

Conflict of Interest (August 10, 2013)

SEALS requires each of its personnel to avoid conflicts between personal interests and the interests of SEALS and to exercise his or her best objective judgment in acting on SEALS's behalf at all times.

Harm to SEALS may occur when SEALS personnel benefit from the receipt of a personal benefit from a third party with which SEALS has an actual or potential business relationship. These harms may include, but are not limited to:

- An actual conflict with SEALS's interests;
- The denigration of or embarrassment to SEALS;
- A violation of state or federal law or ethical principle; or
- An actual or perceived breach of that person's duty of undivided loyalty to SEALS.

This Conflict of Interest Policy is designed to provide guidance to SEALS personnel about how to handle possible personal benefits offered to them and to assist SEALS in preventing any resultant harms to the organization and its members.

1. General Approach. In general, SEALS's approach is to require disclosure of any personal benefits (as described below) so that the Board of Trustees is aware of potential conflicts or other harms to the organization and can take appropriate action.

2. Persons Covered. The term "SEALS personnel" includes members of the Board of Trustees, non-Board officers, and staff of SEALS and volunteers acting on behalf of SEALS.

3. Personal Benefits. Personal benefits include financial or other emoluments of any kind received in connection with work performed on behalf of SEALS (exclusive of any compensation from SEALS). This term includes benefits received by SEALS personnel and their friends, family members, or businesses with which they are closely associated.

4. Board Member and Officer Disclosure. Prior to approval of any contract for the purchase of goods or services by SEALS, members of the Board of Trustees and non-Board officers of SEALS shall disclose all personal benefits received from or relationships to the vendor of those goods or services. These benefits include, but are not limited to, any gifts or other emoluments (e.g., free airfare, ground transport, food, lodging, or entertainment) received in connection with site evaluation visits. If a SEALS Board member or non-Board officer fails to disclose a personal benefit or relationship to the Board of Trustees, each other SEALS Board member or non-Board officer who is aware of the personal benefit or personal relationship is obligated to report it to the Board.

5. Executive Director's Accommodations. Under SEALS's Bylaws, the Executive Director is expected to be present for the entirety of the Annual Meeting, is authorized to negotiate for his/her accommodations, and can accept free accommodation from the resort (which will sometimes include food and beverage). While the Executive Director may accept such benefits, the Executive Director is expected to disclose to the Board these and any other benefits that have been offered before a contracting decision is made.

6. Procedures and Possible Actions. When a Board member or non-Board officer (a) discloses to the Board of Trustees the receipt of a personal benefit or reports to the Board of Trustees the

receipt of a personal benefit by another Board member or non-Board officer or (b) fails to disclose or report to the Board the receipt of a personal benefit, the Board shall take appropriate action. Possible actions include, but are not limited to, determining that no conflict of interest results from the receipt of the personal benefit, declining to enter into a contract with the vendor from whom the benefit was received, asking the recipient to return the personal benefit to the donor, prohibiting the future receipt of all or some personal benefits by the person who received the benefit or who failed to report receipt of the benefit, or removing from the Board or any other position with SEALS the person receiving the benefit or failing to report the benefit.

7. Annual Report. SEALS personnel shall promptly disclose receipt of any personal benefit simultaneously to all Board members. The SEALS Compliance Officer shall maintain all such disclosures. The Board of Trustees shall discuss these items at least once per year at a meeting of the Board. These disclosures shall be made available to faculty members at any SEALS member school upon request.

Southeastern Association of Law Schools, Inc. ("SEALS")

Acknowledgment of Conflict of Interest Policy

I have been provided with, have read, and understand my obligations under the Conflict of Interest Policy for the Southeastern Association of Law Schools, Inc.

I agree that I will, as applicable,

- as member of the Board of Trustees, non-Board officer, staff member, or volunteer acting on behalf of SEALS, promptly disclose to the SEALS Compliance Officer any personal benefit received by me or relationship of me to any SEALS vendor (or by my friends, family members, or businesses with which I am closely associated) in connection with work performed on behalf of SEALS (exclusive of any compensation from SEALS);
- as a member of the Board of Trustees or non-Board officer, disclose to the Board all personal benefits received from or relationships to the vendor of those goods or services prior to Board approval of any contract for the purchase of goods or services by SEALS; and
- as a member of the Board of Trustees or non-Board officer, report to the Board any personal benefit received by another member of the Board or a non-Board officer from a vendor of goods or services to SEALS (or relationship of such individual to a vendor of goods or services to SEALS) if that member fails to disclose the personal benefit or relationship to the Board of Trustees.

