

*This manual contains policies and procedures for the Board of Directors (the Board) of the Society for Creative Anachronism, Incorporated.*

## **I. The Board's Responsibilities and Authority**

The duties and authority of the Board are delineated in the Governing Documents of the SCA. These are summarized here.

**A. Powers.** The Board has overall authority over the SCA, Inc. and its branches.

**B. Re-creational Activities.** The Board sets policy and ensures consistency within the medieval structure of the Society. This includes maintaining and amending the Governing Documents and Society officer's policies and manuals.

**C. Modern activities.** The Board sets policy and manages the activities of the corporation. This includes maintaining and amending the Governing Documents and Corporate Officer policies and manuals.

**D. Legal requirements.** The Board oversees the corporation's compliance with the requirements of civil jurisdictions within which the Society operates.

**E. Delegation.** The Board delegates the day-to-day performance of some functions to selected officers or employees.

**F. Board Meetings.** The Board shall endeavor to hold its quarterly meetings in the various Kingdoms of the Known World on a rotating basis. Financial considerations, weather and climate, or other circumstances may make it necessary to deviate from a precise rotation, but every effort will be made to adhere to the schedule. Meetings shall be held on the third Saturday of the first month of each calendar quarter. This schedule shall be adhered to as stringently as possible, but changes may be necessitated on a case-by-case basis due to conflicts with important holidays or other significant factors.

In cooperation with the Vice-President of Corporate Operations, the Board shall schedule meetings as far in advance as possible, with a minimum of one year in advance being the goal. The Vice-Chairman of the Board of Directors shall be responsible for working with Kingdoms scheduled to host meetings to avoid conflicts with their event calendars.

## **II. Investigations**

**A. Reasons.** Reasons for revocation and denial of membership in the

SCA are defined in the Corporate Policies of the SCA, Inc. Before any such revocation is imposed, the Board shall order an investigation into the matter to determine whether such action is warranted.

**B. Investigating Officer.** The Board shall direct the Society Seneschal or other appropriate officer to conduct any investigations.

**C. Procedures.**

1. The investigating officer shall notify the individual(s) under investigation in writing via registered mail within ten calendar days of the initiation of the investigation. This notification shall give the reasons for the investigation as well as the actions that the Board could take as a result of the investigation.
2. The investigating officer shall contact the individual under investigation, as well as any other persons with knowledge pertinent to the investigation. All correspondence concerning the investigation shall be directed to the investigating officer.
3. At the conclusion of the investigation, the person under investigation shall be given information regarding the investigating officer's findings. This report shall be sent via registered mail. Copies of any correspondence received by the officer in the course of the investigation shall be given to the person under investigation if the originator of the correspondence gives their written permission. The person under investigation shall be advised as to the date on which the Board of Directors will be considering the matter. They may submit any information they would like considered by the Board to the investigating officer. The person under investigation shall have no less than thirty (30) calendar days from receipt of the registered letter to submit this information.
4. The investigating officer shall present a complete final report to the Board of Directors. This report shall include synopses of telephone conversations, copies of correspondence, and any and all information submitted by the person under investigation.
5. The Board of Directors shall consider results of all investigations at scheduled meetings.
6. Should the person under investigation so request, the Board will make time at the meeting during which their investigation is to be considered for the individual to present their case in person. Any such presentation will take place in a private meeting with the Directors and any Society or Corporate officers whose presence is deemed appropriate or necessary.
7. Notification of the Board's decision shall be sent to the person under investigation via registered mail within ten days of the Board meeting.
8. Decisions of the Board may be appealed. Any appeal must be

accompanied by new evidence that warrants re-examination of the matter. Appeals shall be considered at scheduled Board meetings.

### **III. Complaints and Appeals**

**A.** Any member may appeal to the Board for redress of grievances for which they have been unable to find redress elsewhere. The Board acts as the final “court of appeal” for such cases. Appeals of previously rendered Board decisions must be accompanied by new evidence which warrants a reopening of the case.

**B. Basis for complaints and appeals.** The Board hears complaints and appeals in accordance with the Governing Documents. Where appropriate, the Channels for Complaint and Appeal found in Corpora, Appendix A, should be followed. Note that this procedure is NOT appropriate in cases where SCA rules and policies or real-world laws have been violated.

