

AGENDA
SOCIETY OF PROFESSIONAL JOURNALISTS
BOARD OF DIRECTORS MEETING

DATE: NOV. 4, 2017

TIME: 11 A.M.

1. Call to Order – *Baker*

2. Roll Call – *Gallagher Newberry*
 - a. Tarquinio
 - b. Gallagher Newberry
 - c. Kopen Katcef
 - d. Walsh
 - e. Wedding McClelland
 - f. Bartlett
 - g. Chagani
 - h. Harding
 - i. Steffen
 - j. South
 - k. Primerano
 - l. Schotz
 - m. Koretzky
 - n. Gallagher Newberry
 - o. Day
 - p. Radske
 - q. Williams
 - r. Gallagher
 - s. Otte
 - t. Chung
 - u. Hall
 - v. Kissel

2. President report – *Baker*

3. Approval of Board Meeting Minutes – *Baker*
 - a. Sept. 6, 2017 [**Page 2**]
 - b. Sept. 10, 2017 [**Page 6**]

4. Region 4 Director appointment – *Baker*

5. Region 4 Scripps Leadership Academy update – *Gallagher Newberry*

6. Executive Director search update – *Baker*

7. EIJ discussion (requested by Gallagher Newberry) – *Baker* [**Attachments**]

8. Strategic Plan research/process (requested by Gallagher Newberry) – *Baker*

9. Nominations committee discussion – *Walsh*

10. Quill bylaws amendment – *Baker* [**Page 9**]

11. Adjournment

THE SOCIETY OF PROFESSIONAL JOURNALISTS

BOARD OF DIRECTORS MEETING

DATE: SATURDAY, NOV. 4

TIME: 11 A.M. ET

ZOOM VIRTUAL MEETING



IMPROVING AND PROTECTING JOURNALISM SINCE 1909

THE SOCIETY OF PROFESSIONAL JOURNALISTS IS THE NATION'S LARGEST AND MOST BROAD-BASED JOURNALISM ORGANIZATION, DEDICATED TO ENCOURAGING THE FREE PRACTICE OF JOURNALISM AND STIMULATING HIGH STANDARDS OF ETHICAL BEHAVIOR.

FOUNDED IN 1909 AS SIGMA DELTA CHI, SPJ PROMOTES THE FREE FLOW OF INFORMATION VITAL TO A WELL-INFORMED CITIZENRY, WORKS TO INSPIRE AND EDUCATE THE NEXT GENERATION OF JOURNALISTS, AND PROTECTS FIRST AMENDMENT GUARANTEES OF FREEDOM OF SPEECH AND PRESS.

MINUTES
MEETING OF THE BOARD OF DIRECTORS
SOCIETY OF PROFESSIONAL JOURNALISTS
SEPT. 6, 2017
ANAHEIM MARRIOTT
ANAHEIM, CALIFORNIA

With President Lynn Walsh presiding, the meeting was called to order at 2:06 p.m. PT on Wednesday, Sept. 6, 2017, at the Anaheim Marriott.

In addition to Walsh, the following were present: President-elect Rebecca Baker; Secretary-Treasurer Alex Tarquinio; Immediate Past President Paul Fletcher; Vice President of Campus Chapter Affairs Sue Kopen Katcef; Directors At-Large Bill McCloskey and Rachel Wedding McClelland; Campus Representatives Maggie Gottlieb and Keem Muhammad; Campus Advisers At-Large Leticia Steffen and Rebecca Tallent; and Regional Directors Jane Primerano; Andy Schotz; Patti Gallagher Newberry; Michele Day; Joe Radske; Kari Williams; Eddy Gallagher; Ed Otte; Ethan Chung; Matt Hall and Amanda Womac.

Staff members present for the meeting were Executive Director Joe Skeel, Associate Executive Director Tara Puckey and Communications Strategist Jennifer Royer.

SPJ PRESIDENT’S REPORT

President Walsh shared that we have been tracking how often SPJ has been speaking out on issues; sending press releases; when SPJ and its leaders have been featured in coverage; asked to comment for stories; etc., and she would be circulating that information later that night or the next day. It has been a busy year, she said, but she is grateful for the support and help she has received. SPJ has been able to respond more quickly to national, regional and local events and she appreciates everyone working together to give her and national a heads up on issues important to SPJ and journalism – from fake news and enemies of the people to even threats and assaults on journalists. Unfortunately, these things probably won’t be stopping soon, she said, so we will continue the work on those.

