

Southeastern Association of Law Schools, Inc. (“SEALS”)
Policies Adopted by the Board of Trustees

List of Policies

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Southeastern Association of Law Schools, Inc. (“SEALS”)

Document Retention Policy

I. Purpose

SEALS implements the following Document Retention Policy (“DRP” or “policy”). There are three primary goals in adopting this policy: retention of important documents for reference and future use, organization of documents for retrieval, and reduction in document volume.

II. Types of Records

A Document Retention Schedule is attached to this DRP as Appendix A (“DRS”). The DRS lists several categories of records, as well as specific records that are assigned specific retention periods. All records not provided for in the DRS or described in this DRP, shall be classified as permanent records, final records, or temporary records.

“Records” (as that term is used in this DRP) means all business records of SEALS, including written, printed, and recorded materials, as well as electronic records (i.e., e-mail messages and records saved electronically).

Section 1. Permanent Records

Permanent records are records pertaining to the scope of work of SEALS and articulations of professional opinions. All permanent records not provided for in the DRS shall be retained indefinitely. All duplicates of permanent records may be discarded.

Section 2. Final Records

Final records are those records that are not permanent records and are either complete or are not superseded by later versions of the same record. Except as provided in the DRS, all final record shall be discarded ten years after the close of a project file. All duplicates of final records may be discarded.

Section 3. Temporary Records

Temporary records are those records that are used to prepare or complete final documents. All temporary records may be discarded at any time, except as provided in the DRS.

III. Record Management

Section 1. Record Manager. The Compliance Officer/Secretary shall be responsible for the duties of record manager.

Section 2. Duties of the Record Manager.

- a. Implement this DRP;
- b. Ensure that members of SEALS and all relevant persons understand and follow this DRP's purpose, and notify them of any changes to the DRP;
- c. Supervise the retention and destruction of documents; and
- d. Ensure proper storage of documents.

IV. Storage

Section 1. Tangible Records. Tangible records include, but are not limited to paper records, photographs, audio recordings, promotional items, and brochures. These records will be stored in a protected environment for the duration of the DRS at a location deemed acceptable by the Corporate Compliance Officer/Secretary.

Section 2. Electronic Records. Electronic mail and other electronic records should either be (a) printed and stored as a tangible record or (b) downloaded to a computer file and kept electronically or on a disk.

V. Destruction/Deletion

Section 1. Tangible Records. Tangible records to be destroyed pursuant to the DRS should be destroyed by shredding or by any other means that will cause the records to be unreadable.

Section 2. Cessation of Destruction/Deletion. If a lawsuit is filed, all record destruction shall cease immediately. No document shall be concealed, altered, or destroyed with the intent to obstruct an investigation or litigation.

VI. Update and Modification Policy

The Board of Trustees is authorized to adopt changes and updates to this DRP and/or the DRS.

Appendix A- Document Retention Schedule

Type Of Document	Minimum Requirement	Responsible Officer
Accounting Records (not otherwise listed)	10 years	Treasurer
Accounts payable ledgers and schedules	7 years	Treasurer
Audit reports	Permanently	Treasurer
Bank Reconciliations	2 years	Treasurer
Bank statements	3 years	Treasurer
Checks (for important payments and purchases)	Permanently	Treasurer
Contracts, mortgages, notes and leases (expired)	7 years	Executive Director
Contracts (still in effect)	Permanently	Executive Director
Contract Proposals	2 years	Executive Director
Correspondence (general)	2 years	All Officers
Correspondence (legal and important matters)	Permanently	All Officers
Correspondence (with customers and vendors)	2 years	Executive Director, Treasurer
Deeds, mortgages, and bills of sale	Permanently	Treasurer
Depreciation Schedules	Permanently	Treasurer
Duplicate deposit slips	2 years	Treasurer
Employment applications	3 years	Executive Director
Expense Analyses/expense distribution schedules	7 years	Treasurer
Expert opinions and reports	Permanently	Corporate Compliance Officer
Financial Statements (Year End)	Permanently	Treasurer
Governmental Filings (not otherwise listed)	Permanently	Corporate Compliance Officer
Insurance Policies (expired)	3 years	Executive Director
Insurance records, current accident reports, claims, policies, etc.	Permanently	Executive Director
Internal audit reports	3 years	Treasurer
Inventories of products, materials, and supplies	7 years	Treasurer
Invoices (to customers, from vendors)	7 years	Treasurer
Minute books, bylaws and charter	Permanently	Corporate Compliance Officer
Patents and related papers	Permanently	Corporate Compliance Officer
Payroll records and summaries	7 years	Corporate Compliance Officer
Personnel files (terminated employees)	7 years	Corporate Compliance Officer
Retirement and pension records	Permanently	Corporate Compliance Officer
Tax returns and worksheets	Permanently	Corporate Compliance Officer
Timesheets	7 years	Corporate Compliance Officer
Trademark registrations and copyrights	Permanently	Corporate Compliance Officer
Withholding tax statements	7 years	Corporate Compliance Officer

Policy adopted by final Board of Trustees vote on March 17, 2009 and effective immediately

Southeastern Association of Law Schools, Inc. (“SEALS”)

Panel Participation Policy (“One-Panel Policy”)

It is SEALS policy that each participant in the Annual Meeting may serve (either as presenter or moderator) on only one panel. This policy is often referred to as the one-panel policy.

