

**MEETING AGENDA**  
**EXECUTIVE COMMITTEE, SOCIETY OF PROFESSIONAL JOURNALISTS**  
**TIME: 9 A.M. DATE: JUNE 25, 2016**  
**NATIONAL PRESS CLUB, WASHINGTON D.C.**

1. Call to Order – *Fletcher*
2. Roll Call – *Walsh*
  - a. Fletcher
  - b. Walsh
  - c. Baker
  - d. Kopen Katcef
  - e. Neuts
  - f. Radske
  - g. McCloskey
3. SPJ Governance discussion – *Fletcher* **(Page 2)**
4. Approve Executive Committee Meeting Minutes
  - a. Jan. 6, 2016 **(Page 14)**
  - b. Jan. 30, 2016 **(Page 16)**
  - c. Feb. 29, 2016 **(Page 20)**
  - d. April 11, 2016 **(Page 22)**
5. Report of the SPJ President – *Fletcher*
6. Old/New Business
  - a. Membership strategic plan update – *Puckey*
  - b. Proposed bylaws amendments – *Fletcher* **(Page 24)**
  - c. EI16 update – *Skeel* **(Page 28)**
7. Public Comment

**EXECUTIVE SESSION**

8. Awards selection
  - a. D.L. Eshelman Outstanding Campus Adviser
  - b. Distinguished Teaching in Journalism
  - c. Ethics in Journalism
  - d. Historic Site in Journalism
  - e. Howard S. Dubin Outstanding Pro Members
  - f. Julie Galvan Outstanding Graduate in Journalism
  - g. Regional Director of the Year
  - h. Sunshine
  - i. Wells Memorial Key
9. Adjournment

# **THE SOCIETY OF PROFESSIONAL JOURNALISTS**

**EXECUTIVE COMMITTEE MEETING**

**JUNE 25, 2016  
9 A.M. – 5 P.M. ET**

**NATIONAL PRESS CLUB, WASHINGTON, D.C.**

*STREAMED LIVE AT [WWW.SPJ.ORG](http://WWW.SPJ.ORG)*



**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.**

**DATE:** June 20, 2016  
**FROM:** Joe Skeel, Executive Director  
**FOR:** SPJ Executive Committee



## **SPJ GOVERNANCE - OVERVIEW**

A recent proposal to shrink the size of SPJ's board reignited a decades-long discussion regarding the Society's overall governance structure. Although the recent measure failed because of some specific issues, leadership agreed that there is merit to the idea of a smaller board.

In an effort to investigate the idea, President Paul Fletcher created a task force, to be led by Region 4 Director Patti Gallagher Newberry. I was asked to "survey the landscape" in an effort to provide background and context to the task force and Executive Committee.

Before the most recent discussion, however, I had already spent the past several months researching governance strategies and structures in the association realm. I, like many leaders, see major challenges created by our current model. My hope was to find some solutions.

This research goes beyond board structures, however. It includes all governance entities: boards, committees, delegates and membership. I've attended webinars, in-person training, read multiple books and spoke with association experts and other executive directors (inside journalism and out).

These memos are intended to share what I have learned, helping the Society's leadership create a path for optimum governance. It is not intended to offer specific solutions to every issue. Rather, it is intended to be a conversation starter for the Executive Committee and task force.

It is broad in scope. But, I think it's important to see our governance holistically. Only then can the best decision regarding board make-up be made.

Although there are several best practices and data out there, it's important to realize that every association is different. SPJ must determine the path that best suits its future.

I don't pull any punches. This may be unpleasant to read. But I have always had the luxury of being open and honest with leadership, so I'm banking on that.

I won't bury the lede, though. There is one major take-away from all my research:

*SPJ's governance is outdated and broken when compared to the most progressive/successful associations. If it wants to maximize its potential and remain relevant into the future, a **radical** change to its structure and culture is necessary.*

I've identified three problematic areas when comparing SPJ to the most successful associations:

- Board culture
- National board structure
- Delegate governance model

**DATE:** June 20, 2016  
**FROM:** Joe Skeel, Executive Director  
**FOR:** SPJ Executive Committee



## **SPJ GOVERNANCE – BOARD CULTURE**

The most successful and progressive associations strive to create a team culture among its board of directors. Working together, they focus on narrow, strategic goals. They are all rowing in the same direction – all the time. This is made much easier with a smaller board (which I address in the next memo). But, the key is that each board member puts aside specific agendas or projects and focuses on the overall goals of the association.

There is potential for trouble when goals of individual board members don't align with organizational goals. In this instance, individuals may hijack a board's focus and take it in other directions. If a handful of individuals do this, the board loses the ability to stay strategic – as it feels compelled to support each board member's ideas.

SPJ has no shortage of board members that have specific areas of passion. Many times they, have captured the board's attention (and time) in an effort to get support. Some of the most recent examples include: a data project, a gaming journalism contest, discussion on committee meeting transparency, EIJ speakers, etc. Recent SPJ board meetings have been littered with discussions not germane to a larger strategic initiative.

There is a good reason for this: Where else can people present these ideas? Many times, they come from frustration that the board isn't doing enough. In addition, our culture now is that people are *supposed* to bring these ideas up during board meetings – even at the last minute.

Association presidents (or other top leaders) often don't feel comfortable telling fellow board members that their idea isn't appropriate for the board – as they don't want to discourage participation and ideas. But in the best associations, this happens all of the time – in a respectful manner.

Improved board training, where clear expectations are set, also helps manage this potential problem. The president's job, through strategic agendas and meeting management, is to keep the board focused on the organization's goals.

In SPJ's case, those goals are typically set by the president, who is elected by membership. Under a new culture, however, that could change. The board could collectively decide on goals via strategic planning sessions.

Of the three items mentioned in the cover memo, board culture is the easiest to address. It won't be easy, mind you. But it's easier than the others. It doesn't require a vote or bylaws amendment. It simply requires a plan and cooperation from all involved.