MINUTES

Tarquinio had two edits to the minutes – changing “delegate” to “Director” and “appointed board directors.”

For the April 22 meeting minutes, McCloskey had an update regarding the credit card agreement. It has been reviewed by legal and is now being enforced. In the June 14 meeting minutes, “January” needs to be changed to “June.”

Upon proper motion by Baker and second by Kopen Katcef, the board unanimously approved the minutes from the meetings on April 22, 2017 and June 14, 2017.

SDX FOUNDATION PRESIDENT’S REPORT

SDX Foundation President Robert Leger shared that the Foundation board would meet tomorrow and the main area of discussion will be to decide whether to fully fund the journalist on-call position that has been discussed for three years. He mentioned that the foundation’s investments are doing well. And as an informational item, the board will discuss Quill magazine. The publications committee of the foundation, with Chung and Muhammad of the SPJ board, came up with great ideas for making Quill better, including printing less often and putting more resources into its online presence in an effort to be more timely. That is more of a management issue than an action item, Leger explained.

Newberry asked what will be accepted from the SPJ board regarding Quill. Leger said Quill is the responsibility of the foundation in terms of funding it, and SPJ is the publisher. If the SPJ board did not want to reduce Quill to four issues, the foundation board would consider that. It welcomes input and of course will listen, Leger said.

SPJ STAFF REPORT

Skeel introduced Christine Cordial, the new programs coordinator who will be working on events and awards. He also introduced Anna Gutierrez the new communications coordinator. This position has been expanded to a two-year position. In other staffing updates, the education manager position should be filled before Skeel's departure Dec. 1. The development position was just posted and will probably take longer to fill, but the plan is to have someone in place by late October or early November. At the August development meeting in Indianapolis, it was stressed that this person should have experience in major gifts and working with individuals who are potential donors, Skeel said. Programming will become a responsibility of the education position. With Chris Vachon and Katie Hunt both leaving, the rest of staff will pick up where they left off in the meantime.

Skeel wanted to share before he leaves Dec. 1 some thoughts about a potential road map for the Foundation and SPJ working together. He encouraged them to continue to think as one entity and not two. As far as strategic planning goes, he encouraged SPJ board members to think about it holistically. He said that's not the only path, but it is a path he would recommend.

Newberry asked if the education position listed Quill editor as part of the job description. Skeel said that it did.

ACTION/DISCUSSION ITEMS

Chapter Action

Puckey said there are no new chapters to activate. The board approved a recommendation to inactivate several pro and campus chapters.

- Pro: Milwaukee Pro, Inland Northwest Pro
- Campus: Boston U., Brockport College, Canisius College, Franklin Pierce U., Winthrop U., Kent State U., Wayne State College, Western Michigan U., DePauw U., Franklin College, Indiana U.-Purdue, U. of Wisconsin-Madison, U. of Central Missouri, U. of Missouri, Abilene Christian U., Baylor U., SMU, TCU, U. of Oklahoma, Utah State U., Seattle U., U. of Idaho, U. of Oregon, Cal State U.-Long Beach.

Puckey explained this does not mean these chapters will be inactive forever, as they can take steps to be active again. Kopen Katcef asked specifically about the University of Missouri and whether there has been any communications with them. Puckey said yes, there have been conversations. Some campus chapters struggle to keep them going and this is one of them. It was also mentioned that DePauw, where SPJ was founded, is on the list. Puckey said they are having trouble finding an adviser. Puckey said members of those chapters will still be members, they just won't have a chapter at their school. Radske said it is important for pro chapters to encourage student members to join, but should stress more the importance of having student chapters.

Upon proper motion by McCloskey and second by Tarquinio, the board approved unanimously inactivating all chapters in the memo.

OLD/NEW BUSINESS

- a. Governance update – Walsh said she appreciates the work done to investigate how members are feeling about the proposal to reduce the number of members on the board. Newberry said there were two virtual meetings in August attended by 12-15 people each. There has not been a huge

outry of people trying to torpedo the effort, she said. The Press Club of Long Island chapter was the only chapter that offered a formal amendment. They would like a regional director to have a designated role on the new board. Emails were also exchanged with chapters and many are supportive. Newberry is optimistic that it will pass. Hall said the San Diego chapter had a discussion the night before and decided to endorse the proposal as written as long as there is a reporting mechanism between regional coordinators and the board.