This policy does not apply in the following circumstances:

1. A person may serve both on a panel and as a mentor to a new scholar.
2. Participants in the Call for Papers panel may serve on that panel and on a non-new-scholars panel.
3. A person may serve on a second panel as a replacement for a withdrawn panelist, but only
 - a. if, as of June 15, the panel’s organizer has made good faith, but unsuccessful, efforts to find a replacement not already on a panel, or
 - b. if the panelist to be replaced withdrew on or after June 15; and
 - c. in either case, only with the permission of the Executive Director.
4. In extraordinary circumstances, the Executive Director may, in his or her discretion, grant permission to a person to serve on more than one panel.

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Southeastern Association of Law Schools, Inc. (“SEALS”)

Reimbursement of Expenses and Waiver of Fees Policy

All attendees, including all participants, are required to pay all applicable fees and expenses associated with their attendance at the Annual Meeting of SEALS, including registration and event fees, as well as transportation, accommodations, food, and entertainment expenses. The Executive Director of SEALS may in extraordinary circumstances authorize the waiver or reimbursement of all or a part of these fees and expenses as in his or her discretion are warranted under the circumstances. The Executive Director shall make an annual report to the SEALS Board of Trustees of all waivers and reimbursements authorized under this policy.

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Southeastern Association of Law Schools, Inc. (“SEALS”)

Sexual Harassment Policy

SEALS is committed to maintaining an organizational and operational environment that is free of sexual harassment.

1. **Definition of Sexual Harassment.** Sexual harassment is defined as unwelcome or unwanted sexual conduct, requests for sexual favors, and verbal, nonverbal, or physical conduct of a sexual nature that adversely affects the terms or conditions of a person’s interactions with SEALS or creates an intimidating, hostile, or offensive organizational or operational environment for SEALS officers, non-officer trustees, staff, volunteers, and conference attendees, including participants. Examples of sexual harassment may include the following conduct by a representative or agent of SEALS, whether male or female: unwanted sexual advances or propositions; offering organizational benefits in exchange for sexual favors; making or threatening reprisals after a negative response to sexual advances; sexual innuendo; suggestive comments; sexually oriented "kidding" or "teasing;" jokes about gender-specific traits; making sexual gestures or comments; displaying sexually suggestive objects, pictures, cartoons or postures; impeding or blocking another's movement; physical contact, such as patting, pinching, or brushing against another's body; and continued requests for a date after a rejection. Conduct of this kind is strictly prohibited and will not be tolerated.

2. **Reporting Sexual Harassment.** SEALS encourages the reporting of all perceived incidents of sexual harassment either through an informal or a formal procedural mechanism. To resolve a complaint of sexual harassment the complainant should either:
 - a. notify the offender that his or her behavior is unwelcome or
 - b. if the complainant is uncomfortable discussing the behavior with the offender, notify two or more members of the SEALS Board of Trustees.

(A list of the names of and contact information for members of the SEALS Board of Trustees is available at <http://sealslawschools.org/board.html>.)

3. **Board of Trustees Action.** Any trustee who receives notification of a complaint of sexual harassment shall promptly (and in any event within one week) report the complaint to the Board of Trustees, which shall take appropriate action, including causing the complaint to be investigated under its oversight (or the oversight of a committee of the Board constituted for that purpose). The investigation shall be initiated and conducted within a reasonable period of time (and in any event within eight weeks) after the complaint is reported to the Board of Trustees. To the extent possible, each complaint and any related interviews and documents discovered or generated during the investigative process remains confidential. The results of the investigation, including the steps taken as part of the investigation, will be reported to the Board of Trustees (or the committee of the Board to which the Board has delegated its oversight authority), which then will

determine a responsive course of action. The response may include various kinds of corrective or punitive action, up to and including termination of the offender's affiliation or association with SEALS.

At the direction of the Board of Trustees, representatives or agents of SEALS may conduct follow-up interviews to determine whether the appropriate responsive steps were taken and whether issues substantiated in the investigation were resolved.

4. **Retaliation.** Anyone who retaliates against a person who reports harassment may be subject to corrective or punitive action.

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Southeastern Association of Law Schools, Inc. (“SEALS”)

Voting Between Meetings Procedures Policy

SEALS adopts the following procedures to conduct business between meetings by electronic mail in accordance with Article VIII, Section 3, of its By-Laws.

