

POLICIES AND PROCEDURES of the FRIENDS BULLETIN CORPORATION

These are the policies and procedures for the governance of the Friends Bulletin Corporation, the publisher of *Western Friend* magazine. They have been written and amended under the guidance of the Spirit, according to the right order of Friends. It is expected that this document will be updated annually in order to incorporate minutes reflecting policy and/or procedure since the document's last revision.

MISSION STATEMENT

The mission of Friends Bulletin Corporation is to build practical and spiritual connections among Western Friends in print, online and face-to-face.

REGISTERED AGENT

The corporation was incorporated in Oregon on September 8, 1994. The registered agents shall be members of the Religious Society of Friends. The current agents are Jay Thatcher, of Corvallis, Oregon, and Stephen Matchett of San Francisco, California. The agents may be changed as needed by consent of the board of directors.

INSURANCE

The corporation maintains the following insurance coverage:

1. Nonprofit Management Liability Insurance
 - a. Directors, Officers and Organization Liability (\$1,000,000)
2. Workers' compensation

The executive director/editor is the custodian of the Workers' Compensation Kit provided by the carrier, and shall, when necessary, complete the Employer's First Report of Injury for the signature of the current clerk and shall provide the injured employee with the Employee's First Report of Injury form as provided by statute.
3. Health insurance for salaried staff
4. Spectrum Policy Business Liability Coverage
 - a. Individual Occurrence Liability (\$1,000,000)
 - b. General Aggregate Liability (\$2,000,000)
 - c. Products/Operations Aggregate Liability (\$2,000,000)
 - d. Personal and Advertising Injury Liability (\$1,000,000)

BOARD MEETINGS

1. The board holds three regularly scheduled meetings a year, one in the fall (annual meeting of the corporation), one in the winter and one in the spring.
2. The calendar of board meeting activities shall include the following recurring items:
 - a. Fall: budget, executive director/editor's work plan;
 - b. Winter: executive director/editor's performance appraisal;
 - c. Spring: board self-evaluation, report to yearly meetings, selection of officers, approve revisions to this document

3. Additional “called meetings” may be held at times and places determined by the board of directors.
4. Directors take turns hosting board meetings. Dates and location of each meeting are ideally set two meetings in advance.
5. Except in the event of a board retreat or other special activity, meetings are usually held from Friday evening through Sunday afternoon.
6. The executive director/editor attends regular and called meetings of the board and is encouraged to voice his or her views, but is not included when determining whether there is unity among the directors.
7. Upon the request of at least two directors, the board may go into executive session by excluding any employee or member of the public, when sensitive and confidential personnel matters will be discussed.
8. When the board’s decision on an item is required before the next scheduled meeting, at the discretion of the clerk it may be made by conference call or by polling the directors by email. Any decision so made will be recorded at the next board meeting. In the case of board decisions by e-mail:
 - a. Once a discussion is opened, all comments should be sent to all directors and the executive director/editor.
 - b. The subject line should include “WF” and additional information to make clear what the topic is and that it is urgent.
 - c. The clerk will contact directors who do not participate in the email discussion to solicit their input.
 - d. The clerk will ask for agreement on his or her sense of the board. If all members of the board agree, the clerk will announce agreement, notify the directors, and take such action as is consistent with the decision.

BOARD FUNCTION

1. The board is responsible for discerning and upholding the mission of the corporation.
2. The board holds ultimate fiscal responsibility for the corporation.
3. The board is responsible for hiring, supporting, evaluating, and, if necessary, firing the executive director/editor.
4. The board approves the hiring of outside contractors as needed.
5. The board is committed to seek and/or provide training opportunities as necessary for the effective functioning of the directors and staff.

DIRECTORS’ RESPONSIBILITIES

1. Attend all three regular meetings each year.
2. Bring energy and commitment to serve on board committees and/or as an officer.
3. Bring to the board the views of Friends within their yearly meetings.
4. Inform Friends about the vision, goals and accomplishments of the corporation and

- represent the corporation at regional and yearly meeting gatherings as practicable.
5. Communicate with the nominating committee of their yearly meeting about the needs of the board and suggestions for appointments.
 6. Make a personal financial contribution to the organization and participate in fundraising activities.
 7. Read each issue of *Western Friend*, and maintain familiarity with other programs of the organization.
 8. Provide the executive director/editor with a short biographical sketch of their background, skills, interests, and abilities for posting on the public website.
 9. Maintain appropriate confidentiality regarding personnel matters.
 10. Avoid the reality and appearance of any conflict of interest in their service as a member of the board.
 11. Be familiar with the materials on the corporation's work and governance that are maintained on the corporation's website.
 12. Work with the executive director/editor and other directors from their own yearly meetings to maintain regular contact with the meetings and worships groups in their YM, for purposes of conveying information about the magazine and special projects, encouraging subscriptions, clarifying subscription pricing, encouraging contributions, thanking Friends for their subscriptions and contributions, relaying subscription problems, and getting feedback on recent issues and Friends' suggestions and story ideas.
 13. Submit written receipts for all in-kind contributions to the treasurer so that accurate costs can be estimated.
 14. Participate in an annual board self-evaluation.
 15. Perform other tasks as needed for the effective management and development of the corporation and its programs.
 16. Provide a copy of any letters, emails or reports written on behalf of the corporation to the executive director/editor for the permanent records file.

OFFICERS

1. The statutory officers are a president (clerk), secretary (recording clerk), and treasurer.
2. The officers are chosen by the board at the spring meeting, with the preference for one officer from each yearly meeting.
3. Officers' terms are for one year and commence at the rise of the spring meeting.
4. There is no limitation on the number of terms an officer may serve. It is preferred that the clerk not be someone in the last intended year of his or her current board service.

CLERK

The clerk sets the agenda and presides at all scheduled and called meetings of the

board. The clerk, in the manner of Friends, oversees the corporation and the good order of its business. The clerk is also responsible for the following:

1. Coordinating the annual evaluation of the executive director/editor.
2. Coordinating the annual self-evaluation of the board.
3. Producing the annual report to the yearly meetings and bringing it to the spring board meeting for board approval.
4. Providing appropriate and timely notice of regular and specially called board meetings, including the annual meeting in the fall (see Bylaws §3.3.1).
5. Serving as an ex-officio member of the Finance Committee.
6. Ensuring that new directors are welcomed and oriented to the board.

The board may also appoint an associate clerk to fulfill such duties as the clerk may delegate.

RECORDING CLERK

The recording clerk:

1. Makes faithful, concise and accurate records of the minutes of all scheduled and called meetings of the board.
2. Maintains on the corporation's website, for access by board members and, as appropriate, the public, copies of the following:
 - a. Articles of Incorporation
 - b. Bylaws
 - c. Policies and Procedures
 - d. Contact information of current directors, the executive director/editor, outside contractors, and insurance providers
 - e. Two most recent annual reports to yearly meetings
 - f. Two most recent annual financial statements
 - g. Two most recent budgets
 - h. Two most recent executive director/editor's work plans
 - i. Two years of board minutes
 - j. Pertinent board reports

TREASURER

The treasurer:

1. Oversees the corporation's assets.
2. Works with the executive director/editor and bookkeeper to maintain the chart of accounts for the corporation.
3. Clerks and reports regularly to the Finance Committee.
4. Presents a current financial report at each regular meeting of the board.
5. Works with the executive director/editor to produce a projection for income and

expenses through the end of the current fiscal year as part of the financial report to the board at the spring meeting.

6. Works with the executive director/editor and Finance Committee to prepare a proposed budget annually for the board's approval at the fall meeting.
7. Reviews contracts requiring the corporation's assent before such assent is sought.

FINANCES

1. The treasurer and executive director/editor are authorized as signers on all bank and investment accounts. Checks greater than \$100 that are payable to the executive director/editor must be signed by the treasurer. Payroll checks may be issued by the bookkeeper via a payroll service with the treasurer's authorization.
2. The corporation's fiscal year runs from October 1 to September 30.
3. The corporation's books are maintained on an accrual basis.
4. It is the policy of the corporation to have a CPA or other qualified professional conduct a review of the corporation's financial standing according to a set of agreed-upon procedures every five years.
5. It is the policy of the corporation to offer salaried staff an annual increase in salary commensurate with the local cost of living when permitted by the financial health of the organization.