The failure in creating a strategic, team-oriented board in the past falls mostly on me. As your executive director, it is my job to ensure leadership is armed with the tools and understanding to be as effective as

possible. It is also my job to help the president create the right environment. Until I began course work on my association management certification last year, I didn't fully understand how to accomplish these things. I saw the symptoms, but didn't know any remedies.

To that end, Lynn and I have already talked briefly about ways to improve the culture after she takes office. Paul and I have had similar conversations regarding the remainder of his term.

Some specific tactics that other associations have used to improve board culture include:

- A. Set agendas that are primarily strategic and foster generative discussion.
- B. Delegate "work" to committees. (SPJ's internal awards/honors selections would be a good example of this).
- C. Provide more relevant board training; including expectations and roles of board and staff.
- D. Improve board development.
- E. Conduct regular virtual board meetings in an effort to keep directors informed on strategic progress and address non-strategic items.
- F. Modify Executive Director's report to focus on progress of strategic initiatives – not minutia.
- G. Curtail use of electronic communications/debate between meetings.

Whether or not the Society chooses to alter the national board structure or delegate governance model (which I address in separate memos), a better board culture would lead to greater successes.

With that said, the current structure of a large, representative board will always severely limit potential.

**DATE:** June 20, 2016  
**FROM:** Joe Skeel, Executive Director  
**FOR:** SPJ Executive Committee



## **SPJ GOVERNANCE - NATIONAL BOARD STRUCTURE**

In the book “Race for Relevance,” non-profit association experts Harrison Coerver and Mary Byers say:

*The traditional association operating model – one that’s dependent on direction and decision making by volunteers and support by members – isn’t working as well as it once did. Most associations are tradition driven, slow, and risk-averse. They are characterized by offerings of a broad range of programs, services, products and activities. The model is tied to face-to-face interaction through meetings, conferences, conventions and seminars.*

In my research, most older associations – including SPJ – operate as their traditions set forth. Few have evolved in a dramatic fashion. This is because those that have been around longer struggle to adapt to new ways of operating. This put them behind the 8-ball as society underwent massive changes over the past 40 years.

Associations founded more recently, however, were created with a clean slate *after* many of the recent societal “game-changers” were apparent. Those association-model game-changers include time (people have less of it and are less willing to give it up), value expectations (people expect high return on investment), generational differences, competition and technology.

In speaking directly with Byers, I learned that despite SPJ’s traditional governance model, it is doing better than many other associations. For example, many groups she works with don’t have a robust social media presence. Snail mail may be the main form of communications and the average age of their board members may be 50 or higher. This is confirmed when I speak to executive directors of other associations – inside and outside of journalism.

However, this shouldn’t be misconstrued.

SPJ used to be viewed as *the* leader among journalism associations. Today, it’s a player. What will it be tomorrow?

It’s clear by SPJ’s years-long membership decline that it continues to lose relevance among members and potential members – even though it may be regaining relevance among other associations – specifically in the advocacy realm.

Byers and Coerver went on to say,

*While most associations and professional societies are not in immediate danger, they will struggle if they cling to conventional approaches and structures....Professional societies will have members, but they will lose relevance*

*as their members' average age climbs. If they are not careful, they risk going the way of some community and civic organizations.*

The book, which I found to be the most on-target in relation to SPJ's challenges, goes on to suggest that the associations that will thrive – not just survive – are those that undertake five radical changes.

First on that list: Overhaul the governance model and committee operations.

The next four steps include: Empowering the CEO and enhance staff expertise; rigorously define the member market; rationalize programs and services; and build a robust technology framework.

A governance overhaul is the most important, but it's also the most difficult. If this step is not achieved, there will be little, if any, chance of making meaningful progress on the other steps.

This memo specifically addresses national board structure. In my opinion, this is the first radical step to maximizing SPJ's potential.

To that end, I believe leadership must address two overarching problems regarding the national board.

1. It is based on representation, not competency.
2. It is too large.

## **REPRESENTATION VS. COMPETENCY MODELS**

Although there are thousands of variations, two basic types of non-profit governance dominate the association landscape: representative models and competency models.

**Representative governance** is a bottom up approach where constituents elect board members based on specific criteria such as geography, interest divisions, job titles, etc.

This was the predominant model in the early 1900s, when the Society was founded. Like SPJ, most associations at the time were formed first at the local level, then grew into national prominence as members and word spread slowly across the country. National governance was a way to amplify the voice of its chapters, which provided direction for the association.

Today, this model often provides a sense of comfort for members – ensuring the association won't go in a direction counter to their desires. Furthermore, most people in the U.S. can relate as it closely resembles our nation's democratic process. This deep-rooted connection between the association model and democracy is especially true for SPJ members given their profession. An association of corporate CEOs, however, would view this model much differently.

This model, seen mostly in older associations, is characterized by larger boards that are rarely efficient and strategic. Many of the board members serve out of obligation. Elections are mostly uncontested. Collectively, the board may have trouble making decisions, as each member may have different priorities. Representative boards are designed to take direction from chapters/members before acting,

making them slow to react, sometimes apprehensive in decision-making without more input. They are typically risk-averse.

What's interesting is that many groups formed at the national level STILL adopt a representative model – despite its inefficiencies. Examples of this in the journalism world include NABJ, NAHJ, RTDNA and many others. Experts surmise there are two main reasons for this.

First, when starting an association most people “survey the landscape” to see how others are structured. Representative models are still very prevalent, as any internet search will pull up no shortage of “regional” board positions. Many journalism associations are representative based on geography AND job title (Region 1 Director and Campus Adviser At-Large, for example). Also, it's common sense to think that if a national association wants to establish a grass-roots effort, it needs boots on the ground – with a formal regional structure. I suspect many journalism associations looked at SPJ's model when they launched.

Secondly, Americans believe in a representative democracy. This is especially true of SPJ members. We work every day to uphold these ideals. Democracy makes people comfortable. Having their voice represented in the board room gives them a sense of power and trust.

Of course, most membership associations still have elections. Ultimately, members choose their leaders. So, even a competency-based board has a democratic element. The difference is that all association members usually vote on all candidates. Board seats aren't restricted by geography, job skills, etc.