I understand that any failure by me to comply with the Conflict of Interest Policy may result in the Board of Trustees taking appropriate action.

Date: _____ Signature: _____

Name (printed): _____

Major Action Items and Business Decisions (August 10, 2013)

The Board of Trustees interprets the term “major action items,” as used in the By-Laws, to be synonymous with “major business decisions.” The Board also interprets the term “consideration,” as used in Article VII, Sections 3(2) and (3) of the By-Laws, to be synonymous with “decision.”

The following shall constitute “major business decisions,” as that term is used in the By-Laws:

1. Setting the parameters of major points of negotiation and approving the contract with regard to conference site selection;
2. Decisions regarding the number and compensation of staff members;
3. Decisions committing SEALS to an expense greater than \$5000; and
4. Decisions that have potential long-term and significant impact on the SEALS organization or the course of its annual conferences.

In addition to the items on this list, a decision shall constitute a “major business decision” upon indication to that effect by at least four Board members. Such indication need not follow the guidelines of the formal voting process but shall consist of oral or written communication of any kind addressed directly to the entire Board. A determination that a decision is a major business decision pursuant to this procedure shall not have the effect of precedent.

Check Signing (August 1, 2014)

Unless otherwise approved by the Board, individual checks in excess of Five Hundred (\$500) Dollars, or multiple checks to the same person or entity that total Five Hundred (\$500) Dollars in a _____ month period of time, will require two signatures.

Elections (August 10, 2013)

The Corporate Compliance Officer/Secretary shall annually prepare a list of Board positions to be elected by the Steering Committee and have it posted to the SEALS website.

Candidates who accept a nomination for a Board position shall provide the Corporate Compliance Officer/Secretary a brief statement of his or her involvement in SEALS committee activities and other relevant service to SEALS. These statements will be made available to the faculty members who represent each Institutional Member school (or, if no faculty representative has been designated, the dean of the Institutional Member school) when the list of nominees is released.

Rotation of Presidency (December 19, 2012)

The Board of Trustees has determined that it is important that the Presidents of SEALS come from as many of the 16 SEALS Institutional Member jurisdictions (states and the District of Columbia), as possible over time. The Institutional member schools shall be grouped in geographical clusters, generally of five or more schools. The faculty member elected from the relevant cluster will serve as President-Elect in the SEALS year that begins at the end of the annual meeting in which he or she is elected.

To effectuate this policy, nominations for President Elect under Section 1 of Article V of the By-Laws shall be solicited from faculty at Institutional Member schools so that the President is a faculty member (as defined in the By-Laws) at an Institutional Member school located in the following jurisdictions on a rotating basis. The presidential rotation, beginning in 2015 (with election for President Elect beginning in 2014), appears below.

North Carolina–South Carolina (2015); Arkansas–Missouri (2016); Maryland–District of Columbia (2017); Mississippi–Louisiana (2018); Texas (2019); Tennessee–Kentucky (2020); Virginia–West Virginia (2021); Georgia–Alabama (2022); Florida (2023)

Annual Meeting Registration and Hotel Block Registration (August 7, 2014)

The Board anticipates that registration for the Annual Meeting and the room block will open on February 1 of that year.

Annual Meeting Registration Fees and Meeting Expenses

The registration fees for the Annual Meeting of SEALS will be fixed by the Board of Trustees from time to time. The only differential in registration fee amount will be between participants from member schools and those from non-member schools.

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. This paragraph does not apply to individuals serving as meeting staff. Because these individuals may be needed for general meeting duties on site, they and their families may attend the conference and its Gala without paying fees. This paragraph does apply to SEALS Board members and non-Board-member Officers; they are subject to the same fee policy as all other members.