In addition to the Long Island chapter, New Jersey and Fort Worth chapters also have concerns about regional directors losing their voice on the board. Hall asked why the group of regional directors couldn't be viewed as a regular committee. Walsh said the task force worked to draft position descriptions and organization charts that the new board could use to address those concerns.

There was discussion about how, logistically, the business meeting would be run and how the board would let the chapters and delegates know that these concerns were voiced and heard, but it still does not support Long Island's amendment and gave the reasons why.

Hall recommend that the newly formed board to set up a reporting mechanism for regional coordinators, which the board agreed with.

- b. Update on communications strategic plan – Walsh asked Royer to update the board on the plan's status. We have made a lot of progress since the San Diego meeting and have implemented most of the changes identified as priorities, she said. A few need some finishing touches, but that should happen by the end of the year. Royer and Baker have discussed the plan and communications goals for the coming year and will continue to build and implement the priorities identified in the plan. We will also work with Baker on communications for her goal of educating the public about journalism and the First Amendment.
- c. Quill Task Force recommendations – Fletcher said a survey was sent to members about Quill and of those who responded – 5 percent of the membership -- very strongly supports keeping Quill. Tarquinio added that respondents said they like receiving Quill in print, but would like for it to be better quality. Newberry said she feels the SPJ board has not had a rigorous conversation about Quill. She said it needs much more improvement and there are others who do a good job of collating good journalistic content and pumping it out every day. Quill is nowhere near competitive when it comes to analysis at the moment. Leger said it would be wonderful to turn out high quality, daily content, but it has not been a top priority to do that. It would cost even more money than the SDX Foundation is putting into it now. The task force's recommendations were to look at, realistically, what the resources are and what can we do to make it better. It may never reach the point of daily updates, but with the current print schedule, it makes it difficult to get stories online when they're still relevant. The board discussed the task force's recommendations of cutting Quill from six issues to four issues per year, with more frequent updates on the website; more in-depth, themed stories; limiting news about chapters and SPJ HQ to the website; and have students participate more. Skeel said once the new staff member is in place, they will receive feedback from leadership who studied Quill and carry out many of the recommended changes. Chung suggested the need for an editorial board. Walsh agreed that is something that could happen.
- d. Fundraising strategy session update – Walsh gave a recap of the Aug. 5 fundraising session in Indianapolis. Fundraising has traditionally been more of a priority for the SDX Foundation. SPJ hasn't said "let's go out and fundraise," but as board members we should always be thinking about bringing in money and/or people who can help benefit this organization. Board members

should know that's an expectation and be willing to be called upon to talk about SPJ and help raise funds. Schotz said he encourages everyone on the board to give. Even if it is not a lot, it is good to have 100 percent of the boards contributing to the SDX Foundation and SPJ. There was discussion about whether it should be made a policy or requirement of board members to donate. Skeel said the question is how far do you want to go with it, and asked if is money more important than time? He recommends encouraging donations and reminding board members that they are encouraged to donate, but he does not think it should be a requirement.

- e. Wiggin Donation – Skeel said SPJ received a \$52,000 donation from Hillary Wiggin, a member who joined in 1959. The request was to use the money however SPJ saw fit. Skeel recommended the board designate the money to the First Amendment Forever Fund, an endowed fund where it will grow. Baker said she agreed the FAFF is the absolute best place for this money. It will go a long way in meeting goals and building the fund so at some point we can do great things with it.

Upon proper motion by Fletcher and second by Baker, the board voted unanimously to put the donation in the FAFF.

- f. Spending policy – Walsh said the Finance Committee unanimously voted to move to this topic to the board. It did not make a recommendation, however.

The proposal is as follows:

Executive Committee approval is required to pay for any services costing \$3,000 or more unless the full board previously authorized the expenditure.

After discussion about the definition of “services” and the \$3,000 figure, Muhammad made the motion to accept the proposal, but raise the amount to \$5,000.

Upon proper motion by Muhammad and second by Tallent, the board voted 17-6 that: Executive Committee approval is required to pay for any services costing \$5,000 or more unless the full board previously authorized the expenditure.