COMMITTEES AND WORKING GROUPS

The board has the following standing committees:

1. Finance Committee

Comprising at least three board members, including the clerk of the board and the treasurer, its duties include:

- a. Meeting regularly by conference call to review monthly financial statements from the bookkeeper and to advise the executive director/editor on financial questions.
- b. Preparing a proposed annual budget for the board's consideration.
- c. Making recommendations on financial policies.
- d. Reviewing periodically the long-term viability of the corporation's business model.

2. Development Committee

Comprising at least three people, including at least one board member, its duties include:

- a. Working with the executive director/editor to plan and support the organization's fundraising activities.
- b. Review the annual subsidies from the yearly meetings and periodically request increases.

3. Personnel Committee

Comprising at least three people, including at least one board member, its duties include:

- a. Assisting the board in formulating and implementing appropriate and necessary personnel policies.
- b. Reviewing the executive director/editor's compensation and making recommendations to the board as to periodic adjustments.
- c. Supporting the executive director/editor with the timely completion of tasks outlined in the work plan, providing guidance when requested to assist with prioritizing tasks, and monitoring the work load and suggesting specific tasks for board directors or volunteers.

In addition to the monthly committee meetings, the clerk of the committee shall check in with the executive director/editor more frequently, particularly during stressful or busier times.

- d. Setting expectations for professional development of staff.
 - e. Reviewing and making recommendations for refining or changing the performance evaluation process.
 - f. Conducting an annual review and revision of this Policies and Procedures document.
 - g. Conducting an exit interview with any outgoing salaried staff (see sample questions attached below).
4. Special Projects Committee
- Comprising at least three people, including at least one board member, its duties include:
- a. Generating and seasoning ideas for publications and other projects consistent with the mission of the corporation.
 - b. Supporting the executive director/editor in carrying out such projects.

The executive director/editor serves ex-officio on all committees.

The board as needed may name various working groups or ad hoc committees consisting of its members and others. Examples of these in the past have included subscriptions and web working groups.

The board expects committees and working groups to meet by conference call monthly, even if briefly, to promote progress and continuity.

Final minutes of all committee and working group meetings should be circulated to all directors and the executive director/editor in a timely fashion.

EXECUTIVE DIRECTOR/EDITOR

1. The executive director/editor of *Western Friend* is an employee of Friends Bulletin Corporation.
2. The responsibilities of the executive director/editor are outlined in the approved job description, which is incorporated here by reference and attached below. Additional guidelines include the following:
 - a. Refer yearly meeting nominating committees to the yearly meetings' board

representatives for ideas regarding board nominations so as to avoid even the appearance of impropriety.

- b. Provide supporting documentation for reimbursements.
 - c. Maintain a file containing hardcopies of pertinent corporation records, including but not limited to: Articles of Incorporation; Bylaws; the present policies and procedures document, and an archive of board meeting minutes including attachments.
3. The executive director/editor may pursue paid or unpaid work, including projects that overlap with the mission of the corporation, that is not part of his or her compensated time as executive director/editor.
 4. Separate from the executive director/editor's employment compensation, office space and equipment may be leased from the executive director/editor upon fair terms.

YEARLY MEETINGS

1. *Western Friend* links Intermountain, North Pacific, and Pacific Yearly Meetings.
2. The corporation accepts financial support from these yearly meetings as a way of maintaining the closeness of its relationship to them as the publisher of their official publication.
3. Friends from the yearly meetings provide a substantial resource for the literary and artistic contributions to the various publications.
4. Yearly meetings reimburse their representatives for travel expenses.
5. Each yearly meeting names three directors to staggered three-year terms.
6. The board submits an annual report of activities, accomplishments and finances to the yearly meetings in time for their summer annual sessions.

WEB

1. The corporation maintains a presence on the World Wide Web that includes a website and participation in appropriate social networks.
2. Domain names, email addresses, web application profiles, and related accounts may be acquired and maintained as appropriate, and are the property of the corporation.

EDITORIAL CONTENT

1. Content choice for the magazine and other publications is guided by the mission statement.
2. The corporation is not a news organization, but it has some sense of a duty to report on the activities of the three yearly meetings.
3. The executive director/editor is authorized and instructed to use his/her judgment in deciding which articles to publish in the magazine.
4. The board is not an editorial board, but is available for consultation at the executive director/editor's initiative.