In appropriate cases involving a non-law-school or foreign-law-school participant, the Executive Director can waive fees. With respect to these and other individuals, the Executive Director of SEALS may in extraordinary circumstances authorize the waiver or reimbursement of all or a part of the 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.

Attendees who have not yet paid for the prior year will not be allowed to register for the current meeting.

Program participants who have not registered for the Annual Meeting by the specified date will be removed from the program, as provided in the Program Participation (Including Panel Composition) policy.

Registration fees and add-ons will be refunded according to the following schedule:

Request made before April 1	100%
Request made on or after April 1 but before May 1	50%
Request made on or after May 1	no refund

Hotel Block

No registration for the conference room block for the SEALS Annual Meeting can be made before a conference registration is made. Each year, the Executive Director will announce when the conference registration begins and the room block will open. These dates will not occur before the reliance draft program is posted on the SEALS website. A “reliance draft” is a draft identified by the Executive Director as one on which the membership can rely in making room reservations. A reliance draft is not intended to be a final draft. It may (and usually will) change before issuance of a final draft.

The conference hotel will impose up to a two-night penalty if a participant reduces the number of nights for which he/she is registered after May 1 (or other date announced by the Executive Director). Each year the Executive Director will work with the Annual Meeting hotel and the Board of Trustees to fashion a

registration policy that provides for or incentivizes (through the provision of penalties or otherwise) the reservation of rooms by individuals who have registered for the meeting, the early release of rooms by individuals whose plans for attendance have changed, the reassignment of vacant rooms to individuals who have not yet received room assignments in the conference hotel, and other objectives as determined by the Board from time to time. The policy will be posted to the SEALS website

Suites and Room Upgrades (December 19, 2012)

The Executive Director shall, upon majority vote of the Board pursuant to formal voting procedures, allocate available suites or room upgrades to special panelists or speakers at the annual conference. Otherwise, the Executive Director shall be guided in allocating available suites and room upgrades by the following cumulative considerations, in order of importance:

1. The quantity and/or quality of work done for SEALS, including, but not limited to, service on the Board or as a non-Board-member officer, significant committee work (including, but not limited to, service as a committee chair), and other significant non-committee work;
2. The number of family and/or significant others accompanying those who have done significant work as described in (1); and
3. Conference sponsorship or other significant organizational support.

Panel Submission and Approval (August 10, 2013)

Proposal submissions for the Annual Meeting shall be made on the SEALS electronic submissions system. The Executive Director shall decide when the program submission system opens and shall notify the membership. To receive priority consideration, proposals should be submitted by November 1 of the calendar year preceding the Annual Meeting.

Program submitters will be notified of the date by which listed event participants who have not registered for the Annual Meeting will be removed from the program, as provided in the Program Participation (Including Panel Composition) policy.

Program Participation (Including Panel Composition) (September 13, 2013)

1. 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.

Exceptions

- a. A person may serve both on a panel and as a mentor to a new scholar.
 - b. Participants in the SEALS Call for Papers panel may serve on that panel and on a non-new-scholars panel.
 - c. A person may serve on a second panel as a replacement for a withdrawn panelist, but only
 - 1) 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
 - 2) if the panelist to be replaced withdrew on or after June 15; and
 - 3) in either case, only with the permission of the Executive Director.
 - d. If a publisher or other non-member of SEALS sponsors a lunch or other program with a speaker, the sponsor can designate the speaker for that event. That event is not subject to the one-panel rule, and the Executive Director may exempt the event from other Program Participation rules as warranted.
 - e. In extraordinary circumstances, the Executive Director may, in his or her discretion, grant permission to a person to serve on more than one panel.
2. Only one person per school may serve on any panel. This rule applies in all circumstances, including moderators.