Those voting against were Bill McCloskey, Rebecca Baker, Lynn Walsh, Paul Fletcher, Joe Radske and Rachel Wedding McClelland.

RECOGNITION OF RETIRING BOARD MEMBERS

Walsh recognized those members retiring off the board: Campus Representative Maggie Gottlieb; Campus Adviser At-Large Becky Tallent; Immediate Past President Paul Fletcher; At-Large Director Bill McCloskey and Region 12 Director Amanda Womac

EXECUTIVE SESSION

At 4:18 p.m. PT the board went into executive session to talk about plans for hiring a new executive director. The board exited executive session at 5:24 p.m. PT.

MEETING ADJOURNED

Upon proper motion and second the meeting adjourned at 5:24 p.m. PT, Sept. 6, 2017.

**MINUTES
MEETING OF THE BOARD OF DIRECTORS
SOCIETY OF PROFESSIONAL JOURNALISTS
SEPT. 10, 2017
ANAHEIM MARRIOTT
ANAHEIM, CALIFORNIA**

CALL TO ORDER

With President Rebecca Baker presiding, the meeting was called to order at 9:05 a.m. PT on Sunday, Sept. 10, 2017, at the Anaheim Marriott.

ROLL CALL

In addition to Baker, the following were present: President-elect Alex Tarquinio; Secretary-Treasurer Patti Gallagher Newberry; Immediate Past President Lynn Walsh; Vice President, Campus Chapter Affairs Sue Kopen Katcef; Director At-Large Directors Lauren Bartlett and Rachel Wedding McClelland; Campus Representative Hayley Harding; Campus Adviser At-Large Leticia Steffen; Regional Directors Jane Primerano; Andy Schotz; Michele Day; Joe Radske; Kari Williams; Eddy Gallagher; Ed Otte; Ethan Chung and Matt Hall.

Staff in attendance were Executive Director Joe Skeel, Associate Executive Director Tara Puckey and Communications Strategist Jennifer Royer.

WELCOME TO NEW MEMBERS

Baker welcomed new members to the board and said she would like to match up new and old board members in a mentorship program.

PRESIDENT'S GOALS

Baker said her goal is continue focusing on the mission of SPJ and focusing on public education and community outreach of SPJ's mission. Details will be outlined in her first president's column in Quill magazine. She also talked about this in her speech the previous night. In summary, she said she wants to continue all the good work we're doing, look outward and make connections with the community and public.

COMMITTEE CHAIR APPOINTMENTS

Baker appointed Robyn Davis Sekula as Membership Committee chair; Andrew Seaman as Ethics Committee chair; Schotz as Awards Committee Chair; Meena Thiruvengadam as Diversity Committee chair; Becky Tallent as Education Committee chair; Bob Becker as Bylaws Committee chair; Gallagher Newberry as Finance Committee chair; Danielle McLean as FOI Committee chair; Day as Resolutions Committee chair and Hagit Limor as LDF Committee chair.

EXECUTIVE COMMITTEE ELECTIONS

Baker said the Executive Committee is comprised of the president, president-elect, secretary treasurer, vice president of campus chapter affairs, immediate past president and two at-large members selected by the board of directors.

There were three nominations for two spots on the board's Executive Committee: Radske nominated Bartlett and Primerano. Steffen seconded. Walsh nominated Hall. Schotz seconded.

After a paper ballot vote, Bartlett and Hall were voted onto the Executive Committee.

SDX FOUNDATION BOARD APPOINTMENTS

In addition to herself, Baker said she was appointing six people to the SDX Foundation board: Tarquinio, Gallagher Newberry, Kopen Katcef, Walsh, Radske and Schotz.

RATIFICATION OF SIGMA DELTA CHI FOUNDATION BOARD ELECTIONS

The board ratifies the independently elected officers and directors of the Sigma Delta Chi Foundation. Officers elected were Irwin Gratz, vice president; Howard Dubin, secretary; Hagit Limor, treasurer. New members elected to the board were Michael Bolden, April Bethea, Robyn Sekula and Paul Fletcher. Continuing on the board are Kelly Hawes, Sonny Albarado, Jane Kirtley, Sally Lehrman and Fred Brown.

Upon proper motion by Kopen Katcef and Hall second, the board voted unanimously to ratify the SDX Foundation elections.