**Competency-based governance** is a top-down approach where board members are elected based solely on their ability to lead. Competency-based boards may seek different types of candidates each election cycle to meet the needs of today. The people filling these leadership posts are often CEOs, top managers or visionaries who are used to seeing the big picture in their day jobs.

This governance model is more predominant with associations formed in the late 1900s and after. The national association determines the direction of the association. Chapters enhance the organization's goals and mission, but don't dictate direction.

Organizations that have competency-based models usually have a rigorous nominations process to ensure a quality board of directors. People simply can't “throw their hat into the ring.”

Diversity in thought and experience is critical. To achieve this, the types of candidates sought each year may change in an effort to have a well-rounded board. In many cases, associations have board members that aren't members of the association – if particular expertise is needed. Some even have spots that are for appointees only – allowing boards to appoint members after an election to ensure diverse, expert perspectives.

This governance model, which typically has a smaller board, is similar to a corporate model – where a handful of the best and brightest lead the way. They then leverage committees, task forces and staff to do the heavy lifting.

Starting this model from scratch is fairly easy. But, as you would expect, transitioning from a representative model to a competency model is very difficult. Despite its clear advantages, it usually makes members uneasy. The result is that associations will tinker with their governance in an effort to become more “nimble.” Yet, they will retain their representative nature – minimizing its effectiveness and leading to continued frustration.

## **BOARD SIZE**

A common refrain from association leaders is that their board is too large. A common rebuttal from board members is that size doesn’t matter. If it’s effective and can make decisions, size is irrelevant. Yet, most “decisions” being referred to are related to management, not setting strategy.

Think back to the SPJ board’s strategic work in New Orleans. Would it have been more effective with fewer people? Could we have agreed quicker? Could we have drilled down farther? Did the larger group present more great ideas? Or did it simply produce more to wade through?

Although a smaller board doesn’t guarantee a more effective board, research shows that it greatly improves the chances.

Why?

Primarily, it’s a simple numbers game. A smaller board has fewer spots to fill. Instead of looking for 25 qualified people, you may only need to find nine. And, taking the competency-based model into account, those nine could come from anywhere. Geographical/job title/interest division representation is not a factor.

Play this out in SPJ’s world. We need to find 23 people. But 12 of them have to be from a specific region. Two of them have to be students. Two of them have to be campus advisers. Often, we struggle to find one person willing to fill these spots.

Now, imagine if SPJ had to find 11 leaders from anywhere.

What gives you the most likely chance to succeed?

Secondly, smaller boards generally optimize the skills of each member. Directors are often chosen for a specific skill set and are counted on to contribute. It’s noticeable when they don’t. This leads to a more engaged set of leaders.

Lastly, associations spend far less time and money supporting smaller boards – freeing resources for other initiatives.

A quick Google search will tell you that there is no perfect board size. Several books on association management will tell you the same thing: The perfect size depends on the organization’s needs.

Byers and Coerver disagree. In their opinion, there is a perfect number: 5

Here is the theory: On typical larger boards, the association is actually governed by the officers or executive committee of about five people. They surmise, if five people are doing most of the governing, why not eliminate the extraneous positions. Let them work where their interests lie – committees, task forces, one-off volunteer opportunities for programs and services, etc. Why can't the five people – elected by membership after a rigorous nominations process – lead the way?

In SPJ's current world, the seven-member executive committee doesn't necessarily govern. Although it used to be truer than it is today. When I was hired in 2009, it was common for the executive committee to make decisions – albeit they usually weren't strategic. Today, it operates more as a task force, vetting ideas and discussing proposals that are eventually presented to the board for consideration. In some instances, the executive committee works on items that the board directs. In this role, the officers actually become a working group – not a strategic body of leaders.

This culture shift is because many on the board preferred decisions be made by the full group, not the executive committee. Ironically, this second layer of approval is one of the reasons SPJ isn't very nimble. The more discussion that takes place, the more "holes" any proposal will encounter. In some cases, the board then wants to hear from membership before moving. The majority of the feedback (usually received over a few weeks or a month) usually comes from the association's most loyal and longtime – who may be averse to change.

Despite a desire to be nimble, this is how large, representative boards become slow and risk-averse.

I'm not necessarily advocating for a five-person board. But I do think the principle behind that number is valid. In short, choose the right amount of seats that would allow for a diverse, strategic board. No more, no less. There are other ways to get input from members.

The goal of the most progressive associations is to have boards led by big-picture thinkers – guided by a president who can keep the group on task. This is far more achievable if the board is smaller and not restricted by specific representation.

**DATE:** June 20, 2016  
**FROM:** Joe Skeel, Executive Director  
**FOR:** SPJ Executive Committee



## **SPJ GOVERNANCE – DELEGATE MODEL**

Delegates (individuals chosen to represent chapters at an annual convention) is an outdated concept rooted in representative governance. Before the advent of modern technology, this was necessary because an annual convention was the time and place chapters convened to provide direction for the national organization.

Where they still exist today, this model is mainly a holdover of tradition, and not critical to providing organizational direction (with the exception being among fraternities and sororities).

This is because professional chapter-based associations across the country are struggling to remain relevant – or survive. Over the past decade, it's been harder to find individuals willing to commit the time and energy it takes to keep a chapter running. SPJ is not immune to this problem. Although it still has several very strong chapters, most aren't that active. Many struggle to find people willing to sit on their boards. With fewer journalists today than a decade ago, this challenge is even greater.

Furthermore, annual conventions aren't necessary to share the position of local chapters/members. Today, it takes an e-mail to the president, an online survey or a phone call to staff.

As a result of the nationwide decline in chapter-driven professional associations, more national organizations have taken the lead when it comes to providing strategic direction and collective voice. This has been true of SPJ for a long time. Chapters no longer set strategic direction for the association – outside of a few resolutions (which is also an outdated concept rooted in tradition).

Most delegate models in existence today remain for two reasons: Tradition and the unwillingness of associations to address the issue. This is true despite the fact that many of the delegates in these associations don't fully understand their role – unless they are longtime members. This is certainly true in SPJ, were we started delegate training last year in an effort to combat this.