1. **Motions.** Any member of the Board of Trustees may propose a motion by electronic mail.
2. **Seconding Motions.** Any other member of the Board of Trustees may second the proposed motion.
3. **Deadline for Seconding Motions.** If within the next two days (excluding national holidays and weekends), another member of the Board of Trustees has not seconded the motion, the motion fails.
4. **Records of Motions/Seconds.** The Corporate Compliance Officer/Secretary (or the Deputy Corporate Compliance Officer/Secretary if the Corporate Compliance Officer/Secretary is unavailable) shall record the dates and the names of those members who moved and seconded a motion.
5. **Discussion Period.** The Corporate Compliance Officer/Secretary (or the Deputy Corporate Compliance Officer/Secretary if the Corporate Compliance Officer/Secretary is unavailable) may initiate a discussion period and, if initiated, shall provide for a specified, finite time at which the discussion period terminates. During the discussion period, no electronic voting shall occur. Any electronic vote submitted before the Corporate Compliance Officer/Secretary (or the Deputy Corporate Compliance Officer/Secretary if the Corporate Compliance Officer/Secretary is unavailable) calls for an electronic vote is null and shall not be counted.
6. **Board Member Comments Regarding Matter Under Consideration.** Except for minor editorial comments (which may be submitted only to the member who made the motion), all discussion comments shall be submitted to all members of the Board of Trustees.
7. **Revised Motions.** Once the discussion period has ended, the member who made the motion may resubmit a revised motion (if applicable) incorporating comments from the discussion period. If such a revised motion is resubmitted and seconded, the revised motion (if applicable) shall be the subject of the electronic vote.
8. **Call for Electronic Vote.** Once the discussion period has ended (and after the member who made the motion has resubmitted any revised motion, as applicable), the Corporate Compliance Officer/Secretary (or the Deputy Corporate Compliance Officer/Secretary if the Corporate Compliance Officer/Secretary is unavailable) shall call for an electronic vote.

9. **Voting Deadline.** The Corporate Compliance Officer/Secretary (or the Deputy Corporate Compliance Officer/Secretary if the Corporate Compliance Officer/Secretary is unavailable) shall establish a deadline for electronic voting called for under paragraph 8 above.
10. **Proxy Voting.** Electronic voting by proxy is not permitted.
11. **Recording Votes; Notifying Board of Results.** The Corporate Compliance Officer/Secretary (or the Deputy Corporate Compliance Officer/Secretary if the Corporate Compliance Officer/Secretary is unavailable) shall record the electronic votes and notify all members of the result of the voting.
12. **Late Votes.** Any electronic vote submitted after the deadline for electronic voting is null and shall not be counted.
13. **Memorializing Votes.** Records of electronic votes shall be compiled by the Corporate Compliance Officer/Secretary and attached to the minutes of the next Board of Trustees Meeting.

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Southeastern Association of Law Schools, Inc. (“SEALS”)

Whistleblower Policy

SEALS requires officers, non-officer trustees, staff, and volunteers to observe high standards of ethics in the conduct of their duties and responsibilities.

This Whistleblower Policy encourages officers, non-officer trustees, staff, and volunteers to communicate to SEALS credible information on illegal practices or violations of policies of the organization, provides that SEALS will endeavor to protect the person communicating such information from retaliation, and identifies people to whom such information can be reported.

1. **Encouraging Reporting.** SEALS encourages prompt complaints, reports, or inquiries about illegal practices or violations of policies, including conduct by SEALS itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy may include financial improprieties, accounting or audit matters, and illegal practices or policies. Other matters for which SEALS has complaint mechanisms should be addressed under those mechanisms, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes of those other mechanisms.
2. **Protecting Persons from Retaliation.** SEALS prohibits retaliation against officers, non-officer trustees, staff, or volunteers for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. This protection does not apply to persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries or who otherwise abuse this policy. SEALS also reserves the right to take appropriate action against persons who retaliate against officers, non-officer trustees, staff, or volunteers in violation of this policy.
3. **Reporting Procedures.** A complaint, report, or inquiry may be made confidentially or anonymously and should describe in detail the specific facts demonstrating the basis for the complaint, report, or inquiry. It should be directed to the President of SEALS, to the Executive Director, or to any two of the other members of the Board of Trustees. (A list of the names of and contact information for members of the SEALS Board of Trustees is available at <http://sealslawschools.org/board.html>.)
4. **Action in Response to Report.** After receiving a complaint, report, or inquiry, SEALS shall promptly notify the sender that it was received. SEALS will conduct a discreet and objective review or investigation. Any person making a complaint, report, or inquiry must recognize that SEALS may be unable to evaluate a vague or general complaint, report, or inquiry that is made anonymously.

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