5. Priority of publishing is given to constituents of the three yearly meetings. However, when properly framed by the executive director/editor and related to the mission, a Friend from outside the constituency may be published.
6. Coverage of other Quaker organizations is not considered advertising, but the executive director/editor may work with these organizations as potential advertisers.
7. Articles by non-Friends may be considered for publication. If accepted, the executive director/editor may want to include accompanying text noting the reasons for inclusion and the author's affiliation.
8. The executive director/editor should be careful of the reputation of others and will avoid publishing any statement that could be interpreted as defaming any individual.
9. *Western Friend* does not publish anonymous material.
10. Advertising may include solicitation of beneficiary legacies for the corporation.
11. *Western Friend* does not pay for articles or artwork except with the approval of the board.

FUNDRAISING

The corporation's fundraising program includes the following:

- ⌚ Fundraising appeals to all current and former donors and subscribers in the spring and/or fall.
- ⌚ Timely thank you letters from the executive director/editor, and thank you letters and/or phone calls from the board.

Directors shall receive copies of all fundraising appeals.

ANNUAL PERFORMANCE EVALUATION

The executive director/editor's annual performance evaluation will be conducted in a Friendly manner and have a formal process as follows:

1. After the fall meeting, but no later than October 1, the clerk of the board provides the executive director/editor with the approved Performance Appraisal Report form (attached below).
2. By a mutually agreeable date, but no later than November 1, the executive director/editor fills out the self evaluation portions of the form and returns it to the clerk.
3. The clerk provides the board a copy of the form as completed so far, and solicits confidential but not anonymous feedback from all directors, to be returned to the clerk by a convenient date but no later than December 1.
4. The clerk compiles by section all comments received by the deadline and edits these compilations for clarity, redundancy, brevity, and appropriateness.
5. The clerk circulates the draft of board comments to all directors and accepts suggested revisions by email and/or telephone conference call at the discretion of the clerk.
6. The clerk then creates a final draft of the comments at least two weeks before the

winter meeting and provides it to the directors for final review and approval.

7. At the winter meeting, the board presents the final approved version to the executive director/editor, who will have an opportunity to discuss the evaluation with the board. Any comments of the executive director/editor and/or board following this discussion will be recorded in the concluding section, and the clerk and executive director/editor will sign and date the form and it will become a permanent part of the executive director/editor's personnel file.

BOARD SELF-EVALUATION

The board will conduct an annual self-evaluation using the following process:

1. Prior to the spring meeting, but no later than April 1, the clerk of the board requests input from all directors and the executive director/editor about the current operation of the board.
2. The clerk (or designated director) collects the input and compiles it into a written report.
3. At the spring meeting, the board reviews the report and seeks to identify concrete ways it can improve its effectiveness.

BOARD OUTREACH TRAVEL

This policy governs reimbursement from funds budgeted for board outreach travel.

1. The purposes of these funds are to encourage board engagement by removing barriers to travel in the ministry of the corporation regardless of a board member's personal financial situation, and to relieve the executive director/editor of the entire burden of doing outreach on behalf of the organization.
2. Members of the board, members of standing and ad hoc committees of the board, former board members, and volunteers who, in the judgment of the executive director/editor, are sufficiently well-acquainted with the corporation to represent its mission and current activities to outside groups are eligible to have expenses reimbursed from these funds. Eligible expenses include transportation, registration, lodging, meals, and other incidental costs associated with outreach activities as a recognized representative of the corporation. (Note that expenses for outreach travel by salaried employees of the corporation are reimbursed from funds budgeted for staff travel.)
3. Expenditures from these funds require approval of the executive director/editor. Please obtain advance approval from the executive director/editor before expending any funds. To receive reimbursement, submit receipts or other documentation to the executive director/editor within 60 days of the expense.
4. When appropriate, individuals are expected to request support first from their monthly meeting or worship group and, for board members, from their yearly meeting. Individuals who are able to afford to pay some or all of their expenses out of pocket are encouraged to do so. Please notify the executive director/editor of the amount of any in-kind donation. The executive director/editor will report the total amount of any in-kind donations in the current fiscal year to the board when the draft

budget is presented for the next fiscal year (typically at the fall board meeting).