Exceptions

- a. Co-authors from the same school may serve on the same panel but are treated as one person for purposes of time allotment.
 - b. The post-June 15 modification exception applied to panels also applies.
3. Individuals from institutional members shall comprise at least half of the speakers (including the moderator for this purpose).
 4. Discussion Groups
 - a. Discussion groups do not count toward the one person, one panel limitation.
 - b. An individual may participate in more than one discussion group, but the program will not be changed to accommodate that individual's scheduling conflicts.
 - c. Discussion group organizers must issue a call for participants.
 - d. If a discussion group is overbooked, preference will be given to individuals who are not already part of another discussion group.
 - e. Discussion groups are not subject to the one person per school rule applied to panels.
 5. As a scholarly organization that values diversity in all of its manifestations, panel organizers shall consider diversity (gender, gender identity, sexual orientation, race, ethnicity, viewpoint, seniority, school affiliation) in organizing panels. If the topic of a panel encompasses issues on which there exist strongly opposing public or academic perspectives,

then it is expected that the panel's make-up will reflect the appropriate diversity of perspective.

6. Exceptions for Programs Promoting SEALS's Institutional Interests

Certain types of programs (e.g., programs focused on foreign scholar perspectives, programs featuring law publishers) determined by the Executive Director, in consultation with the Board of Trustees, to be in furtherance of SEALS's interests may include more than one participant from the same school, and individual from Institutional Member schools may comprise less than half of the speakers.

7. SEALS reserves the right to remove from the program any listed event participant who has not registered for the Annual Meeting by a designated date preceding the Annual Meeting (as determined by the Board of Trustees for each Annual Meeting, with notice provided to members).
8. The Executive Director, in consultation with the Program Advisory Committee, may exclude a program proposal that fails to comply with one or more of these Program Participation policies.

Receptions and Refreshments at Annual Meeting (August 10, 2013)

All general receptions must be planned for a minimum of 100 people. There should be at least two beverage stations and easy access to food.

SEALS should encourage and accept sponsorship by publishers and law-related groups.

At least four receptions or other networking opportunities (e.g., “call for papers” luncheon, new scholar’s luncheon, “movie night”) should be held during the week that SEALS meets, unless SEALS finances do not permit.

New Institutional Members and Affiliate Members of SEALS are expected to organize and pay for, alone or together with other new members of SEALS, a reception or other event during the Annual Meeting.

The Executive Director should endeavor, subject to availability and SEALS’s finances, to arrange for coffee at afternoon breaks and healthful breakfast choices.

Committee Meetings (December 19, 2012)

The Executive Director is authorized to provide each SEALS committee during the period of the Annual Meeting with reimbursement for a reasonable amount per committee member present, in order to defray the cost of food and beverages for committee meetings. The Executive Director shall report the associated cost to the Board.

Sexual Harassment (December 19, 2012)

[Revisions to this policy, regarding expansion of protected categories and clarification of procedures, have been submitted for consideration by the Board at its meeting in December 2014.]

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/governance/board-of-trustees/>.)

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.

Whistleblower (December 19, 2012)

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.

Committee Chair Duties (December 19, 2012)

In addition to assuring that their committees carry out their committee charges, each committee chair will provide a brief written report of committee activities undertaken during the year. The report is to be delivered to the Corporate Compliance Officer/Secretary within 30 days after the end of the Annual Meeting.

Site Selection Process (December 19, 2012)

The Board of Trustees shall decide the parameters of major points of negotiation regarding conference site selection—major points include, but are not necessarily restricted to, a list of acceptable hotels, room price, attrition provisions, and amenities such as internet service and parking. The Board shall decide what constitute “major points of negotiation” from year to year. The Executive Director shall be bound by these parameters in his or her negotiations. Unless the Board has previously approved a contract, the Executive Director shall include a provision in the contract indicating that the Board must approve the contract before it is binding on SEALS. The Board shall promptly approve the contract if it adheres to the parameters by which the Executive Director was bound.

Reserves (December 19, 2012)

The Treasurer will inform the Board, at its mid-year meeting, of the approximate amount of “core reserves” held by SEALS. This figure will be the amount of funds after payment of all expenses relating to the prior annual conference and without consideration of any incoming receipts relating to the next year’s conference.

The Board will continue to be attentive to the amount of SEALS’s reserves based on the commitments (in particular, hotel contracts) SEALS undertakes from time to time.

Dues (August 10, 2013)

The dues of Institutional or Affiliate Members are not prorated even if membership is for less than a full year.

Dues for U.S. institutional and Affiliate Members are \$500. Dues for non-U.S. Affiliate Members are \$200. Any dues increase will be communicated to member schools at least three months in advance of the new dues year.