Here are some key questions to ask:

- Do the delegates fill an important role to the association each year?
- Does the association spend a lot of time, energy and resources on this model?
- Is there another way this business could be handled?
- Do the majority of delegates see this role as critical to their membership?

As I answered these questions, it became clear that SPJ's delegate system is no longer critical to its mission. Although it served a critical purpose in the formative years, the Society has moved well beyond this model's usefulness.

In the more modern/progressive associations, this layer of governance doesn't exist. Members vote for the board of directors. The board of directors make the decisions they were elected to make. At any time, a board may choose to put a vote out to the entire membership.

Lastly, in an effort to meet face-to-face with members, most associations conduct membership meetings during their annual conventions. This is similar to our closing business meeting. This is a time when national leadership shares plans/ideas with membership to get feedback. It's also a time for members to share ideas/concerns with leadership. The difference is all members are invited to participate, yet there is no voting on any matters – unless requested by the board.

**DATE:** June 20, 2016  
**FROM:** Joe Skeel, Executive Director  
**FOR:** SPJ Executive Committee



## **SPJ GOVERNANCE – NEXT STEPS**

Radically changing an existing model, especially one steeped in 100-plus years of tradition, is incredibly difficult. Leadership must understand this going it. Most associations aren't actually successful in going as far as they should.

They stop short – resulting in Band-Aid approaches that rarely remedy the underlying problems. In many cases, they create more work down the road. In the context of SPJ, here are a few recent items that I would identify as examples of “tinkering”:

- Passing one-member, one-vote in 2011 – but not for resolutions and bylaws changes. In reality, I think this outcome was the result of this question: “If every member gets a vote on everything, what will the delegates do?” This result was based on the Society’s refusal to part with tradition. What do resolutions accomplish that couldn’t be done in another way? They are usually akin to presidential statements. Recently, they have been used to get business done (such as the proposed name change). This mostly likely isn’t the preferred approach. But it’s the approach our governance mandates. There also seems to be a premium put on floor debate. Yet, this is tradition more so than necessity. Yes, each chapter has a voice. This makes them feel part of the process. But is the end result significantly better as a result? A very small number of members may find this tradition important. In reality, SPJ’s other 7,000 members see no point in it – and don’t even know that this tradition exists. If floor debate is critical – such as a new Code of Ethics, the board could vote to have it during a membership meeting.
- Researching and proposing a regional delegate system so non-chapter members have representation – the “41-percent”. If SPJ moves completely away from a representative model, none of this would be necessary. More importantly, if SPJ had moved in this direction 20 years ago, President Paul Fletcher wouldn’t have spent the better part of two years trying to solve a problem created by our own outdated governance.
- A proposal to shrink the board – which has come and gone over time. Yet, the underlying concerns are always rooted in the concept of representation. If we shrink, how do we realign regions? Who represents them on the board? Where can they attend regionals? Maybe the regional map could still exist – but only for the purposes of contests and conferences? Instead of regional directors running spring conferences and MOE judging, maybe we could lean on individual chapters, individual volunteers or maybe even pay stipends (as we do for MOE). In short, traditional – yet important – details continue to derail the desire for a more nimble board. It’s time those details be tackled through a comprehensive approach.

These “tinkers” have all been done with the best of intentions. But they are all examples of compromises that SPJ has made along the way. No doubt, many more not listed here have come and gone over the years. More are sure to come if the Society doesn’t address its governance issues in a holistic manner.

This means that it must commit completely to making radical changes. Going half-way on governance restructuring simply kicks the can down the road, which is why we are here today.

There are a lot of reasons not to bother with this giant issue. It will be hard and it will be frustrating. It will likely take a couple years. There will be resistance from SPJ's most dedicated members. Other members don't care at all, so why spend time on it? There will be the urge to tinker instead of overhaul. After all, the worst that can happen is we remain the same.

If that were OK, however, the topic of SPJ governance wouldn't keep rearing its ugly head. Of course, the end game has nothing to do with governance at all.

Governance is merely a strategic infrastructure that associations create and operate within. It's what comes out of that infrastructure that helps associations meet their missions – and provide true member value: programs, benefits, advocacy efforts, etc.

I urge leaders to tackle this herculean effort now. If it doesn't, I believe the Society will continue to lose relevance.

I hope these memos provided the necessary background to get the discussions started.

As I said in the beginning, I don't have all of the answers. But I do know this:

*SPJ's governance is outdated and broken when compared to the most progressive/successful associations. If it wants to maximize its potential and remain relevant into the future, a **radical** change to its structure and culture is necessary.*

**MINUTES  
BOARD OF DIRECTORS  
SOCIETY OF PROFESSIONAL JOURNALISTS  
JAN. 6, 2016  
CONFERENCE CALL**

**MEETING CALLED TO ORDER**

With president Paul Fletcher presiding, the meeting of the Executive Committee of the Society of Professional Journalists was called to order at 2:02 p.m. ET on Wednesday, Jan. 6 via conference call.

In addition to Fletcher, the following were present: Vice President for Campus Chapter Affairs Sue Kopen Katcef; Immediate Past President Dana Neuts and at-large members Joe Radske and Bill McCloskey.

Staff members present for the meeting were Executive Director Joe Skeel and controller Jake Koenig. Representing Greenwalt CPAs were Amanda Meko and Jennifer McVeigh.

**FISCAL YEAR 2015 AUDIT**

The purpose of the meeting was to consider the draft of the Fiscal Year 2015 audited financials.

Meko shared that the independent accounting team found no misstatements or errors while completing the audit. The Society adopted no new accounting policies and didn't change any existing policies.

The accounting team returned a clean report, which is the best rating an organization can receive.

McVeigh walked committee members through a few of the financial statements, specifically the Statement of Activities and the Statement of Financial Position.

Regarding the Statement of Activities, McVeigh noted that when comparing line items from FY2013 to FY2014, the Society was lower in association management revenue. This is because NAHJ was part of EIJ in FY2013, but not FY2014. Therefore, SPJ received no revenue for conference (association) management for NAHJ.