**C. Prerequisites for complaint or appeal.** If the Board finds that proper procedure has not been followed, the complaint or appeal will be returned with an explanation.

- 1. Prior efforts to resolve.** A valid complaint must describe prior good-faith efforts to resolve the problem.
- 2. Preliminary review.** If the individual submitting the complaint or appeal has fulfilled the prerequisites, the Board will decide how to approach the matter. The Board may:
  - (a)** Decline to address the issue.
  - (b)** Delegate certain Directors and/or officers to investigate and advise the Board on the desirability of further consideration.
  - (c)** Accept the matter for formal consideration by the Board at a scheduled Board meeting.

#### **D. Formal consideration:**

- 1. Place and time.** Any formal consideration of a complaint or appeal will take place at a scheduled meeting of the Board of Directors.
- 2. Advance notification.** Should the Board agree to take up a complaint or appeal, the individual(s) involved will be notified when and where the Board will consider the complaint or appeal. They will be given an opportunity to respond or provide additional information.

### **IV. Recusal by a Director**

**A.** A Director can participate in a decision, dispute, or other matter at the kingdom (or lower) level or at the Board level, but not both. If a Director has participated at the Kingdom level, he or she must so inform the rest of the Board and recuse himself or herself from involvement in the decision. The recused Director may present relevant information to the Directors, and should then withdraw from the discussion. The recusal must be noted in the minutes.

**B.** Additionally, a conflict of interest can arise because relatives and friends are involved in matters which eventually come before the Board. In such a case, the involved Director must so notify the Board. It may be necessary to withdraw from the decision in such a case, even though a Director could actually deal impartially with the issue, in order to avoid even the appearance of conflict of interest.

#### **V. Procedures Regarding Society Officer Policy Decisions**

**A.** When an officer's policy decision is NOT in response to an emergency or safety-related situation:

1. The officer should ask for input regarding the proposed policy decision from the appropriate kingdom officers. The officer should copy the current Crowns so that they are aware of what changes may come. If the officer has any committee or sounding group for their office, they should also be notified. When appropriate, every effort should be made to ask for input from the general membership, either directly to the corporate officer or through the Kingdom Officers and Crown. The President of the SCA, Inc. should be included throughout the process. The officer's Board Ombudsman should be kept informed.
2. After an appropriate commentary period has passed and input has been received, the officer should send a final draft copy of the policy to the same people for one last chance to comment. The President will work with the officer throughout the process to ensure that all proper steps are being taken, and that the policy is written properly.
3. The policy will then be enacted. The policy should be sent to the Board as soon as enacted, so that the Directors are aware of the change. It also must be included in the officer's next quarterly report to the Board, under "Policy Interpretations" or "New Policies", as appropriate.
4. If the Board has any questions regarding the policy, they should endeavor to clarify with the officer before the quarterly meeting.

5. Should the Board not wish to pass the policy as written by the officer, the Directors shall explain their concerns and direct the President to work further with the officer to modify the policy as needed.
6. The Board should not change the policy without consulting the officer.
7. After the quarterly meeting, the President shall notify the officer immediately of the Board's decision, and shall pass along any commentary from the Board regarding the policy.

**B.** When an officer's policy decision IS in response to an emergency or safety-related situation:

1. If it is determined that a real safety issue is at stake, an officer may enact immediately any policy changes necessary to ensure the safety of the participants of the SCA.
2. The officer must immediately notify the President and their Ombudsman of the decision.
3. The officer should then notify the appropriate Kingdom Officers and the current Crowns of the decision. They should be sure to explain the reason behind the decision, the reasons for its emergency enactment, and what steps are being taken to inform the membership of the changes.
4. The officer should then follow the steps in section A above for working with the Board to ensure the policy is passed at the next meeting.

## **VI. Policies Regarding Publication of Society Officers' Manuals**

**A.** Society officer manuals are to be reviewed, updated, and re-submitted for Board approval at least every five years.

**B.** When an officer revises their office's manual, the affected community – the Kingdom Officers, at minimum – shall be consulted about changes. The President shall be involved in order to assist the officer in creating a manual that meets the Board's requirements.

**C.** Officer manuals may contain both policies and operational guidelines, and must clearly distinguish between the two. Policies are those issues which affect the SCA as a whole or any group therein. Guidelines are

recommendations for the operation of the office.

