



SPJ BOARD POLICY MANUAL



**SOCIETY OF  
PROFESSIONAL  
JOURNALISTS**



# BOARD POLICY MANUAL

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## A BRIEF INTRODUCTION

In October 2018, Society of Professional Journalists President J. Alex Tarquinio formed a task force, chaired by SPJ Secretary-Treasurer Matthew T. Hall, to review and update SPJ board policies and post them prominently on the SPJ website. They appointed board members Lauren Bartlett and Andy Schotz, regional coordinator Kathryn Jones and former board member Bill McCloskey to it. The group reviewed 20 years of policies.

The SPJ board unanimously approved the policies in this manual on Sept. 5, 2019, directing staff to post it in a convenient place on the SPJ website and share it with SPJ board members annually after each election. In approving this manual, the SPJ board also directed it be subject to biennial review by the incoming president and read by future board members closely so staff and volunteers can comply with all policies and can change with the times. Suggested improvements should always be considered.

If board members have any questions at any time, they should contact SPJ HQ.

Last but not least, there has been a long tradition of supporting board decisions.

Members of the board of directors should take care when handling disagreements with board decisions. They should be thoughtful with the words and language they choose to express disagreement with any decisions made by the board. They should feel free to share opinions and respective reasons to encourage thoughtful debate. But they should take care not to criticize the organization as a whole because of a difference of opinions.



# ACCREDITING COUNCIL ON EDUCATION IN JOURNALISM AND MASS COMMUNICATIONS SELECTION POLICY

1. The SPJ position on the ACEJMC is a position that interested SPJ members apply to be considered for. The applicants are considered by the full board and subject to board ratification.
2. The SPJ representative will serve for a term of three years.
3. The SPJ representative should be a working journalist.
4. The SPJ representative will submit reports to the board, detailing their activity, for the spring and fall board meeting packets.
5. SPJ will pay the annual membership fee and the representative's travel expenses to council meetings.



## AWARDS RECOMMENDATIONS POLICY

With nominations solicited from members and open to anyone, the following committees will rank and recommend finalists by June 1 in the event of a September annual convention — or three months before the convention otherwise — to the full SPJ board for its approval:

- The Awards & Honors Committee will solicit nominees and rank and recommend finalists for:
  - A)** the Historic Site in Journalism
  - B)** the Howard S. Dubin Outstanding Pro Member (Large and Small) Award
  - C)** The Fellows of the Society
- The SPJ FOI Committee will solicit nominees and rank and recommend up to three finalists for the Sunshine Award.
- The Ethics Committee will solicit nominees and rank and recommend one or more finalists for the Ethics in Journalism Award winners.
- The Journalism Education Committee will solicit nominees and rank and recommend finalists for:
  - A)** the David L. Eshelman Outstanding SPJ Campus Adviser Award
  - B)** the Robert D.G. Lewis First Amendment Award
  - C)** the Distinguished Teaching in Journalism Award
- The SPJ board will choose the Wells Memorial Key recipient(s) by June 30 in advance of a September annual convention — or at least 60 days before the convention otherwise. The board will take into account member comments and suggestions regarding nominees. After the Wells Key presentation at the annual banquet, the board will explain why it picked that year's recipient(s). The Wells Key should be given to a person attending the convention. However, the Wells Key may also be awarded posthumously.



# BOARD TRANSPARENCY POLICY

The Society of Professional Journalists is built on the foundation of the First Amendment and values transparency and openness. SPJ believes that the business of its members should be done before the members and invites everyone to participate. SPJ also believes that information about the organization should be shared publicly in a timely manner. The board adopts the following practices to foster accountability.

## MEETINGS

SPJ national meetings must follow the spirit of open meeting laws.

- The president will finalize and the staff will post meeting time, date, and venue information at least one week in advance for members and the public. It also will share the information in a prominent place on the home page of SPJ's website and multiple times on social media and other platforms. Staff will include meeting information in at least one email to members.
- Regular board meeting agendas will be posted at least 72 hours in advance. Special meetings or emergency meeting agendas will be posted at least 24 hours in advance. However, in rare situations, if there is an emergency board meeting with less than 24 hours to provide notice, information shall be sent out via the quickest means possible.
- The board will allow any member or the public to observe all open meetings, whether in person, by teleconference or by videoconference. The president and board will provide a public comment period at each meeting to let people comment on topics they wish to bring up. The president has the discretion to limit the time for each speaker. When the SPJ board meets electronically, it should make every effort to include the public to the full extent that the board and staff can participate, including the ability to listen and to speak during the public comment period.
- The secretary-treasurer will finalize and the staff will post a meeting summary on the national website within a week of the meeting, so members can stay up to date on board actions. The summary will include the specifics of any decisions or votes, including how the members voted if the vote was not unanimous. The secretary-treasurer also will prepare, and the staff will post, draft minutes within two weeks of the meeting. The board will review and vote on minutes at the next meeting. The staff shall archive, share and make available easily through a website search all meeting summaries, meeting minutes and recordings of meetings. The meeting summaries and minutes will be posted on SPJ.org.

- The board will account for circumstances where private discussion among leaders is necessary, similar to state open meeting laws. Typical exemptions that might allow meeting in “executive session” include personnel decisions, property or contract negotiations, certain award decisions, pending/potential litigation and to comply with legally imposed requirements that matters be kept confidential. Any votes taken in executive session must be reported without violating the reason for the confidentiality when the board returns to public session.
- Board committee and task force meetings should be accessible to everyone. