from start of the search to hire date (not necessarily start date, depending on circumstances). The Search Task Force should develop an estimated timeline to help guide its implementation.

### **On-boarding**

21. Once the signed contract is received and before the new Executive Director begins employment, a letter from the Council should be sent welcoming them to the organization, along with verifying their starting date and salary. At this point, the Council may send an announcement to staff and all major stakeholders about the new person highlighting their qualifications.
22. A meeting should be scheduled with the new Executive Director to brief them on strategic information and the direction of the organization. All necessary materials (last year's final report, the strategic plan, this year's budget, corporate documents, the employee's policies and procedure manual if they did not get one already, and any other pertinent information) should be sent in advance to the successful candidate.
23. During the first six weeks of service, it is recommended that one-on-one meetings (face-to-face or over the telephone) be regularly scheduled with the

new Executive Director and Council Chair or designated Council member(s) to discuss her/his transition into the organization, hear any pending issues or needs, and to establish a strong working relationship with the new Executive Director.

24. All financial institutions will need to be informed and new signature cards executed for all accounts.
25. If possible, the current Executive Director should complete performance reviews on all personnel before he/she leaves. This ensures that the outgoing Executive Director's important feedback to personnel is collected before he/she goes, gives personnel a fair opportunity to reflect their past performance to the new Executive Director, and gives the new Executive Director the input he/she deserves about each employee to ensure effective supervision.

## **Conclusion**

26. This document does not stand alone. It is linked to the larger, overall family of governance documents that pertain to the SBL's strategic and operational areas. In all cases, SBL's governance documents are the official and guiding documents for the organization, as follows: Articles of Incorporation; Bylaws; Executive Director contract; other SBL contracts (or other requirements linked to revenue sources); and approved minutes/policies decisions of various SBL Council meetings.
27. Finally, state and local human resource laws should always be followed and take precedence over these policies and practices, and legal advice should be sought when needed.

## Resources:

*Chief Executive Transitions*, Don Tebe, BoardSource, 2008.  
*Building Leaderful Organizations: Succession Planning for Nonprofits*,  
Monograph by Tim Wolfred, The Annie E. Casey Foundation &  
CompassPoint, 2008.  
*Daring to Lead* study, Meyer Foundation and CompassPoint, 2006.  
*The Nonprofit Chief Executive's Ten Basic Responsibilities*, Richard L. Moyers,  
BoardSource, 2006.  
*Chief Executive Succession Planning*, Nancy Axelrod, BoardSource, 2002.  
*Managing Executive Transitions*, Neighborhood Reinvestment Corporation  
Community Development Leadership Project, 1999.

*Policy approved by Council: 14 April 2016*

## **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, before the end of the fiscal year, review the financial activity for each of the two prior fiscal years, including actual results of operations for those two fiscal years, and prepare a preliminary budget for their department. 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 two prior fiscal years (including actual results of operations for those two fiscal years), the 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 consider and vote on the budget.

#### **Review of Budget**

After 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 the Executive Director personally. The audit firm shall be engaged to present annual audit findings to the Finance/Audit/Investment 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. Borrowing is 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 operating 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 on 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 borrowing 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 is an EFT (Electronic Fund Transfer), cash disbursement from bank. Payroll is entered by the Director of Accounting and approved by either the Executive Director or another accountant.
2. The retirement plan is an EFT, cash disbursement from bank. TIAA-CREF deposits are entered online by the Director of Accounting and approved by either the 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's signature stamp.
4. Wire transfers are cash disbursements and are sent by the Director of Accounting and/or the Accounting Assistant. One staff member from Congresses and the Executive Director also have wire transfer authorization privileges. Requests for wire transfers are to be approved by the appropriate department; accounting sends the wire transfer, and confirmation is sent back to the department that requested the transfer.

#### ***Financial Controls—Credit Cards***

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

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**

The SBL Council holds all restricted and unrestricted funds of the organization as a fiduciary 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, the Finance/Audit/Investment Committee, the 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 their findings to Council.

#### SBL Approval

The Finance/Audit/Investment Committee and Council must approve any investment policy.

#### 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 made 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 thereunder, 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 will establish a depreciation fund. The Committee will review this fund every year in conjunction with the annual audit.

## ***Executive Director Responsibility for Risk Management***

### **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 office 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 standards or standards set by grants that have been accepted by the Society;
- Invest or hold operating capital in secure instruments, such as insured checking accounts, bonds with ratings of BBB, Baa, or better, or 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 Insurance***

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

- 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

The Finance/Audit/Investment Committee must approve additional types of insurance needed to protect the organization.

## ***Annual Meeting VIP Concessions***

The following receive two (2) nights' single room rate plus tax:

- Council
- Annual Meeting Program Committee
- International Meeting Program Committee
- Development Committee
- Finance Committee
- Nominating Committee
- Status of Women in the Profession Committee
- Underrepresented Racial and Ethnic Minorities in the Profession Committee
- Regional Coordinators Committee
- Research and Publications Committee
- Professional Development Committee
- International Cooperation Initiative Committee
- Educational Resources and Review Committee
- *JBL* and *RBL* General Editors (ex officio R&P)
- LGBTQI+ Scholars and Scholarship Committee
- Students in the Profession Committee

The following receive 1 night's single room rate plus tax:

- WAW and WGRW editorial board members who *begin* attending the Annual Meeting due to their service on one of these editorial boards. These same persons also receive a complimentary SBL membership and complimentary registration for the Annual Meeting.

The following have access to a blocked room:

- All Program Unit Chairs
- Past Presidents
- Past Chairs of Council
- Book Series General Editors and editorial board members
- *JBL* and *RBL* Associate Editors and editorial board members
- Disabilities and Accessibility Task Force
- Bible Odyssey General Editors, Resource Editors, and editorial board members

The following have four (4) night's single room rate and tax, registration waiver, and award:

- Travel Grant Recipients

# Fundraising

## ***Council Member Fundraising***

Fundraising is one of a Council member's responsibilities, 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, approve, and help execute a strategic plan to deliver benefits to the members and community it serves and to attract public support.
- The Council must approve and help execute 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 his/her 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 the use of budget appropriations 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. The Development Officer and the Development Committee 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 to 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 an 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 Arcus Capital Partners, which is located in Atlanta, Georgia.

Gifts of securities will be acknowledged to the donor at the value received, which is determined as the average high and low on the day of receipt.

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 by the Development Officer, with final authority to accept routine gifts by 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 validly 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. Donors are encouraged to consult with their own financial advisors.
9. All gifts of life insurance must comply with applicable state insurance regulations, including insurable interest clauses.
10. SBL does not typically accept any gifts requiring annuity payments that will be guaranteed by the organization. Exceptions may be determined.
11. All gifts and gift consideration must meet all applicable local, state, and federal laws and regulations.

### ***Endowment Fund Administration and Compliance***

In establishing an endowment, a donor provides funding for a valued purpose. The Council of the Society of Biblical Literature ("SBL") is grateful for the generosity of donors in providing important, ongoing support to the SBL. This information provides guidance for the establishment of endowments in support of scholarships and fellowships, programs, lectures and travel awards. The purpose of this endowment policy is to set forth principles and procedures that are

designed to ensure that SBL is compliant with its responsibility to properly manage and administer its endowment funds.

It is the policy of SBL to adopt and adhere to standards that are designed to ensure the proper management, administration and compliance of restricted endowment principal and endowment spending accounts (referred to in this policy as “endowment funds” or “endowment accounts”). Endowment funds are an important part of SBL’s operations and play an important role in helping SBL achieve its mission and goals. Endowment funds impose upon SBL contractual, legal and ethical obligations, as well as financial and management reporting responsibilities (among other responsibilities). Furthermore, the proper management and administration of our endowment funds help maintain and enhance the confidence and trust of SBL’s constituents. Endowment funds will be reviewed annually by the SBL Executive Director, SBL Council, and Finance Committee.

### **Endowment Defined**

An endowment is a gift whose funds are invested to provide continuing support for the general or specific purpose stated in the written agreement between the donor and SBL. Donor established endowments may be used only for the purpose(s) specified in the endowment agreement which must be approved by the SBL as well as the donor.

#### ***True Endowment Funds (Permanently Restricted)***

A true endowment fund is an account established by a donor-restricted gift. The purpose of the restricted gift must be established through a written agreement between the donor and the SBL. The agreement may include the specified amount to be contributed by the donor, the period of time over which the gift will be made (usually no more than four fiscal years), the purpose of the fund and, when appropriate, the criteria for selection of a recipient or candidate. The award or fund distribution cannot exceed 4% of the principle, to ensure the funds permanence. In some instances, the agreement may allow the fund’s earnings to be retained in the fund rather than expended for a fixed number of years not to exceed three to ensure that the fund reaches the required or agreed upon level necessary to support its purpose. Administrative fees are assessed as a percentage of the fund balance. A minimum of \$50,000 is required to establish a true endowment.

#### ***Term Endowment Funds (Temporarily Restricted)***

A term endowment fund is a temporarily-restricted account that exists for a defined length of time (minimum of five (5) years) or until the fund is depleted through distribution. During that period, the principal and all earnings are expended as the donor specifies, so that no funds remain at the end of the term (a final balance may be marked as available to Society Fund in the endowment’s final year). An endowment agreement is

established to define the purpose, duration, name, criteria, and amount of an award or fund distribution. Administrative fees are assessed as a percentage of the fund balance. A minimum of \$25,000 is required to establish a term endowment.

### **Endowment Income**

New endowed funds are pooled and managed with the SBL's other endowment funds in accordance with approved SBL investment and management policies. SBL shall permanently hold, manage, invest, and reinvest the Fund assets at its sole discretion, and shall collect and receive the income thereof, and after deducting all necessary expenses incident to the administration of the Fund, including an administrative fee, shall dispose of the income of the Fund as specified in the endowment agreement between SBL and the Donor. Endowment income in excess of the approved expenditure rate is retained in the fund and is available for future disbursement unless stipulated otherwise by the donor. This should enable the endowment to keep pace with inflation and allow the original intent of the donor to be fulfilled over time.

### **Administrative Fee**

There is a one-time endowment set-up of 5% charged on all new endowments. Each endowment account is charged a 1.5% annual management fee to support the ongoing management of endowment funds. The annual fees are deducted from earnings rather than from the corpus of the endowment. Administrative and management fees are subject to change from time-to-time based on policies established the SBL Council and Finance Committee

### **How to Give**

Endowments may be created by gifts of checks/cash, appreciated securities, beneficiary designations of life insurance and retirement plans, and a variety of planned giving instruments that can be beneficial to both the donor and the SBL.

## ***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 representative 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. SBL 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

## ***Procedures for Making Public Statements or Requesting a Public Statement***

### **I. Policies on Statements from Council and Executive Staff**

In 2015, SBL adopted a policy on the Role of the Society in Making Public Statements. That policy supplements the SBL Policy Manual's section on "Media Relations," which includes guidelines for Public Policy Statements from Council and Public Statements from the Executive Director. These guidelines ([https://www.sbl-site.org/assets/pdfs/SBLpolicymanual5\\_0.pdf](https://www.sbl-site.org/assets/pdfs/SBLpolicymanual5_0.pdf)) are as follows:

#### **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 the organization.

Statements issued by SBL Council and Executive Staff will adhere to the guidelines established by both the SBL Policy Manual's section on "Media Relations" and the 2015 policy on the "Role of the Society in Making Public Statements."

### **II. Procedures for Members Submitting Requests for Statements**

Members of the SBL have a number of informal avenues and resources for advancing interests of the Society within its current structures. Not least of these is the voluntary leadership model that is the basis of a learned society and membership organization. Members serve in over 1,500 voluntary roles, including steering committees, editorial boards, program units, committees of Council, and Council. Individuals in these positions develop agendas for the Society and are accessible to any fellow member in the Society. Individual are encouraged to influence the direction of the organization through these avenues.

From time to time, members of the Society of Biblical Literature ask the SBL Council that governs the Society to take a public position on an issue as a statement or resolution.

Endorsement of a public statement demonstrates support for a particular point of view intended to inform a process in which many points of view and many interests will be voiced. The Society's contribution to public conversation is not simply to declare what is right or wrong, but to provide a scholarly point of view that can be used in the context of informed advocacy.

The SBL Council has adopted the following guidelines for proposals and procedures for committees or groups of members to follow in preparing public statements, petitions, or resolutions to come before Council for consideration, approval, or endorsement.

### **1. Guidelines for Proposals**

In order for the Society to take informed action on requests for public statements, proponents should provide thorough and convincing arguments. These guidelines set forth the content and format for a well-argued proposal for the Society's endorsement of public statements.

To make a decision about taking and communicating a position, the SBL Council will expect three items: (1) a proposal for an SBL position on the matter, (2) evidence that the proposal has been endorsed by at least ten percent (10%) of its current membership or has the unanimous support of an SBL governance committee that is generating the proposal, and (3) a draft statement suitable for public dissemination that expresses the proposed position.

Proposals may be submitted to the Society's executive office for a public statement, and the Executive Director will forward it to the Chair and members of the Executive Committee of Council. Proposals may be submitted by committees or group of members at any time and should include the following elements:

- **Concern.** A brief history of the issue, including a description of the context, the situation being addressed, and who is affected and how.
- **Context.** A description of the scholarly or guild dimensions of the issue. This section should include a discussion of how the proponents requesting the statement have come to be involved in the issue as biblical scholars, the nature of their involvement, and the ways in which the issue falls within the boundaries of the Society's mission.
- **Relevance.** A description of the issue's relationship and relevance to biblical scholarship. Public statements endorsed by SBL should reflect a distinctively guild perspective. The request for a statement should include a well-argued brief on expert grounds for the position being sought.
- **Recommendations.** Requests for public statements must specify recommendations, not just conclusions, and indicate who is requested to act. The way in which the recommendations derive from the preponderance of guild relevance and self-understanding should be

clearly demonstrated. If a statement seeks action, it should specify upon whom such action is urged and detail the action being sought. If a resolution involves a policy, it should specify what policy such action affects and show consideration for the operational and financial implications of such action.

- Strategic Analysis. SBL is interested in issuing statements that contribute to public debate and the effectiveness of the guild it represents. To be effective, a public statement cannot simply be “issued.” It must fit into a thoughtful strategy for timely communication to relevant audiences within the public debate. Thus proponents need to provide a strategic description of the context in which an SBL public statement will be used and how it relates to the [SBL Mission](#).
- Statement. The proposal must include a draft text for a public statement on the issue.

In its responsibilities as a fiduciary of the Society, the SBL Council may determine whether or not a request for a public statement is appropriate. The following are guidelines for the SBL Council and the Society in making public statements that are in keeping with SBL’s 2015 policy on the Role of the Society in Making Public Statements:

- Public statements and resolutions should address matters of clear common professional interest and concern to the Society’s membership.
- Public statements should be issued only on matters about which the Society’s members have special knowledge and or expertise.
- Public statements should contribute to better public understanding of the matter being addressed.

## **2. Procedures**

1. Any SBL committee or group of members may submit a proposal to the Society’s executive office for a public statement, and the Executive Director will forward it to the Chair and members of the Executive Committee of Council.
2. The Executive Committee of Council is intended to act as a catalyst and resource, not as a censor or arbiter of what positions SBL should or should not endorse. The Executive Committee will review the proposal for conformity with the above guidelines. The committee may request that the proponents revise the proposal and public statement accordingly, may suggest coordination with various SBL sections or committees having similar concerns, and may also suggest additional means of communicating the proposed perspective.
3. The Executive Committee must submit to the Executive Director and the Finance Committee all statements deemed to have fiscal implications before they appear on the Council agendas so that the executive office can provide fiscal information as it impacts SBL’s budget.

4. The Executive Committee will place the proposal on the agenda for the next Council meeting. If there is insufficient time to properly address step 3, the proposal will be placed on the next possible Council meeting agenda.

5. The SBL Council will make a final decision regarding endorsement of the proposal. Council may endorse the proposal as presented, may request revisions to strengthen the form or substance of the proposal, send to an existing committee or name a task force to address, or may decline endorsement. Proponents who disagree with the decisions of the Council are free to communicate their concerns to the Council through the Executive Director.