**D.** The Office of the President shall review all manuals for spelling, grammar, and camera-readiness before they are presented to the Board. The President shall recruit and maintain a staff of on-call editors to assist in proofreading and formatting manuals to SCA, Inc. standards. In order to provide time for the editors to do their work, manuals must be submitted to the President in editable electronic format by the first of the month prior to the next quarterly meeting.

**E.** Any manual that is presented for the Board's consideration must be provided in a standard electronic document format via email to all Directors by the 15<sup>th</sup> of the month prior to the next quarterly Board meeting (for example, material to be considered at the July Board meeting is due by the 15<sup>th</sup> of June). Hardcopy shall be provided to the Vice President for Corporate Operations by the meeting materials submission deadline (generally the first day of the month of the meeting) so that it may be included in the Board meeting packets. Manuals presented for Board approval should be in final, printable form.

**E.** At the quarterly meeting, the Board shall review and approve the manual. The Board shall review both content and physical appearance (including layout, spelling, grammar, and camera-ready status). Should the Board find the manual unsatisfactory, it shall be returned to the officer for further work. The Board shall clearly explain what the problems are, and the President shall communicate this information to the officer. The President shall work with the officer to modify the manual as needed.

**F.** The Board shall ensure that the Corporate Office has clear instructions as to how this manual is to be published and made available to the membership.

**G.** An electronic copy of the manual must be provided to the Vice President for Corporate Operations within ten days of its approval. The Corporate Office will store this as the master copy for hardcopy production. An electronic copy shall also be provided to the President within the same time frame. The President shall ensure that it gets to the SCA web administrator to be posted on the sca.org. website.

## **VII. Rules for Information Distribution for Committees of the Board of Directors, SCA Inc.**

The Committee Chairman will send a written request for information to the Society officer/representative responsible for that material. The Committee Chairman will send a copy of the request to the Ombudsman

of the Committee at the same time.

The officer/representative in receipt of the request will provide the answers/material requested by the Committee Chair in a timely fashion. If the officer/representative has concerns about the request, then the officer/representative shall contact the Ombudsman of the committee in writing for a determination on the release of the requested information.

The officer/representative will distribute the information to the Committee Chair. If the request (or parts of request) is denied, the Ombudsman will contact the Committee Chair with the reason for the denial in writing. The Ombudsman will also send a copy of the denial to the office in Milpitas.

### **VIII. Distribution of Insurance Policies**

Distribution of insurance policies may only occur with the approval of the Board of Directors. Requests shall be considered on a case-by-case basis.

### **IX. Office Visitation Policy**

The Vice President of Corporate Operations shall allow office visitations at that officer's discretion.

### **X. Corporate Sponsorship of Anniversary Celebrations of the SCA Inc.**

The Board of Directors will consider sponsorship by the Corporation of anniversary celebrations of the SCA Inc. Requests for information or sponsorship of such events shall be sent to the Corporate Office.

### **XI. Location for Policies and/or Policy Revisions**

The Board of Directors will approve no new policy and/or policy revision unless there is a specific location (e.g., handbook, officer's manual) to place said policy or policy revision immediately upon approval.

### **XII. Policy on Selection of New Officers**

Selection of new Corporate officers, and certain Society officers, shall be conducted according to the following procedure:

1. The position opening shall be advertised in all Kingdom newsletters and on the sca.org website. It may also be advertised in other ways as available and appropriate.

2. The Board shall receive any recommendations regarding applicants for the position which the outgoing officer chooses to present.
3. An interviewing committee shall be appointed by the Board. Typically the committee shall consist of three or four individuals. These individuals may be Directors and/or appropriate officers.
4. The interviewing committee shall interview the candidates, either via teleconference call or in person, as is practical. The committee shall report the results of the interviews, along with their recommendation, to the full Board.
5. At a duly constituted meeting, the Board shall decide which candidate shall be appointed to office, and make the appointment.

The above procedure shall be utilized in the selection of the following officers:

President  
Secretary  
Treasurer  
Executive Assistant to the Board of Directors  
Society Seneschal/Vice- President of Operations  
Vice- President of Corporate Operations  
Society Exchequer

When other Society officers come near the end of their term of office, the position opening shall be advertised as above in a timely manner. It is recommended, but not required, that these officers interview applicants for their position before making any recommendation to the Board.