VACATION, HOLIDAY, AND LEAVE

1. The executive director/editor is presently a salaried three-quarter-time position. It is understood that the executive director/editor is paid to do the job as described in the *WF Executive Director/Editor Job Description* and not by the hour. He/she may have irregular hours (also called flex time). Paid vacation, leave, and holiday time are provided, based on a prorated 8-hour day corresponding to the fraction of a full time position he/she is hired to work (i.e., at 3/4 time, one day equals six hours). The executive director/editor is not required to keep time records for wages but should keep a record of vacation, holiday, and sick time used.
2. The salary assumes that the executive director/editor will take 10 holidays (60 hours) a year (e.g., New Year's Day, Martin Luther King Day, Presidents' Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and the day following, Christmas Day or comparable religious holiday, and one personal holiday), up to 12 sick days (72 hours) a year, and 10 vacation days (60 hours) during each of the first two years of employment, then 15 vacation days (90 hours) each year thereafter. These amounts are available from the beginning of each calendar year. In the case of a mid-year hire, the available amounts will be prorated. Holiday and vacation hours are lost if not used during that year. Sick leave may be accumulated from year to year, to a maximum of 36 days (216 hours). Upon termination of employment, unused sick leave has no cash value. In the case of a mid-year termination, unused holiday and vacation days will be calculated and compensated on a prorated basis.
3. Subject to board approval of a written proposal, the executive director/editor may take time off without pay without forfeiting any vacation or sick leave.
4. Family leave (as defined by the national Family and Medical Leave Act) is included in this category. The standard leave of 12 weeks (360 hours) will serve as a guideline. This leave time will be arranged in any way that the board and executive director/editor agree on, including but not limited to intermittent time off, part-time work, or gradually increasing hours. For example, the executive director/editor could take the 360 hours as a lump sum; work six hours a week over a period of 15 weeks; or increase hours worked per week from six back up to 30 over time. The circumstances of family leave being sometimes unpredictable, the executive director/editor can ask for a restructuring of the leave during the leave period, contingent on the board's approval, and contingent on not exceeding the total leave time originally agreed to.
5. Staff members should give notice to the board in advance when called for jury duty. Salary continues during jury duty for up to five days. Postponement should be requested if the call comes when time cannot be taken away from work.

DISTRIBUTION

Board, Executive director/editor, Yearly meeting nominating committees

WESTERN FRIEND EXECUTIVE DIRECTOR/EDITOR

Job Description

The mission of the Friends Bulletin Corporation, dba Western Friend, is to build practical and spiritual connections among western Friends in print, online and face-to-face. The executive director is a 3/4-time employee. S/he serves as editor and publisher of *Western Friend* magazine—the official publication of Pacific, North Pacific and Intermountain Yearly Meetings of the Religious Society of Friends (Quakers), curates the organization's website, and travels among the three yearly meetings.

The responsibilities of the executive director/editor are:

EDITORIAL

- solicits, selects and edits submissions, striving over time to include representative work from all three yearly meetings
- cultivates and maintains relationships with past and potential contributors
- takes and edits photographs and videos

IN-PRINT PRODUCTION & DISTRIBUTION

- is responsible for the design and content of the magazine
- lays out the magazine and arranges for timely printing and mailing
- encourages subscriptions, manages renewals, maintains a current subscriber list and makes sure the mailing service receives all updates

ON-LINE PRESENCE

- is responsible for the design and content of the website
- stimulates, facilitates and moderates opportunities for online discussion
- shares information and fosters community through an active Facebook account and other social networking media (Twitter, etc.)
- maintains an up-to-date calendar of Quaker events in the region of the three yearly meetings

FACE-TO-FACE TRAVEL

- attends the annual sessions of Pacific, North Pacific and Intermountain Yearly Meetings
- attends all board meetings
- attends other Friends gatherings, as time, budget and priorities allow
- makes occasional trips to maintain contact with major donors and/or advertisers

SPECIAL PROJECTS

- conceives books, publications, events, workshops and/or other projects in furtherance of the organization's mission and financial health
- ensures that projects meet Western Friend and common professional standards for format and content
- is separately compensated as a contract employee if involved in planning or production
- distributes, markets and/or sells projects once they are produced