Finance Committee Appointments

The Finance Committee is comprised of the president, president-elect, secretary-treasurer, vice president of campus chapter affairs, immediate past president and two at-large members appointed by the president and ratified by the board of directors. Baker appointed Hall and Bill McCloskey to the Finance Committee.

Upon proper motion by Kopen Katcef and second by Steffen, the board voted unanimously to ratify the finance committee appointments.

Old/New Business

- a. Explanation of Wells Key selection – Baker said Walsh’s comments at the previous night’s banquet were absolutely appropriate. Walsh said Wells Key winner Bruce Sanford is energized, willing to help and gets fired up when something happens to a journalist. He was involved in Ethics Week planning, how we should respond to the climate with our president, he has been willing to look over language to see if there is a better way to say something. Walsh said she is very grateful to his service and his whole team. Leger added that what Baker Hostetler does for SPJ and what we pay them for is an incredible gap. Between tax law, legal defense fund, other legal things, we should have given him the Wells Key long ago. Leger then explained what the Wells Key is – SPJ’s highest honor, named after Chester Wells, who died in a car accident. It honors service above and beyond being a member of the organization. Sanford was present for the meeting and was introduced.
- b. Conflict of Interest forms – Skeel passed out the forms for board members to sign, agreeing that should a conflict arise, they will make them known immediately. Schotz added that the second to last paragraph includes stronger language than the past to say that after a board member states a conflict, they will remove themselves from discussion, leave the meeting, and will not vote on the topic.
- c. Board orientation – Mark Bailen of Baker Hostetler discussed each officer and director’s responsibilities and duties while serving as a member of the SPJ Board of Directors.
- d. Walsh discussed the hiring of the new executive director. Gratz is heading the selection committee. Members are Walsh, Leger, Baker, Emily Bloch, Evelyn Hsu, Sue Kopen Katcef, Bill Ketter and Andrew Seaman. Walsh would like the board to sign off on a job description before posting the job opening. She is not asking for line editing, but to let the committee know if things are missing or if something needs to be specifically added. Gratz said the hope is to have it posted with a deadline to apply of Oct. 31. The search committee can then do interviews in late November and early December, and hopes to have a candidate to vote on in January. The board will have to decide how the office will be administered between Dec. 1 and the hiring of a new executive director. Walsh told everyone to feel free to use her as a go-to for committee questions regarding the hiring the new ED. It is important to hear concerns early on and she is willing to

pass along information to the committee. Baker said she is also willing to be a go-between for the board and the committee.

- e. Baker said she does not think meeting twice a year will be enough. She would like to plan a virtual meeting for mid-November to discuss the executive director search, then another virtual meeting toward the end of January to vote on the executive director nomination. There will be the regular April board meeting, then another virtual meeting in July and the regular board meeting in September.
- f. Newberry asked Baker to consider adding EIJ as a topic in the November meeting. She said it seems Quill and convention “are SPJ” for a lot of people and it seems the board really doesn’t talk much about EIJ. She has a lot of thoughts and would love to know the results of the post-convention survey.
- g. Newberry also said she would like the Quill conversation to continue, especially about an editorial board or publications committee. Leger said it is official and that he appointed an advisory board – Fletcher will chair it, Newberry will be a member.
- h. Newberry also said she was gratified the bylaws change went through. Baker congratulated Newberry and said the task force did a wonderful job. Newberry said she would like to propose the work of the task force continue, beginning the stages of strategic planning prep.

Adjournment

Under proper motion and second, the meeting was adjourned at about 11 a.m. PT Sunday, Sept. 10, 2017.

ARTICLE FOURTEEN

PUBLICATIONS

Section One. The official publication of the Society shall be called Quill. The executive director will be publisher of the magazine, select its editor, and perform duties normally associated with a publisher.

(TR) Section Two. At least six issues of Quill shall be published each year. Date of issue shall be determined by the board of directors.

(TR) Section Three. All Quill subscriptions are payable in cash in advance. All subscriptions shall start with the first issue of Quill following receipt of complete payment and shall terminate promptly at the end of the time paid for.

(TR) Section Four. Each person who has paid the designated amount as a life subscription to Quill (available before but not after January 1, 1969) shall be entitled to receive Quill for life, but such subscription may not be transferred and it shall terminate upon death, resignation or expulsion from the Society.

Section Five. All gross income of Quill from advertising, subscriptions other than life subscriptions, and from all other sources shall be paid into the Quill operating expense fund and may be used as part thereof in defraying expenses.

Section Six. Any cash balance in the Quill operating fund or any part thereof at the end of the year that, in the judgment of the board of directors, is not needed in the immediate conduct of Quill, may, upon order of the board of directors, be paid into a fund to be known as the Quill Endowment Fund.

(TR) Section Seven. The principal amount of the Quill Endowment Fund shall be held constantly intact except as herein otherwise provided. Net income from Fund investment shall be used (1) to pay expenses incurred in the management, editing and conduct of Quill and (2) payment of expenses for administration of the Quill Endowment Fund.

(TR) Section Eight. The Quill Endowment Fund shall be held under the immediate management, control and custody of trustees to be known as the Quill Endowment Fund Trustees, or under such proper provision, contracts and agreements as the convention may order or the board of directors may approve for the proper safeguarding, management, investment and distribution thereof to the benefit of Quill and the Society, and for the advancement and furtherance of the profession of journalism, and for no other purpose. The board of directors of the Society is authorized and empowered to enter into and execute for the Society such described contracts or agreements with the Quill Endowment Fund Trustees.

(TR) Section Nine. The Quill Endowment Fund Trustees shall be composed of the members of the board of the Sigma Delta Chi Foundation.

(TR) Section Ten. Each trustee shall upon election signify acceptance of office in writing to the executive director of the Society. Such acceptance shall be conclusively deemed to constitute acceptance of the trust and all of the powers and duties and responsibilities imposed by it, or set forth in these bylaws and amendments that may be made hereto and in any existing or future agreements or contracts made by the Quill Endowment Fund Trustees.

(TR) Section Eleven. The Quill Endowment Fund Trustees shall maintain such books and records of account as will render easily ascertainable by the Society's board of directors or convention at all times the exact receipts, disbursements, balance and conditions of the Quill Endowment Fund or funds.

(TR) Section Twelve. Disbursements from the Quill Endowment Fund shall be made by the trustees to the executive director directly.

(TR) Section Thirteen. Any gift, donation, bequest or devise to the Quill Endowment Fund, or any gift, donation, bequest or devise to be made to the Society and by the convention ordered to be transferred to the Quill Endowment Fund shall at once become an undistinguishable part of such fund, and both principal and interest shall be subject to all of the provisions and regulations relating to the safeguarding, management, investment and distribution of the fund herein and elsewhere provided.

(TR) Section Fourteen. In the event of the resignation of all of the trustees or the termination of the service of all the trustees by the Society's board of directors, the members of the Society's board of directors shall automatically become the Quill Endowment Fund Trustees and such shall be bound by the terms of the agreement or agreements in force and effect with the elected trustees immediately prior to such resignation or termination; and the members of the Society's board of directors shall serve as trustees until the next ensuing national convention.

(TR) Section Fifteen. The Quill Endowment Fund may be terminated only by vote of two successive conventions of the Society and in such event, the living contributors to said fund shall be repaid the amount of their contributions to the said fund, or if the fund be not sufficient to repay such contributions in full, their equitable proportion thereof; and if the fund be more than sufficient to repay such contributions in full, then only the excess thereof may be otherwise distributed as the said two successive conventions may direct.

(TR) Section Sixteen. In the event of the dissolution of the Society, the trustees last in office and the members of the board of directors last in office may as in their judgment seems most expedient for the furtherance of the purposes of the Society (1) form a corporation to hold for educational or professional purposes in the field of journalism the trust property then remaining in their possession, or (2) give and convey such property to a generally recognized, well-established institution or organization devoted to education or professional service in the field of journalism.

(TR) Section Seventeen. The board of directors is authorized to invest annually whatever portion of the reserve fund for unearned subscriptions as shall be deemed advisable and authorized by the convention; the manner in which said portion of the fund is to be invested is to have the approval of the convention in assembly.

(TR) Section Eighteen. Upon the termination of a life subscription to Quill (available before but not after January 1, 1969) through the decease, expulsion or resignation of the subscribing member of the Society, the principal amount remaining of that originally paid as a life subscription that became a part of the Quill Endowment Fund or the income therefrom, may

upon specific order of the board of directors, be used for the advancement and furtherance of the best interests of the profession of journalism as the board of directors may determine.