### **III. Communication with Members and the Public**

1. The Executive Director disseminates the statement to membership, and, if necessary, creates additional “products” containing the statement. The Executive Director may issue a press release.

2. Members, committees, or individuals advocating for the public statement may use the Society’s name in such a way as to imply the Society’s endorsement of that position after the statement is issued by the Executive Director.

3. The SBL executive office will post all Society public statements on the SBL website and when appropriate in the SBL Policy Manual.

## ***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. 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 to and will be shared with only with those third-party service providers who perform functions on SBL's behalf, including processing credit card payments, providing customer service, removing repetitive information from customer lists, analyzing data, and providing marketing assistance. See page 68 for information on "cookies."

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. Use of the Web site is at the user’s risk, and the user assumes 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 users of the Web site or any third party for any compensatory, direct, indirect, incidental, special, exemplary, punitive, or consequential damages, or attorneys’ fees, arising out of the 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.

### **Email Privacy Policy**

1. Through membership in SBL, members are establishing a business relationship with SBL and authorizing use of the email addresses provided to the organization.
2. SBL may utilize the email addresses provided by its members for communication and promotion of SBL events, meetings, educational programs, products, and services, unless specifically instructed otherwise by an individual member.
3. SBL shall provide recipients of all mass email communications the opportunity to unsubscribe from email distribution lists.
4. SBL may provide the email 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 a 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.

Council Members therefore must:

- 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 they 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 the organization.

## ***SBL Social Media Policy for Volunteers***

### **Goal for the Use of Social Media by SBL Volunteers**

Both public and private social media opportunities abound for members to utilize. SBL's social media policy is intended to actively support academic ideals of thoughtful engagement—the values and virtues of SBL's mission to foster biblical scholarship. To this end, SBL has established guidelines it hopes will help members engage in public debate and contribute to informed discourse on sacred texts and religion. Furthermore, we hope these guidelines will help volunteers (and members) support in public discussions the mission, strategies, and values of SBL, and to speak on behalf of fellow members engaged in fostering biblical scholarship in all the professional contexts in which they are active.

SBL has policies that guide staff in its use of social media platforms. The following guidelines are for volunteers.

### **Guidelines and Expectations for Volunteers**

Members serving in volunteer positions, including on Council, committees, editorial boards, steering committees, and task forces bear additional responsibilities, as they may be understood to speak on behalf of its membership and represent the Society in public fora.

**SBL volunteers are subject to this policy to the extent they identify themselves in their volunteer role (other than as an incidental mention of a place they volunteer in a personal blog on topics unrelated to SBL). SBL volunteers are free to publish or comment via social media in accordance**

**with the Social Media policy. All uses of social media should follow the same ethical standards that SBL volunteers otherwise follow.**

**These guidelines should be used in conjunction with the “Media Relations” policy in the SBL Policy Manual. All information contained within this document is subject to any applicable country, state and/or local laws.**

1. **Always think twice.** What you publish will be around for a long time, so consider the content and tone carefully, including any unintended consequences thereof. Social media posts have a unique potential to blow back on SBL staff, volunteers and the organization in a significant way. Social media thrive on speed and ease of access. Volunteer participation in social media should not be pressured by these factors but should be circumspect and constructive.
2. **Be clear about why you are using social media.** SBL’s social media communication strategy is guided by Council and the Executive Director. The strategy follows these policies and includes considerations such as what social networks to engage in, whether to set up a Facebook page for a given program or event, or what kinds of information to publicize through social media. If you are not abundantly clear about the purpose of your activity on social media, consult first with your SBL staff liaison.
3. **If discussing official SBL business when you are participating on social networking sites using your personal social media accounts, be transparent that your thoughts are your own.** Use your real identity—no aliases—and disclose your affiliation with SBL. If you believe your posting might lead to any confusion with viewers about whether you are speaking on behalf of SBL, you should clearly and specifically state as follows:

**Twitter/Facebook disclaimer:**

“These tweets/views are my own, not SBL’s.”

4. **Do not commit SBL** to any action unless you have the authority to do so.
5. **Do not post any business-related confidential or internal-use-only information that you obtain or learn about as part of your volunteer duties with SBL.** Such information includes the following examples: information regarding the development of systems, products, processes and technology; personally identifiable information (such as telephone numbers, Social Security numbers, credit and debit card numbers or financial account numbers) of the company’s employees, customers, vendors, or competitors; nonpublic financial information; marketing strategies; inventions not yet patented; or other business-related confidential or proprietary information. Contact your SBL liaison with any questions.

6. **Respect all copyright and intellectual property laws** including those protecting music, videos, text and photographs belonging to SBL or third parties. Contact [sharon.johnson@sbl-site.org](mailto:sharon.johnson@sbl-site.org) with any questions.
7. **Respect financial disclosure laws. Be very careful when making statements about SBL's financial performance, and do not make statements that in any way could violate federal or state securities laws such as the disclosure of material, nonpublic information.** Please refer to the Society Report or link to financials on the SBL website. Contact your SBL liaison with any questions.
8. **Do not post anything that is maliciously false, abusive, threatening or defamatory.** You should not post content that is defamatory, discriminatory, harassing, or in violation of SBL's policies against discrimination, harassment, or hostility on account of age, race, religion, sex, ethnicity, nationality, disability, or other protected class, status, or characteristic. You should not unlawfully disparage SBL products or services, or the products or services of our vendors or competitors. Examples of such conduct include offensive posts meant to intentionally harm someone's reputation and posts that could contribute to a hostile work environment on the basis of age, race, religion, sex, ethnicity, nationality, disability or other protected class, status or characteristic.
9. **Respect the privacy of others, including when posting photos on social networking sites.** Images that may be benign to you may have unexpected and undesired consequences.
10. **Do not engage with the news media or industry analysts** (for example, Huffington Post, Chronicle of Higher Education) **to discuss official SBL strategy** and/or business on SBL's behalf without approval. To ensure that SBL communicates with the media in a consistent, timely, and professional manner about matters related to the society, consult your manager or the Executive Director at [SBLExec@sbl-site.org](mailto:SBLExec@sbl-site.org) before responding.
11. **If you see misrepresentations made about SBL**, please point them out to your SBL liaison. Addressing misrepresentations can be tricky. Some users may attempt to induce a volunteer into commenting on an issue or may have a history with the organization that is unknown to you. Providing factual correction to misrepresentations must be done with special care, as even such attempts are not always straightforward and oftentimes the intent is entertainment.
12. **If you see something online that alleges potentially unlawful or unethical conduct** (for example, illegal, unsafe or unethical conduct by a SBL employee, Council member or volunteer), **immediately bring it to the**

**attention of the Executive Director at [john.kutsko@sbl-site.org](mailto:john.kutsko@sbl-site.org).** This is the best way to resolve problems such as the following:

- Personal attacks by someone identifying themselves as an SBL member
- Statements made about SBL affiliations that are being misconstrued
- Articles or blogs that make incorrect claims about SBL
- Accusations about unethical SBL statements
- Accusations about an SBL board member or staff behaviors that may reflect badly on SBL
- Reports of inappropriate behavior at an SBL sponsored meeting

### **FOR MORE INFORMATION**

For more information, please reference the SBL Policy Manual and your Committee Handbook.

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

#### **Cookies**

SBL respects the privacy of both guests and members accessing the SBL web site. When a person visits our web site, a temporary cookie (or file) is used to aid navigation on our web site, but the cookie is not used to collect information and is automatically destroyed upon the person's exiting the site.

#### **Email Addresses**

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

#### **External Links**

As a service to users, the SBL web site includes links to other sites of interest. SBL is in no way responsible for the content of sites that are linked to the SBL web site and expressly disclaims all liability for damages arising out of use,

reference to, reliance on, or performance of such information. SBL is not responsible for the privacy practices of linked web sites.

### ***RBL* Privacy Policy**

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

### Email Privacy related to ***RBL***

Email communication is a vital part of the book review process. A member's 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**

Removal 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](mailto: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 on ***RBL***

The *RBL* web site 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* web site 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 web sites.

### Cookies

*RBL* respects the privacy of both guests and members accessing the *RBL* web site. When a person visits the *RBL* web site, a temporary cookie (or file) is used to aid navigation on the web site, but the cookie is not used to collect information and is automatically destroyed upon the person's exiting the site.

### Membership

*RBL* is a publication service of the SBL. By necessity, SBL collects contact information of its members, including—but not limited to—name, address,

telephone numbers, fax number, and email address. This information is requested on the membership application forms. SBL does not use any technique to collect information on its members beyond that which they freely provide us. Such information is used 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. Systems are in place to ensure that advertisers do not use unauthorized lists and do not use lists more than once.

*Other Information:* SBL does not make other information about its members (such as telephone numbers, fax numbers, or email 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

Each committee of Council assists the Council in carrying out 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 force performs certain tasks, as requested by the Chair of Council, in addition to those listed below. The chair of each committee is responsible for the following committee tasks:

- Conduct meetings via conference calls 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 forces, 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 the work of the committee and specific recommendations with supporting rationales. These should be accompanied by an archival copy of the committee's minutes of the meeting in which the recommendations were discussed.

For information on the SBL Archive Policy, see pages 18 and 19.

### ***Development/Advancement Committee Description (Ad Hoc)***

*The Development Committee was created to facilitate fundraising efforts for the 125<sup>th</sup> Anniversary Campaign in 2004. The Campaign ended 2006. In the Spring meeting, April, 22, 2012, Council voted to make dormant the Committee until otherwise deemed necessary. The Development Committee will serve in an ad hoc capacity.*

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's 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's 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 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 individual 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 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 other existing committees regarding



specific and special needs. The goal is for volunteer positions to be held by 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 four-year term and normally non-renewable]; Vice-President becomes President after one year and President has a one-year term).
2. Council Executive Committee nominates and votes on the Nominating Committee
  - a. Chair of the Nominating Committee is always a Council member;
  - b. Two members of the Nominating Committee are always Council members;
  - c. Nominating Committee members are not normally given a second term.
3. The Nominating Committee consults with Council and proposes a slate for Vice-President and Council (usually done in April).
4. The Nominating Committee, after consultation with chairs of committees and discussion with the staff member(s) who works directly with the committee, proposes the following for election by Council:
  - a. Program Committee and Chair;
  - b. Research and Publications Committee and Chair;
  - c. Development 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. Professional Development Committee;
  - i. International Cooperation Initiative Committee and Chair;
  - j. American Council of Learned Societies Representative.
5. The Program Committees nominate and vote on Program Unit Chairs and report to the Nominating Committee and Council (done once a year).
6. The Research and Publications Committee nominates and votes on editors and editorial boards and reports to the Nominating Committee and Council (done once a year).
7. The Affiliate Review Panel reviews applications from organizations requesting Affiliation with SBL and reports to Council for ratification (done once a year).
8. Special considerations and reminders:
  - a. The Nominating Committee consults with Council and the Executive Director for nominations of Vice-President and Council.
  - b. The Nominating Committee consults with the Executive Director and the Director of Publications for persons on and chair of the Research and Publications Committee.

- c. The Nominating Committee consults with the Executive Director and the Director of Congresses for persons on and chair of Program Committee.
- d. The Nominating Committee consults with chairs of all committees when identifying nominees for their specific committees.
- e. The Nominating Committee follows American Council of Learned Societies stipulation that the ACLS representative serves a four-year term.

## Calendar

1. Request for nominations on web and in print where possible.
2. In January a list of nominations and procedures documents needed for the Nominating Committee is prepared in the SBL administrative office so that nominations can be brought to the spring Council Meeting (needed by 15 March).
3. Council reviews the Nominating Committee's report and votes on as many nominations as possible at the spring meeting.
4. A final list for all nominations is presented at the fall Council meeting and Council votes on any nominations that were not voted on in the spring meeting.
5. The Annual Business Meeting votes on Vice-President and Council.
6. The Annual Business Meeting receives a report of all other votes by Council and the Research and Publications and Program Committees.

## **Principles and Practices for Committee Member Orientation and Regular Review**

### **I. Consultation**

- Nominating Committee proposes names through a process of consultation and discussion with the following sources:
  - o Council
  - o Executive Director
  - o Chair of committees
  - o General membership
  - o Staff who work directly with committees
- Nominating Committee should pay special attention to areas of service that indicate attention to detail and ability to work within processes. Two particularly strong areas for prospective committee members are book series editors and program unit chairs.
- A periodic review of each committee job description will facilitate the process of evaluation and guide the orientation of new committee members.

### **II. Confidentiality**

The consultation and discussion of nominations and submissions is done with great care and confidentiality.

### **III. Criteria**

When prospective nominations are discussed, a range of considerations is taken in account, including: institutional affiliation (university, seminary, and divinity school), gender, race and ethnicity, geographic location (North American, non-North American), academic discipline, academic credentials (student, faculty), administrative experience, previous Society service. This process addresses the breadth needed in leadership and ensures diversity in professional and academic participation. The following is a BoardSource checklist to facilitate leadership diversity.

Categories	Notes
Academic discipline	
Administrative experience	
Age	
Gender	
Race/Ethnic background	
Geographic location/International	
Previous SBL service	
Institutional affiliation and type	
Academic credentials	
Professional position (student, adjunct/contingent, non-tenure track, tenure track, tenured, independent)	

### ***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 creation 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.

## **MEMBER POLICIES AND STATEMENTS**

### ***SBL Professional Conduct Policy***

The members of the SBL constitute a community of scholars dedicated to promoting the critical investigation of biblical literature and history, together with other related literature, by the exchange of scholarly research in published form and in public forum.

While freedom of inquiry is at the heart of this enterprise, such freedom carries with it the responsibility of professional conduct. As a learned society, the SBL requires professional conduct of its members as they exchange scholarly research in SBL publications and when they convene at SBL meetings and programs.

Professional conduct includes, but is not limited to, conduct based on respect for others which does not in any way exploit power and/or status differences such as those that exist between faculty and students, between senior and junior colleagues, between employers and those seeking employment, or between those who grant access to publication or presentation and those who seek such access. It also includes conduct based on respect in peer to peer relationships. Professional conduct is free of all forms of harassment and discrimination.

Discrimination means a distinction, whether intentional or not, relating to personal characteristics of an individual or group, which has the effect of imposing burdens, obligations, or disadvantages on such individual or group not imposed on others; or which withholds or limits access to opportunities, benefits and advantages available to other members of the SBL. Discrimination on the basis of race, ancestry, place of origin, color, ethnic group, citizenship, gender identity, sexual orientation, disability, creed, age, marital/family status, or any other characteristic protected by U.S. law is prohibited by SBL in all of its sanctioned activities (including regional, annual, and international meetings, sponsored events and programmatic activities, and committee and editorial board meetings).

Harassment may be defined as vexatious comment or conduct in relation to a person or group of persons on the basis of personal characteristics (i) which has the effect or purpose of creating a hostile or intimidating environment; or (ii) which has the effect or purpose of offending or demeaning a person or group of persons; or (iii) which functions implicitly or explicitly to limit participation in a professional program, activity, or opportunity.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal comment or physical conduct of a sexual nature by a person who knows or ought reasonably to know that such conduct is unwanted, including situations in which (i) the request or conduct involves any implied or expressed promise of professional reward for complying; or (ii) the request or conduct involves any implied or expressed threat of reprisal or denial of opportunity for refusing to comply; or (iii) the request or conduct results in what reasonably may be perceived as a hostile or intimidating environment. Such examples are illustrative, not exhaustive. Sexual harassment does not refer to occasional compliments of a socially acceptable nature or consensual personal and social relationships without a discriminatory effect. It refers to behavior that reasonably situated persons would regard as not welcome and as personally intimidating, hostile, or offensive.

The SBL is committed to the creation and maintenance of a discrimination- and harassment-free environment in all of its sanctioned activities. The professional conduct of all members who participate in such activities is essential for preserving this standard. SBL is also committed to preventing harassment by or toward its employees and third parties involved in its activities, including contractors, vendors, volunteers, or guests.

**Any person who has experienced a serious verbal threat or any physical assault should contact law enforcement officials immediately. Any person who desires to report a possible violation of the SBL Professional Conduct Policy at an SBL sanctioned event should promptly contact the SBL Executive Director, the Chair of SBL Council, or the Professional Conduct Committee Chair. SBL has established Professional Conduct Investigation Procedures that provide guidelines for gathering information, maintaining confidentiality to the extent possible, reaching an initial determination, allowing for an appeal, and determining disciplinary action.**

SBL cannot proceed with an investigation of anonymous complaints. However, SBL honors the confidentiality of conversations within the parameters of the law and will reasonably act to protect persons participating in a complaint process. Members who have witnessed an alleged incident of harassment or discrimination are encouraged to report the incident. However, an investigation may not be conducted without the consent and participation of the alleged victim.

SBL will investigate all complaints according to its Procedures. The existence of a law enforcement complaint is extremely helpful to the Professional Conduct investigation process. No individual will be retaliated against for making a complaint in good faith or assisting with the investigation of a complaint.

Anyone who is found to have engaged in discrimination or any form of harassment will be subject to disciplinary action, which may include, but is not limited to, reprimand and/or suspension or termination of the individual's membership and/or participation in current or future SBL operated, sponsored or affiliated events. If an individual in attendance at an SBL-sanctioned event is found to have violated the Professional Conduct Policy with respect to sexual harassment or assault, SBL may revoke that individual's permission to be on the premises, with the individual's registration fees forfeited. An SBL member who is found to be in violation of the SBL Professional Conduct Policy may be denied registration or participation in a meeting, service on boards and committees, and/or participation in SBL publishing programs. Severe or repeated violation of the Professional Conduct Policy may result in revocation of SBL membership.

Individuals who are publicly sanctioned for sexual assault, harassment, or other kinds of misconduct by an institution, including by a university or corporation, may be barred from participating in SBL-sanctioned events for the duration of the institution's sanction or have their membership terminated. Appeals may be requested in the case of advance registration for the Annual and International Meetings; on-site registration for such individuals will not be permitted.

Persons who have experienced harassment or assault from a member working in the United States may also have the right to bring complaint to that member's institution, following Title IX rules and regulations.

*This policy was approved by the SBL Council October 2019 and updated by the SBL Council February 2023.*

### ***SBL Professional Conduct Investigation Procedures***

To assist SBL members in resolving discrimination and harassment complaints in regards to its Professional Conduct Policy, SBL has established these Investigation Procedures pertaining to informal and formal resolution processes. A person seeking more detailed information should consult these Procedures, which are available from the Executive Director, the Professional Conduct Committee Chair, or the Chair of Council. These Investigation Procedures apply to discrimination, harassment and sexual harassment at an SBL sanctioned event as these terms are defined in the Professional Conduct Policy. For

purposes of these Investigation Procedures all forms of discrimination, harassment and sexual harassment are hereinafter called “professional misconduct.” SBL’s internal process for resolving professional misconduct issues is independent of processes of other outside entities, such as institutions, judicial bodies or governmental agencies.

### **Summary of Procedures**

SBL’s Professional Conduct Policy applies to conduct at SBL regional, annual, and international meetings, sponsored events and programmatic activities, and committee and editorial board meetings. Complaints involving professional misconduct should be addressed to the Executive Director, the Professional Conduct Committee Chair (Chair), or the Chair of Council. SBL maintains a Professional Conduct Committee (Committee), with seven members, including its Chair. SBL members have recourse to two procedures for reporting and resolving incidents of professional misconduct: an Informal Resolution Process and a Formal Resolution Process. The Informal Resolution Process will be conducted by the Professional Conduct Committee Chair in conjunction with the Executive Director, and it encourages members to report incidences of professional misconduct in an environment that highlights dialogue and discretion. The Formal Resolution Process will be conducted by the Chair and a Professional Conduct Panel (Panel) consisting of two members of the Committee.

### **Importance of Prompt Reporting**

If you or someone you know is in imminent danger or experiencing verbal or physical assault, contact local police or law enforcement immediately.

An SBL member who believes herself or himself to be a victim of professional misconduct at SBL sanctioned events should notify the Executive Director, the Professional Conduct Committee Chair, or the Chair of Council immediately, although SBL may be limited in action it can take regarding an accused person who is not affiliated with SBL. If contacted first by the complainant, the Executive Director or Chair of Council will immediately convey the report to the Professional Conduct Committee Chair.

SBL is in the best position to take effective action against professional misconduct when both parties to the complaint have a current affiliation with SBL and when an incident took place at an SBL sanctioned event. If a complainant waits to report professional misconduct until after the accused person is no longer affiliated with SBL, this can hinder and in some cases completely prevent SBL from taking effective action.

### **Professional Conduct Committee**

SBL maintains a Professional Conduct Committee which is composed of seven members of the SBL: two from the Underrepresented Racial and Ethnic Minorities in the Profession Committee; two from the Status of Women in the

Profession Committee; one from the Professional Development Committee; one from the LGBTIQ+ Scholars and Scholarship Committee; and one from the Students in the Profession Committee. Council appoints members to this committee, including its Chair. Nominations for the Committee will occur annually at the spring SBL Council meeting and take effect at the beginning of the next calendar year (January 1). SBL Council will take into consideration for nominations those members with experience in the area of resolving professional misconduct and those members who have not been involved in cases of professional misconduct. The Committee will be balanced and represent various, relevant forms of diversity including gender.

Members' service on the Professional Conduct Committee will not exceed three years and may end sooner if their term of service on their respective SBL committees expires. Members of the Committee are responsible to review the Professional Conduct Policy and the Investigation Procedures.

### **Informal and Formal Processes to Address Professional Misconduct**

#### **1. Informal Resolution Process**

There are a variety of response options for dealing with professional misconduct. Depending on the situation, some persons wish initially to confront the person who is engaging in the objectionable conduct. However, it is not necessary for a person to confront harassing or objectionable conduct before reporting it to SBL.

In certain cases, where the harassing or objectionable conduct may be isolated, subject to misunderstanding or differing interpretations, or the complainant simply wants the professional misconduct to stop, an informal resolution may be the preferred way to handle the complaint. The informal process encourages members to report incidences of professional misconduct in an environment that highlights dialogue and discretion.

Informal resolution must always be voluntarily agreed to in writing by the complainant with no requirement that the complainant use the informal process before filing a formal complaint. If a complainant is not sure, she/he can always initially request informal resolution through SBL and later request the formal resolution process. The informal process, too, is meant to establish trust in the system and encourage voluntary reporting by victims and witnesses of professional misconduct. Other examples of behaviors that could sometimes be appropriate for SBL's informal resolution process include isolated instances of sexual innuendo; inappropriate materials, pictures or jokes; or comments with sexual content.

Individuals who wish to pursue SBL's informal resolution process should promptly report the incident, and ask for informal resolution from the Professional Conduct Committee Chair designated by Council. The Professional Conduct Committee Chair and/or the person handling the complaint should consult the Professional Conduct Investigation Guide.



To ensure accurate communication of the allegations, the person reporting professional misconduct is strongly encouraged to submit a written account to SBL. However, reporting the incident should take precedence over completing a written account.

During the informal resolution process, the Professional Conduct Committee Chair should take appropriate action consistent with the intent of the Professional Conduct Policy. Ordinarily, this may involve providing a copy of the Policy and these Procedures to the complainant, discussing these, listening to the complainant's concern, discussing options, encouraging the complainant to submit a written account, and attempting to learn the complainant's desired resolution. The person handling the complaint then would ordinarily attempt to communicate with the person responding to the complaint (respondent) to mediate a resolution, involving others on the Committee as necessary to promote resolution. If a satisfactory resolution occurs, the person handling the complaint should notify the Executive Director and/or Chair of Council in writing, identifying the parties and, in general terms, the allegations and how the situation was resolved.

When the Professional Conduct Committee Chair resolves the complaint through the informal process, the Professional Conduct Committee Chair ordinarily will provide both parties to the complaint a document outlining the resolution. Each party will be asked to sign a copy of the document that will become a part of the file in General Administration category in the SBL office for five years after the investigation is concluded, until the parties are no longer affiliated with SBL, or such other later period required by law.

If allegations are not informally resolved satisfactorily to the complainant or the respondent, the person receiving/handling the matter must notify the Professional Conduct Committee who will then determine whether to begin the formal resolution process.

## 2. Formal Resolution Process

When a person desires formal resolution of his/her concern over professional misconduct, that person should promptly contact the SBL Professional Conduct Committee Chair. In the event the Professional Conduct Committee Chair is not available, contact a member of the Committee or the Executive Director. A person experiencing professional misconduct involving violence, threat of violence, sexual assault, unwelcome sexual or other inappropriate touching or unwelcome sexual advance or "come-on," should report this to the Professional Conduct Committee Chair. If you or someone you know is in imminent danger or experiencing verbal or physical assault, contact local police or law enforcement immediately. The Professional Conduct Committee Chair and/or the person handling the complaint should consult the Professional Conduct Investigation Guide for Investigating Harassment for guidance.

The Professional Conduct Committee Chair will attempt to interview the complainant (the person bringing the complaint) to understand the allegations and ask the complainant to put in writing, date, and sign off on the details of the complaint. The complainant should identify for the Professional Conduct Committee Chair any witnesses and any pertinent evidence (such as documents, e-mails, etc.).

The Professional Conduct Committee Chair will attempt to contact the respondent (the person responding to the complaint), apprise that person of the nature of the complaint, and share with the respondent relevant portions of the complainant's written allegations.

Two individuals, one male and one female, will be chosen by the Professional Conduct Committee Chair from the SBL Professional Conduct Committee to serve as the Professional Conduct Panel. The Professional Conduct Committee Chair will choose, provided there are no conflicts of interests, panelists whom the Professional Conduct Committee Chair believes can be fair and impartial to particular parties involved.

In addition to interviewing the complainant and the respondent, the Panel will attempt to interview other individuals or witnesses, who might be able to assist the Panel in determining the facts. Failure of permission to interview other individuals or witnesses may make it more difficult to evaluate the validity of the complaint or respondent's response.

During the process, the complainant and the respondent may each consult with legal counsel.

The Panel should ordinarily schedule interviews reasonably promptly (ordinarily, schedules permitting, within 10 days of the initial complaint to the Professional Conduct Committee Chair, unless SBL is closed for holiday). Interviews will be scheduled by any means necessary to gather the necessary information to find a resolution. Interviews are not to be taped; however, members of the Panel may take confidential personal notes. Those notes will become part of the file maintained by the Professional Conduct Committee Chair. The Panel may recall the parties or witnesses for more than one interview.

During Panel interviews, the complainant and the respondent may have legal counsel with them. Legal counsel is not to communicate directly with the Panel.

The complainant and the respondent will not be interviewed at the same time. Neither party nor their legal counsel will be allowed to attend any interviews of others involved in the investigation.

If an individual wishes to bring legal counsel present during his/her interview by the Panel, the Professional Conduct Committee Chair must be notified well in

advance. No Panel investigation with legal counsel will take place unless SBL legal counsel is available.

The Panel has discretion to determine how many and which interviews are appropriate. The Panel and the Professional Conduct Committee Chair may consult, and at the end of its investigation, the Panel will present its findings and make a recommendation to the Professional Conduct Committee Chair. Anyone who is found to have engaged in professional misconduct will be subject to disciplinary action, which may include, but are not limited to, reprimand and/or suspension termination of the individual's membership, engagement, and/or participation in current and/or future SBL operated, sponsored and/or affiliated events. No individual will be retaliated against for making a complaint or assisting with the investigation of a complaint. Individuals who are expelled from SBL may be reinstated if the recommended actions by the Panel are fulfilled. All individuals who fulfill the recommendations of the Panel will be considered in good standing.

The Professional Conduct Committee Chair will review the findings and recommendation, and make a report to the Executive Director. In the case the Executive Director is the complainant or the respondent, the report the Professional Conduct Committee Chair makes a report to the Chair of Council. Prior to submitting the report, the Professional Conduct Committee Chair will orally summarize the report and the action recommended to both parties.

The Professional Conduct Committee Chair will make a recommendation to the Executive Director about the appropriate course of action. The Executive Director will review the recommendation of the Panel, consult as needed with the Panel, make a decision as to the appropriate course of action, and notify the two parties in writing. The decision of the Executive Director shall include notice to the respondent of the right to appeal to the Council, provided that the appeal is filed in writing with the Chair of the Council within ten (10) days of receipt of the decision of the Executive Director.

If the reporting of the findings lead to verbal or physical assault by either the complainant or the respondent upon the other it is incumbent that the Executive Director advise that individual to contact the local police or law enforcement. If the reporting of the findings lead to verbal or physical assault by either the complainant or the respondent upon the Executive Director, Chair of Council, or any member of the Professional Conduct Committee, it is incumbent that these parties contact the local police or law enforcement. The decision of the Executive Director is final in all matters of professional misconduct.

If civil or criminal legal proceedings related to alleged professional misconduct are initiated, SBL, in its sole discretion, may indefinitely suspend or postpone any pending informal or formal professional misconduct resolution process. Such resolution process may be reinstated at any time in the sole discretion of SBL.

**Appeal**

A recommendation of disciplinary action may be appealed to the Council, provided that the respondent submits an appeal in writing to the Chair of the Council within ten (10) days after receiving the initial decision of the Executive Director. Grounds for appeal must be specified and include new evidence, demonstration of a flawed procedure, or proof of bias.

If an appeal of the final decision of the Executive Director is submitted then the Chair of Council will contact the respondent and prepare a time-line for resolution of the appeal. The appeal shall be based on the written record of findings by the Professional Conduct Panel, the report of the Professional Conduct Committee Chair, and the findings and decision of the Executive Director. The appeal shall be determined in an executive session of the Council. A majority of all of the members of the Council shall be required to sustain the disciplinary action imposed by the Executive Director. The Council may not impose a more severe or onerous sanction than the sanction imposed by the Executive Director.

**Confidentiality**

SBL endeavors to keep a professional misconduct complaint and information obtained during an investigation of a professional misconduct complaint confidential; however, SBL cannot guarantee complete confidentiality, for example, where it would conflict with SBL's investigation, or its efforts to take corrective action, or to otherwise comply with the intent of this policy or its legal obligations. Nevertheless, everyone within the organization must strive for appropriate confidentiality. Rumor and innuendo are not productive, and appropriate confidentiality protects the complainant as well as the respondent.

Committee members are prohibited from communicating about the existence of, or information learned during, or outcome of, any internal professional misconduct investigation under the Policy, except as provided otherwise by law or as necessary to effectuate the Policy or these Procedures.

Information about a professional misconduct investigation or its results will ordinarily not be disseminated to the SBL membership or to the public, except as provided otherwise by law or as necessary to effectuate the Policy or these Procedures.

At the end of each calendar year the Professional Conduct Committee Chair will report to the Executive committee of SBL Council whether any formal professional misconduct investigations have been completed during the year.

**Records**

All other records pertaining to professional misconduct allegations, including the notes of the Panel investigation will be confidentially retained by the Professional Conduct Committee Chair until the later of the following: five years after the

investigation is concluded, until the parties are no long affiliated with SBL, or such other later period required by law. It is intended that the Professional Conduct Committee Chair will periodically review its files for ones that are outside this retention period, so that these files can be destroyed. These records are SBL's confidential work-product and not available to other entities except where provided otherwise by law or SBL's Policy or these Procedures.

*This policy was approved by the SBL Council October 2019 and updated by the SBL Council in February 2023.*

## ***The Role of the Society in Making Public Statements***

The mission of the Society of Biblical Literature is to foster biblical scholarship. It is committed to its core values, including collegiality, respect for diversity, critical inquiry, inclusivity, and tolerance. As a society of scholars, we aspire to provide a model for engaging critically and respectfully all aspects of religious discourse in the context of civil society. Among a membership that is socially diverse and increasingly international, individual members may espouse intensely-felt opinions on ethical issues that can be diametrically opposed to the opinions of other members. This is a positive state of affairs and an opportunity to exercise the core values of the Society. As a learned society, its role is to encourage the expression of these opposing viewpoints in public fora (including digital, or social media), and to provide a safe space for discussion in which everyone is encouraged to put forward their reasoned opinions while being offered respect and collegiality, and being protected from all forms of hate speech. The Society encourages its members to engage with the major issues that face them in their particular place and moment in history, and aims to provide resources to foster deep discussion of these issues, and critical engagement with them, from a variety of standpoints and perspectives.

As a 501c3 organization, the Society of Biblical Literature is constrained from offering public statements on political issues that do not directly engage our mission. Hence the Society as a whole cannot hold a general ethical position on critical issues in current religious discourse; its members can, and should act according to their consciences. The Society exists to foster the development of responsible ethical and political positions by its diverse members, especially on issues that touch on our profession and expertise. Were the Society to espouse particular ethical and political positions and issue public statements on them, it would situate itself over against its own members who hold divergent opinions.

The Society will act according to its core values in its own functioning, in its governance, and in the decisions that its Council and staff take on behalf of its members in organizing events. The Executive Director of the Society of Biblical Literature represents Council's deliberations and discussions and serves as its designated spokesperson. These duties include setting standards for and ensuring appropriate conduct in these jointly-held common spaces, whether they be at an annual meeting, during work on a committee, in the publications of its Press, or in the digital spaces of the social media that appear under the name of the Society of Biblical Literature or are linked to it. The Society will sponsor policies for the presentation of scholarly work in these venues that ensure the legal and ethical treatment of individual scholarly works and items of cultural heritage. The Society reserves the right to act to protect the civil rights of its members and their safety in these venues. The Society also stands in solidarity with its members in the academy in support of their academic freedom, and their right to conditions of work free from intimidation that allow them to perform the

duties of their profession responsibly. These issues are central to the core values of our Society, which we seek to preserve in our common activities as a Society, and in our individual professional contexts.

*This policy was approved by the SBL Council December 2015.*

## ***SBL Policy on Scholarly Presentation and Publication of Ancient Artifacts***

Members of the Society of Biblical Literature encounter issues related to the authenticity and provenance of ancient artifacts (hereafter Artifacts), including but not limited to ancient texts (including papyrus, inscriptions, cuneiform tablets, and codices). This policy applies to SBL program session presentations at Annual, International, and Regional Meetings (hereafter Programs) and books and serials published by SBL Press (Publications). SBL Affiliate sessions shall also be reviewed for conformity with this policy.

- 1) The Society of Biblical Literature endorses the guidelines for the treatment of antiquities laid out in the American Schools of Oriental Research Policy on Professional Conduct (approved 18 April 2015). Specifically, section III, parts D and E, are to be applied to SBL's Programs and Publications.
- 2) When their proposals or manuscripts deal with such materials, members shall be asked to submit relevant information on ancient Artifacts for all conference paper proposals and manuscripts for publication (hereafter Submissions). It is further noted that the submitter of a paper or publication is to inform the Program Unit Chair (hereafter PUC) and Series or Serial Editor (hereafter SE) if any of this information changes prior to presentation or manuscript Submission.
- 3) PUCs and SEs should familiarize themselves with the ASOR policy when considering Submissions. If a Submission conflicts with the standards of the ASOR policy, the PUCs and SEs are expected either to reject it or work with the submitter to resolve the conflict with the policy.
- 4) Council will establish and maintain an Artifact Advisory Board (AAB) that will serve in an advisory capacity for the PUCs, SEs, and Council when issues arise related to artifacts in SBL Submissions. The AAB will comprise four members including one Council member. When a Submission is rejected due to a conflict with the policy, the PUC or SE will inform the chair of the AAB, which will keep track of all such conflicts.

This policy will be in effect for Submissions for the 2017 Annual Meeting as well as for Press Submissions beginning in 2017.

Council will review the policy and process no longer than two years after its adoption. This will give ample time to determine how the ASOR policy relates to the needs of SBL and its members, and how the process operates within SBL Programs and Press.



## ***Academic Freedom, Critical Inquiry, and Participation in the Society of Biblical Literature***

*This statement pertains to the disciplinary standards and exercise of academic freedom in the meetings and official activities of the Society of Biblical Literature.<sup>15</sup>*

The Society of Biblical Literature supports academic freedom for scholars in their research, publication, and the broader communication of that research in an international context. This includes the freedom to choose topics and methods and to arrive at controversial results. SBL's institutional purpose to foster biblical studies is defined by scholarship devoted to the critical investigation of the Bible from a variety of academic disciplines. This mission is carried out by advancing academic study of biblical texts and their contexts as well as of the traditions and contexts of biblical interpretation, and by facilitating broad and open discussion from a variety of scholarly perspectives.<sup>16</sup>

Members participating in meetings of the Society of Biblical Literature contribute to the intellectual community of SBL, and thereby agree to engage in an open academic discussion guided by disciplinary norms and in scholarly discourse characterized by critical inquiry and investigation. SBL expects all members to be responsible for the quality of this scholarly community when participating in its programs and forums. SBL's rules of discourse and engagement are consistent with other learned societies in the humanities and social sciences. SBL embraces the opportunity to expose individuals, institutions, and communities to SBL's institutional mission, intellectual methods, and humanistic values. As a learned society, its role is also to encourage the expression of opposing viewpoints and to provide a safe space for discussion in which everyone is encouraged to put forward their reasoned opinions while being offered respect and collegiality.

SBL's policy on academic freedom is held alongside its Professional Conduct Policy. The Society holds members, affiliated organizations, and institutional hosts to these standards during all SBL-sanctioned activities (including regional, annual, and international meetings, sponsored events and programmatic activities, and committee and editorial board meetings). The use of facilities by the Society does not constitute an endorsement of institutions, other associations, or corporations. The selection of institutional or corporate hosts is guided by SBL's Guidelines for Selecting Host Institutions and its meeting Memorandum of Understanding.

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<sup>15</sup>Academic freedom is not equivalent to the legal principle of freedom of speech, as variously defined by different constituencies.

<sup>16</sup>SBL's formulation of academic freedom is rooted in the AAUP's 1940 Statement of Principles on Academic Freedom and Tenure.

*Approved 22 April 2017*

## ***Statement on Academic Boycotts***

SBL's mission statement enumerates the core values of the Society, including respect for diversity, openness to change, and critical inquiry that reflects SBL's full international context. In order to fulfill this mission, SBL considers academic boycotts an obstacle to the free exchange of ideas, a bedrock principle for scholarly discourse. SBL's statement on academic freedom elaborates the principles supporting critical inquiry and participation. Both the statement on academic freedom and this statement on academic boycotts are in accordance with the positions of AAUP.

Rather than engaging in academic boycotts, the Society provides opportunities for organizing academic sessions, including those that address controversial issues. Such sessions, as with all sessions and panels at SBL conferences, relate to the scholarly mission of the Society, are open to all of its members, and provide analysis of complex and sometimes competing points of view. The Society recognizes that members, individually and in groups, exercise their right to participate according to their conscience and interest.

The Society furthermore provides procedures for making public statements that are directly related to its mission or to the professional interests of its members.

*Approved 21 October 2017*

## ***Procedures for Requesting Governance and Policy Changes***

### **I. Procedures for Amending the Constitution**

In regards to Amending the Constitution and By-Laws, the SBL Constitution provides this provision:

#### *Article X. Amendment*

This Constitution may be amended by a majority vote of the members of the Society voting at its Annual Business Meeting, on recommendation of the Council, such amendment having been proposed at least a year in advance and circulated to the members of the Society at least six months prior to the Annual Business Meeting at which final action is to be taken.

### **II. Procedures for Submitting Policies to the SBL Council for Consideration**

The SBL Council has adopted procedures for committees or groups of members to follow in to request changes in governance principles or policies.

## **A. Guidelines**

Members of the SBL have a number of informal avenues and resources for advancing interests of the Society within its current structures. Not least of these is the voluntary leadership model that is the basis of a learned society and membership organization. Members serve in over 1,500 voluntary roles, including steering committees, editorial boards, program units, committees of Council, and Council. Individuals in these positions develop agendas for the Society and are accessible to any fellow member in the Society. Individual are encouraged to influence the direction of the organization through these avenues.

From time to time, members of the Society of Biblical Literature ask the SBL Council that governs the Society to make a governance or policy change. The SBL Council has adopted the following guidelines for proposals and procedures for committees or groups of members to follow in preparing governance proposals to come before Council for consideration, approval, or endorsement.

### **1. Guidelines for Proposals**

In order for the Society to take informed action on requests for changes to governance practices or policies, proponents should provide thorough and convincing arguments. These guidelines set forth the content and format for a well-argued proposal for the Society's consideration of a governance change.