Regarding the Statement of Financial Position, McVeigh explained the difference in grant revenue was the result of the new working agreement between SPJ and the SDX Foundation. Because the SDX Foundation is now directly managing educational programming, it no longer provides grants to SPJ.

However, the Society's expenses remained relatively flat. This is because the expenses are tied to the educational programming tied to grants promised in 2014.

In these reports, in accordance with Generally Accepted Accounting Principles, grant revenue is recorded when the Foundation promises the funding (typically April of each year). So, what results is expenses from the current year and revenue for the upcoming year. Because we

received far less revenue for the upcoming year – as a result of the transition – it gives the appearance that we finished in the red.

In reality, however, we received funding for those expense last year.

In short, the combination of GAAP reporting requirements and the transition between SPJ and the SDX Foundation paints an inaccurate picture of the Society’s true financial performance. The anomaly will correct itself next year, as the new method of managing the educational programs will be comparable from year to year.

McVeigh shared that the Society has enough unrestricted reserves to last 6 months should it receive no revenue and all operations continued as is. This is up from 4.5 months in FY2014. The accounting team recommends 3-6 months of reserves.

**Upon proper motion by McCloskey and second by Kopen Katcef, the executive committee voted to approve audited financials for FY2015.**

**ADJOURNMENT**

**The executive committee adjourned at 2:18 p.m. ET on Wednesday, Jan. 6, 2016.**

**MINUTES  
EXECUTIVE COMMITTEE  
SOCIETY OF PROFESSIONAL JOURNALISTS  
JAN. 30, 2016  
SCOTTSDALE, ARIZONA**

**MEETING CALLED TO ORDER**

With President Paul Fletcher presiding, the meeting of the Executive Committee of the Society of Professional Journalists was called to order at 12:06 p.m. MST on Saturday, Jan. 30, at the Hilton Garden Inn in Old Town Scottsdale.

In addition to Fletcher, the following were present: President-Elect Lynn Walsh; Secretary-Treasurer Rebecca Baker; Vice President for Chapter Affairs Sue Kopen Katcef; Immediate Past President Dana Neuts; and at-large members Bill McCloskey and Joe Radske.

Also present were guests Diversity Committee Chair April Bethea and Membership Committee Chair Robyn Sekula; Sigma Delta Chi Foundation President Robert Leger; and SPJ headquarters staff Executive Director Joe Skeel; Associate Executive Director Chris Vachon; Membership Strategist Tara Puckey and Communications Strategist Jennifer Royer.

**1. APPROVE EXECUTIVE COMMITTEE MEETING MINUTES**

- a. **JUNE 27, 2015** – No changes
- b. **JANUARY 6, 2016** – McCloskey had an amendment to Jan. 6 minutes where “board” needed to be changed to “executive committee.” Also, from Sept. 18 minutes, in Resolution 2, Carl Corry’s name needs to be corrected.

**Upon proper motion by McCloskey and second by Kopen Katcef, the executive committee voted to approve the minutes.**

**2. APPROVE DELEGATE MEETING MINUTES**

- a. Sept. 18, 2015 – opening business meeting
- b. Sept. 20, 2015 – closing business meeting

**Upon proper motion by McCloskey and second by Baker, the executive committee voted to approve the minutes.**

**3. REPORT OF THE SPJ PRESIDENT**

Fletcher gave a recap on SPJ, ASNE and SEJ meeting with Press Secretary Josh Earnest at the White House. Fletcher wrote a column for Quill to share what was discussed in the meeting. It was included in the board packet even though it wouldn’t be published for another couple of months. Fletcher recognized Royer for a job well done doing the legwork to set up and organize the meeting. SPJ will follow up with the White House in the coming weeks and months. Fletcher said he plans to continue the discussion to include Justin Trudeau, prime minister of Canada, and the progress he has made in encouraging Canadian

scientists to speak freely with journalists without minders or gatekeepers. The window in which President Obama can take a stand and make improvements in this area is closing.

President-elect Walsh has been working on an interesting program called Access Denied in partnership with MuckRock. The project encourages journalists to submit their stories of their requests for information being blocked. SPJ member Carolyn Carlson has done surveys that show over and over that PIOs are blocking information to journalists, they harass journalists when they do call a government employee directly. In Access Denied, an online form was created so people can submit their stories when this happens to them. The data will later be used to bring the issue to the attention of lawmakers, support White House efforts, etc. As of this meeting, about 20 people have submitted information. We have also received messages from journalists saying they are glad this exists and it helps to know other journalists are experiencing similar things.

Fletcher said he continues to watch FOIA reform. It has passed the House. Planning to contact senators in Virginia and push for FOIA to be approved like we did with the Shield Law. Also keeping in touch with legal counsel James Romoser who is monitoring the legislation for us. Walsh said leaders should also encourage members at regional conferences to do their part, mention it to program organizers, follow the shield law model.

Fletcher also mentioned the SMACK initiative to help student journalists. SPJ is willing to offer resources and make sure student journalists are aware that we're here to help them. Fletcher acknowledged Ethics Committee Chairman Andrew Seaman, who has become one of SPJ's go-to spokespersons. He often burns the midnight oil to comment on Twitter about various breaking news situations such as the University of Missouri situations, San Bernardino shooting, Sean Penn/El Chapo story.

Fletcher added that Dec. 15 was his favorite day of his presidency so far because we were at the White House, while at the same time, messaging back and forth about the Las Vegas Journal Review being sold under circumstances that were murky. SPJ was in the middle of that discussion, the Code of Ethics was being cited, then in the afternoon we met with Josh Earnest. It was a day where we were right on point in doing what we do.

#### 4. SDX FOUNDATION GRANT REQUESTS

- a. Loan a Drone -- Fletcher said this is an action item, for consideration of offering funds for a Loan a Drone program for Region 3. Member Brandon Ballinger is willing to go on a trek around Region 3, make a YouTube video, to show how drones can be used in journalism. Recommendation for the SDX Foundation to give \$3,000 of matching funds to the Florida Pro Chapter so Ballinger would have \$6,000 total to travel by car, cover meals and lodging, to offer this training program.

**Upon proper motion by McCloskey and second by Neuts, and discussion in support, the executive committee voted in support of the Foundation offering \$3,000 in support of this program.**

## 5. DISCUSSION ITEMS

### a. Membership representation update

Fletcher said there may be some potential bylaws amendments coming from the membership representation task force. He appointed Alex Tarquinio to take over work he had started as former President Neuts appointee to “take care of the 41 percent problem.” We have members who are not chapter members, it’s a substantial number. But the only way to have a voice at convention is to be a chapter member. The proposal is a modified version of the one member/one vote concept. The matter will be put out for a binding referendum among the members. Once we have proposals from the task force and bylaws committee, all information will be put onto the executive committee site and we’ll take another look at the data, probably in March. Leger asked if anything was being done with the bylaws committee’s alternate proposal that was in the supplemental materials. Fletcher said it is all on the table. Tarquinio and Bob Becker, chair of the bylaws committee, are working together to see if they can come to some type of agreement on what the proposal should be.

### b. ACEJMC appointment process

Fletcher wanted to discuss Steve Geimann leaving the ACEJMC board after 19 years as an accrediting rep for SPJ. We have to come up with a mechanism for finding a new rep. He said Walsh has come up with a good suggestion and they would like to discuss it at the next board meeting. It would become a presidential appointment, subject to approval by the board. It’s a fine way to shift it and a good system. It’s how they select a new RD, so the groundwork for doing it this way has already been laid. It will be coming up in April for board consideration.

### c. Communications

There was discussion about the Reporters Committee for Freedom of the Press asking SPJ to sign onto a letter regarding a Florida bill that would shift FOIA fees. The information went out that SPJ had signed on. Michael Koretzky emailed both boards saying the Florida pro chapter had already been working on this and why didn’t national contact them in the future when we are asked to sign on to similar things?

Discussion ensued that local should let national know when they are working on these local advocacy issues because national receives requests to sign letters quite frequently and they often have to be signed onto very quickly. If questionable, Fletcher bring to the full board, but he doesn’t want to slow down that process, especially for ones that are pretty obvious we would sign on. Jennifer and Fletcher talked about how to best address this concern.

If we initiate a letter, we do reach out to RDs and chapters to see if they’re aware or doing something. But we will send a note to RDs; we might want to write a president’s blog post, or guest editorial that Jennifer shops around to local markets.

## 6. OLD/NEW BUSINESS

### a. Selection of SPJ Fellow (time permitting)

Fletcher said there was not time to make selection at this meeting. The selection(s) would be made during a call in February.

## 7. COMMITTEE/TASK FORCE REPORTS

Fletcher said most of the committee reports are in the packet, but we will hear from Bethea and Sekula, who are in attendance.

Bethea said the full committee report is in the packet, but one of the committee's goals is how to recommend diversity fellows and then keep them involved afterward. In cases where they may want to move up in the organizations, how do we let them know what opportunities are out there. We want to reach out to people who already have had positive experiences with the organization and continue to keep them involved.

Sekula said that for the past two years the committee has been looking at relatively simple things they can do to attract more members. We've started with some easy things to do that we knew would garner results because we knew this meeting was coming up. Sending emails to former members asking them to come back. About 75 folks rejoined. About \$2800 in new membership fees. Great conversations with people, exchanged email addresses, asked people why they joined, why didn't they come back, and what value can we provide. Also, what their personal interests are, what pocket of the world they live in, connect them with communities. It was enjoyable and I learned a lot from talking to people and emailing them.

We did the #SPJ4All campaign and we'll do it again in the spring. Had some nice, positive results. And we also created a form on our website that students can go on and fill out and send to someone to ask them to buy their membership going forward as a graduation present. Kopen Katcef said that was a great idea and how can we get the word out? Sekula said it just went live a couple of days ago, RDs can push it out and it will be promoted through Leads, social media, etc.

Also, we're always seeking nominations for Member of the Month, sought by the 5<sup>th</sup> of each month, vote by the 10<sup>th</sup> and post by the 15<sup>th</sup> of every month. We think it's important to recognize the accomplishments of our members.

## 8. ADJOURNMENT

**Upon proper motion by Kopen Katcef and second by Baker, the executive committee voted to adjourn at 12:58 p.m. MST on Saturday, Jan. 30, 2016.**

**MINUTES  
EXECUTIVE COMMITTEE  
SOCIETY OF PROFESSIONAL JOURNALISTS  
FEB. 29, 2016  
CONFERENCE CALL**

**MEETING CALLED TO ORDER**

With President Paul Fletcher presiding, the meeting of the Executive Committee of the Society of Professional Journalists was called to order at 10:09 a.m. on Monday, Feb. 29 via Zoom conference call.

In addition to Fletcher, the following were present: Vice President for Chapter Affairs Sue Kopen Katcef; Immediate Past President Dana Neuts; and at-large members Bill McCloskey and Joe Radske.

Also present were SPJ Awards Coordinator Abbi Martzall, Associate Executive Director Chris Vachon and SPJ Communications Strategist Jennifer Royer. .

The purpose of the call was to discuss the Fellows of the Society nominations.

The committee discussed Jerry Ceppos and agreed that he should be one of the recipients this year. There was also discussion about Barbara Walters.

**Upon proper motion by Kopen Katcef and second by Neuts, Ceppos was nominated as a Fellow of the Society.**

Fletcher then asked the group to consider Barbara Walters and Matthew Winkler of Bloomberg. There was some discussion about Winkler's difficult past with SPJ, but that both are deserving of the award. Discussion about Winkler being on the SDX Foundation board, but resigned in protest and took Bloomberg money away from the Foundation.

**Upon proper motion by Neuts and second by Kopen Katcef, Walters was nominated as a Fellow of the Society.**

Fletcher said these were two very good choices and asked how many we normally have.

Martzall said it was recommend to only give one or two, but they have had up to three in past.

Vachon joined the call to give provide historical context of SPJ and Winkler. She explained that in about 2008 there was a Danish cartoon that SPJ spoke out against. Winkler did not agree that SPJ should have taken the position it did because of freedom of speech. He left the SDX Foundation board at that time. SPJ had originally received \$100,000 from Bloomberg, and wasn't sure if more money would be coming. After Winkler left the board, none ever did.

McCloskey said even if Winkler accepted and came to EIJ, he could use it as an opportunity to bash the association.

Group agreed that he is a serious contender, but they should check with Betsy Ashton and Steve Geimann to get a feel for whether they think he would accept and whether he has moved on from the incident.

Upon proper motion by McCloskey and second by Kopen Katcef, the committee voted to check with Ashton and Geimann before moving on to offer the award to Winkler.

There was a question of whether to go ahead and give Walters the award, even if she doesn't attend EIJ. Precedent has been set that to receive the award you must be in attendance at EIJ.

Fletcher said there are some good alternative choices, some of whom have been mentioned in years past and will likely come up again. For example, Laura Lee Prather, an attorney in Texas, who was recommended by Lucy Daghish. Also included was Don Van Natta, formerly with the New York Times and now with ESPN the Magazine.

Group discussed qualifications of Prather and Van Natta.

**Upon proper motion by Kopen Katcef and second by McCloskey, the committee voted to honor Prather and Van Natta as alternates if Ceppos Walters or Winkler decline.**

**Upon proper motion by McCloskey and second by Neuts, the committee voted to consider people for five years.**

Martzall said she would do that on a spreadsheet to share with the committee each year.

The committee discussed that the announcement would not be made until all have confirmed they can attend EIJ. Then it would be announced later in the spring (or as late as July).

## **ADJOURNMENT**

**Upon proper motion by Kopen Katcef and second by Neuts, the meeting was adjourned at 10:33 a.m. on Monday, Feb. 29.**

**MINUTES  
BOARD OF DIRECTORS  
SOCIETY OF PROFESSIONAL JOURNALISTS  
APRIL 11, 2016  
VIRTUAL MEETING**

**MEETING CALLED TO ORDER**

With President Paul Fletcher presiding, the meeting of the Executive Committee of the Society of Professional Journalists was called to order at 11:05 a.m. ET on Monday, April 11 via Zoom virtual meeting.

In addition to Fletcher, the following were present: Vice President for Campus Chapter Affairs Sue Kopen Katcef; President-Elect Lynn Walsh and at-large members Bill McCloskey and Joe Radske.

Executive Director Joe Skeel was also present for the meeting.

**41-PERCENT MEMBERSHIP TASK FORCE**

The purpose of the meeting was to consider reports from the 41-percent representation task force and the bylaws committee.

McCloskey, also a member of the bylaws committee, and Radske, also a member of the task force, spoke first on behalf of each group.

Radske said it would seem that the task force's detailed procedure doesn't need to go into the bylaws.

Walsh, also a member of the task force, said her concern was staff time that this election process will take, and as we are adding more responsibilities as other membership initiatives move forward, is there time to manage all of it?

Skeel confirmed that this will add to staff's plate. But, ultimately, if leadership deems this a priority, then staff must find a way to make that happen – even if other things must go to the back burner.

McCloskey shared that being as broad as possible in the bylaws allows for quicker changes should staff run into problems. Kopen Katcef agreed.

Paul said he would entertain a motion to accept the bylaws committee's recommendation on Article 10, Section 3.

**Upon proper motion by Radske and second by McCloskey, the executive committee voted to recommend to the board that Article 10, Section 3 of the bylaws read as follows.**

***Article 10, Section 3: The Board of Directors shall establish a procedure and timetable for the selection of regional delegates. In the event that the number of potential delegates exceeds the number of convention votes assigned to the region, the national headquarters staff shall conduct a ballot among***

***SPJ members living in each region not counted as members of any SPJ chapter within or outside the region to elect their delegates.***

**And that the task force's recommendation of the following be adopted as board policy.**

***Regional delegates shall be selected in the following manner.***

- ***Headquarters staff shall inform all members who are unaffiliated with any chapter of the opportunity to both vote in and run in elections for regional delegates no later than 75 days before the convention.***
- ***Headquarters staff shall conduct a ballot for regional delegates no later than 45 days before the convention.***
  - ***In the event that the number of potential regional delegates is fewer than the number of convention votes assigned to the region, the votes shall be equally divided whenever possible.***
  - ***When the votes cannot be equally divided, the candidate receiving the highest number of votes in the regional delegate election shall receive the larger number.***
  - ***In the event that the number of potential regional delegates exceeds the number of convention votes assigned to the region, those candidates who do not receive enough votes to serve as regional delegates shall be eligible to serve as alternate.***

On the matter of referendums, Walsh explained that the task force wanted delegates to have the ability to call for referendums – as a way to give each member a voice.

McCloskey said the bylaws committee feels the convention delegates already have that authority. It can do what it wants, he said, as the supreme legislative body of the Society. If it wants to pass that a resolution go to referendum, then it has that authority, he said.

Radske supported Walsh, and feels it should be made clear in the bylaws.

Kopen Katcef isn't sure it needs to be a bylaw matter, but she said it should be made clear in communications to delegates on a continuing basis that this is an option.

McCloskey said the resolutions chairman could share that information during the closing business meeting.

Radske supports the idea of better communications. Walsh also supports the idea, as long as the communications take place, she said.

The executive committee took no action, but agreed that the option for referendums should be communicated to delegates.

**ADJOURNMENT**

**Upon proper motion by Kopen Katcef and second by Radske, the executive committee adjourned at 11:25 p.m. ET on Monday, April 11.**

## ARTICLE FOUR

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### **Associate**

Section Nine. Associates shall not vote, hold national or chapter office, be delegates to the national convention, nor be counted in determining the voting strength of a chapter as defined under Article Ten, Section Three.

Associates may be:

- Persons who support the goals of the organization.
- High school students who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two.

Section Ten. Nominees for a membership category or sub-category shall be approved by the headquarters staff and executive director. Appeals on eligibility can be made to the membership committee and then to the board of directors.

## ARTICLE FIVE

### Governance

...