BUSINESS/FINANCE/FUNDRAISING

- maintains and expands advertising revenue, including selling ads when necessary and/or contracting with an ad sales representative
- solicits financial contributions from individuals; assists with board solicitations of same
- sends out at least two appeal letters per year
- sends donor thank you letters in a timely fashion per IRS requirements
- keeps all financial information of Western Friend, including detailed recording of all expenses and revenue
- makes deposits of incoming money and pays bills in a timely manner
- sets subscription and advertising rates, in consultation with the board
- works with the treasurer and/or Finance Committee to prepare a proposed annual budget for review and approval by the board

ADMINISTRATIVE

- obtains and maintains office space, computer and other equipment
- hires and supervises a part-time assistant as needed, and as budget allows, to do routine office work such as database management, mailings, etc.
- contracts with a bookkeeper to maintain the books, do payroll, and produce monthly financial reports
- prepares and/or submits all required governmental forms. (Generally the bookkeeper prepares the federal 941 quarterly report, IRS form 990, annual W-2's, and the State Labor & Industry report, and the executive director submits them with payment if required. The executive director is responsible for such forms as the federal W-4's and W-9's, Statement of Ownership forms, annual 2nd class Post Office audit of subscribers, etc.)
- stays familiar with all policies and procedures adopted by the board
- maintains archives, database, records and files

PLANNING & EVALUATION

- prepares a detailed annual work plan covering all major responsibilities, and presents it the board for approval
- at board direction, evaluates her/his performance annually in relation to the work plan

As approved by the board, August 2012, with minor updates, May 2013

WESTERN FRIEND
PERFORMANCE APPRAISAL REPORT

You may complete this form by computer or print out a hard copy and complete by hand. If you complete it by hand, use extra paper as needed.
White boxes to be completed by employee and turned in to the clerk of the board of directors.
Grey boxes to be completed by the clerk in consultation with the board.
Employee and board will discuss the completed form.

Date: January 201__	Period covered: October 201__ through September 201__
---------------------	---

I. Goals and achievements (attach prior period's work plan to form)

What goals were set for this period? (From work plan)	What was achieved?
---	--------------------

Board's comments on goals and achievements:

II. Job description (attach current job description to Form)

A. Please describe tasks you performed that were outside the job description, and indicate which of these, if any, should be added to it.

B. Indicate any task(s) that you suggest should be dropped from the job description as being no longer a part of the executive director/editor's duties.
--

Board's comments on suggested job description changes:
--

III. General comments before employee/board discussion:

Employee's comments:

Board's comments on employee's input:

(When form has been completed to this point, print it out for final discussion between employee and board.)

IV. General comments after employee/board discussion:

Employee's comments:

Board's comments:
Signed: _____, Clerk of Western Friends Board of Directors Date: _____

I have read and understood the board of directors' comments. I understand that this document will become part of my permanent employee file.

Signed: _____

Date: _____

Employee Exit Survey for Western Friend Director/Editor
March 2013

1. Why did you want to become the executive director of Western Friend?
2. What are your reasons for leaving Western Friend?
3. How effectively were your skills put to use at this organization?
4. How easy was it to get the resources you needed to do your job well at this organization?
5. How much room for professional growth did you have at this organization?
6. How well were you paid for the work you did at this organization?
7. How fairly were you treated by your supervisor (i.e. board of directors) at this organization?
8. How consistently did your supervisor (i.e. board of directors) reward you for good work?
9. How realistic were the expectations of your supervisor (i.e. board of directors)?
10. In a typical week, how often did you feel stressed at work?
11. How easy was it to balance your work life and personal life while working at this organization?
12. What do you think the Board does well? Where might it improve?
13. What actions can your employer take to build a better workplace?
14. What are you most proud of about your tenure?
15. What are your biggest regrets about your tenure?
16. Do you think the job description is appropriate and realistic?
17. What do you think made the transition out easier? Harder? Are there transition pieces you would do differently?
18. Have you received all pay, benefits, reimbursements, etc that you were expecting before departure?
19. What continuing commitments do you have to Western Friend?
20. What might you be able to do in the future as a volunteer for Western Friend?