To make a decision to support a governance or policy change, the SBL Council will expect three items: (1) a proposal for the requested change, (2) evidence that the proposal has been endorsed by at least ten percent (10%) of its current membership or has the unanimous support of an SBL governance committee that is generating the proposal, and (3) a draft of the proposed governance revision or policy.

Proposals may be submitted to the Society's executive office, and the Executive Director will forward it to the Chair and members of the Executive Committee of Council. Proposals may be submitted by committees or group of members at any time and should include the following elements:

1. Concern. The proposal should contain a brief description of the governance or policy concern.
2. Relevance. Governance and policy proposals should provide evidence for the ways in which the issue falls within the boundaries of the Society's mission. This section should include a discussion of how the policy reflects an optimal practice for the governance of the Society.

3. Recommendations. Proposals should specify policy recommendations, not just concerns. If a policy seeks action, it should specify upon whom such action is urged and detail the action being sought. The proposal should specify what policy such action affects and show consideration for the operational and financial implications of such action.

4. Strategic Analysis. Proponents for new policies need to provide a strategic description of the context in which SBL policy will be used and how it relates to the SBL Mission.

5. Statement. The proposal must include a draft text for the governance principle or policy.

In its responsibilities as a fiduciary of the Society, the SBL Council may determine whether or not a request for a policy change is appropriate. The SBL Policy Manual contains guidelines for SBL Council.

## **B. Procedures**

1. Any SBL committee or group of members may submit a proposal to the Society's executive office for a policy consideration, and the Executive Director will forward it to the Chair and members of the Executive Committee of Council.

2. The Executive Committee of Council is intended to act as a catalyst and resource on policy issues, not as a censor or arbiter of what policies SBL should or should not endorse. The Executive Committee will review the proposal for conformity with the above guidelines. The committee may request that the proponents revise the proposal accordingly, may suggest coordination with various SBL sections or committees having similar concerns, and may suggest additional means of supporting the proposed policy perspective.

3. The Executive Committee must submit to the Executive Director and the Finance Committee all proposals deemed to have fiscal implications before they appear on the Council agendas so that the executive office can provide fiscal information as required in by SBL policy.

4. The Executive Committee will place the proposal on the agenda for the next Council meeting. If there is insufficient time to properly address step 3, the proposal will be placed on the next possible Council meeting agenda.

5. The SBL Council will make a final decision regarding its support of the proposal. Council may endorse the proposal as presented, may request revisions to strengthen the form or substance of the proposal, may send to an existing committee or name a task force to address, or may decline endorsement. Proponents who disagree with the decisions of the Council are free to communicate their concerns to the Council through the Executive Director.

6. If the proposal involves an Amendment to the Constitution and By-laws, Council will follow Article X of the SBL Constitution (see above).

### **C. Communication with Members**

1. The Executive Director disseminates the policy to membership. The Executive Director may issue a press release.
2. As needed, committee handbooks will be revised to reflect new policy.
3. The SBL executive office will post all policy revisions on the SBL website and in the SBL Policy Manual.

## **Meeting Policies and Statements**

### ***SBL Affirmative Action Statement for Employment Center***

It is expected that all employers will adhere in good faith to applicable federal, state, and local regulations concerning affirmative action, equal employment opportunity, and non-discrimination. Furthermore, employers are encouraged to take affirmative action initiatives. Institutions, if any, to which these regulations do not apply, or institutions, if any, at which religion has been determined to be a bona fide occupational qualification should state this in their job announcements. In addition, job announcements should state the criteria by which candidates will be evaluated (major field, supplementary fields, degree(s), experience, publications, etc.). It is further expected that candidates will be evaluated for hiring, promotion and tenure on the basis of appropriate professional credentials, qualifications and affirmative action considerations.

### ***SBL Security Policy for Meetings and Events***

In the light of today's environment, all public gatherings should be conducted in such a way as to ensure public safety. SBL has developed policies and practices that it uniformly applies for meetings and events. These have included contact with local law enforcement, awareness of local emergency preparedness and safety procedures in hotels and convention centers, the presence of law enforcement personnel, and the availability of on-site medical services. Our attention to these matters has always been to provide rapid response for the safety, health, and wellbeing of members and event attendees. Should you have any questions or concerns, please direct them to the SBL Executive Director, on behalf of the SBL Council.

*This policy was approved by the SBL Council 18 October 2014.*

## ***Policy and Guidelines for Selecting Host Institutions for SBL Regional and International Meetings***

### **Policy**

SBL is guided by several documents that set forth and institutionalize its values, mission, and principles. These include:

1. Mission Statement
2. Professional Conduct Policy
3. Statement on the Role of SBL in Making Public Statements
4. Policy on Academic Freedom and Freedom of Expression
5. Meeting Selection Memorandum of Understanding

SBL desires for its members to engage in academic meetings that advance the mission, strategies, and values of the Society. Members are encouraged to foster biblical scholarship and to expand the understanding of biblical studies in the academy and in the public square. Meetings are an opportunity to engage in this advocacy.

The Society has historically used and will continue to use the opportunity to host its meetings as a means to make clear its values. The Society integrates appropriate protections against discrimination into the selection process of host institutions. This criterion intends to provide assurance that anyone participating in an SBL-sanctioned event will be treated with fairness and respect.

In so doing, SBL also intends for its meeting to promote and establish an inclusive atmosphere at its host institutions. The Society considers the promotion of inclusiveness in race, religion, sexual orientation, and gender identity as a core commitment, promoting diversity in higher education and creating in public space a culture of critical inquiry, respect for diversity, and tolerance.

In recognition of the above principles, all printed and online meeting materials shall include an affirmation that SBL and institutions hosting meetings of SBL are committed to a meeting environment free of discrimination in programming and participation, in accord with SBL's core values and Professional Conduct Policy.

### **Guidelines and Selection Criteria**

These guidelines are intended help staff, volunteers, and members identify and select institutions for hosting academic conferences sponsored by the Society of Biblical Literature. The guidelines include:

- (1) to consult widely with SBL members in the regions to select a suitable host institution;
- (2) to exclude any institution under an existing censure by the American Association of University Professors (AAUP), the Canadian Association of University Teachers (CAUT), or any national standards for academic freedom, according to location; and
- (3) to affirm and to document with a signed interim MOU that SBL will only meet at institutions where no restrictions are placed on participation or programming that are contrary to the SBL's Professional Conduct Policy.

In regards to the 11 North American Regions, regional leadership should become familiar with the administrative guidelines that seek to balance the autonomy the regions enjoy and their responsibilities to the Society in selecting a venue to hold a regional meeting. Regions not conforming to these expectations would not be permitted to use the name or logo of SBL.

*Approved 22 April 2017*







## **PROGRAM HANDBOOKS AND POLICIES**

**(Available on the SBL Web Site, on the Staff Intranet, in Volunteer Handbooks, and upon Request)**

### Governance

1. Constitution and By-laws
2. Mission Statement, Vision Statement, Core Values
3. Council Orientation Handbook

### Publications

1. Open Access Policy
2. Peer Review Policy
3. SBL Handbook for Research and Publications Committee
4. SBL Handbook for Series Editors
5. Preparing Your Print-Ready Manuscript
6. SBL New Title and Author Form
7. Book and Journal Contracts

### Programs

1. Annual Meeting Program Committee Handbook
2. International Meeting Program Committee Handbook
3. Program Unit Chair Handbook

### Affiliates

1. Affiliate Organization Agreement

### Other Committee Handbooks

1. Nominating Committee
2. Professional Development Committee
3. Regional Coordinators Committee
4. Underrepresented Racial and Ethnic Minorities in the Profession Committee

## **DEPARTMENT MANUALS AND PROCEDURES**

**(Available on the SBL Web Site, on the Staff Intranet, or upon Request)**

### Finance, Administration, and Human Resources

1. Employee Handbook
2. Social Media Policy for Employees

### Congresses

1. Annual Meeting Request for Proposals
2. International Meeting Prospectus

3. Hotel Contract Template
4. SBL-AAR Letter of Intent (2010)
5. SBL-AAR Bridge Agreement (2014)
6. Interim Memorandum of Understanding for Meeting Hosting Institutions (2016)
7. Interim Policy and Guidelines for Selecting Host Institutions for SBL Regional and International Meetings (2016)