Section Fifteen. The national headquarters annually shall determine the status of all SPJ chapters, with the assistance of the national board of directors. This process shall be completed in time for certification of delegates to the national convention. Chapters shall be notified of their status at least 60 days prior to the convention and shall have 30 days to bring themselves into active – good standing status.

Section Sixteen. As part of the process of certifying chapter membership for purposes of apportioning delegates to the national convention, the national headquarters shall determine whether each SPJ member in the region is or is not counted as a member of any SPJ chapter within or outside the region, and establish the total number of SPJ members living in each region who are not counted as members of any SPJ chapter within or outside the region.

Section Seventeen. Upon the decision to terminate any professional or campus chapter, whether by dissolution, disbandment, revocation pursuant to Section Thirteen of this Article, or otherwise, any remaining chapter funds shall be distributed to another adjoining active Society Chapter then in good standing, the Society, or the Sigma Delta Chi Foundation, as directed by the chapter's governing body, or, in the absence of action of the local board within 60 days of termination, the national board of directors.

## ARTICLE TEN

### Convention

Section One. The convention shall be the supreme legislative body of the organization. It shall be held at least biennially at a time and place designated by the board of directors.

Section Two. The convention shall be composed of delegates or representatives from each chapter, delegates chosen in each region by SPJ members residing in the region who are not counted among the members of any SPJ chapter within or outside the region, the national officers and the national board of directors.

Section Three. The Board of Directors shall establish a procedure and timetable for the selection of regional delegates. In the event that the number of potential delegates exceeds the number of convention votes assigned to the region, the national headquarters staff shall conduct a ballot among SPJ members living in each region not counted as members of any SPJ chapter within or outside the region to elect their delegates.

Section Four. In the convention, each professional and campus chapter considered as active in good standing shall have one vote for each 50 members or fraction thereof. Each region shall have one vote for each 50 members or fraction thereof, who reside in the region and are not counted among the members of any SPJ chapter within or outside the region. Voting must be done by accredited delegates or their accredited alternate delegates present on the floor of the convention. Delegates cannot vote by proxy. National officers and members of the board of directors who are not delegates may not vote. In case of a tie, the presiding officer shall cast the deciding vote. Representatives of chapters who are not accredited as delegates may not vote.

Section Five. A convention quorum is present when delegates or alternates with authority to cast at least half of the delegate votes apportioned according to Article Ten, Section Three, are on the convention floor.

Section Six. All enactments of the convention shall become effective immediately unless otherwise specified.

Section Seven. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

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Associates may be:

- Persons who support the goals of the organization.
- High school students who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two.

**Deleted:** not eligible for membership in the Society

**Deleted:** — A person wishing to affiliate with the Society must be sponsored by a current member in good standing.

Section Ten. Nominees for a membership category or sub-category shall be approved by the headquarters staff and executive director. Appeals on eligibility can be made to the membership committee and then to the board of directors.

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Deleted: chapter and region

Section Six. All enactments of the convention shall become effective immediately unless otherwise specified.

Section Seven. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

## Schedule at a Glance

### Saturday, Sept 17

9 am – 4 pm	Deep-Dive Training Workshops <i>Pre-registration + fee required</i>
11 am – 4 pm	Tours/Activities <i>Pre-registration + fee required</i>
Noon – 5 pm	RTDNA Board of Directors Meeting
1 pm – 4 pm	Deep-Dive Training Workshops <i>Pre-registration + fee required</i>
3 – 5 pm	NAJA Board of Directors Meeting
5:30 – 7:30 pm	RTDNA RIAS Reception <i>Invite only</i>

### Sunday, Sept 18

9 am – 5 pm	-Visit the Exhibitors & Recruiters in the J-Expo -Critiques: Video & Audio and Career Profile
9 am – Noon	SPJ Board of Directors Meeting
9 am – 3 pm	Breakout Sessions/SPJ Committee and Community Meetings
3:30 – 4:45 pm	Super Session: Spotlight with Marty Baron
5 – 6 pm	-RTDNA Business Session -NAJA Membership Meeting -SPJ Business Session
6 – 7 pm	SPJ Scripps Leadership Reunion <i>Invite only</i>
6 – 8 pm	Dinner on your own
8 - 10 pm	Opening Night Reception

### Monday, Sept 19

9 am – 5 pm	-Visit Exhibitors & Recruiters in the J-Expo -Critiques: Video & Audio and Career Profile
9 am – Noon	SDX Foundation Board Meeting

9:30 am – 4:30 pm	Breakout Sessions/SPJ Committee and Community Meetings
2 - 3 pm	-Dr Is In -Exhibitor & Recruiter Meet-n-Greet -SPJ Pro & Campus Chapter Leaders Session
5 – 6:30 pm	Super Session: Honoring a Lifetime of Excellence
6:30 – 7:30 pm	RTDNA Paul White & John Hogan Awards Reception <i>Ticket required</i>
6:30 – 8 pm	Student Union
7 – 8 pm	SPJ Donor Reception <i>Invite only</i>
<b>Tuesday, Sept 20</b>	
9 - 10 am	Coffee Reception for SPJ Chapter Leaders
9 am – Noon	Deep-Dive Training Workshops <i>Pre-registration + fee required</i>
10 – 11 am	SPJ Regional Meetings
11 am – 4 pm	Activities/Tours <i>Pre-registration + fee required</i>
Noon - 1 pm	RTDNA Business Session
1 – 1:30 pm	SPJ Delegate Training
1 – 5 pm	RTDNA Board of Directors Meeting
1:30 – 4 pm	SPJ Business Session
6:30 – 7:30 pm	SPJ Legal Defense Fund Live Auction/Reception
7 – 10 pm	NAJA Media Awards Banquet <i>Ticket required</i>
7:30 – 10 pm	SPJ President’s Installation Banquet <i>Ticket required</i>
10 pm – Midnight	EIJ16 Dance Everyone’s invited!

**Wednesday, Sept 21**

9 am - Noon

NAJA Board of Directors Meeting

9 am – Noon

SPJ Board of Directors Meeting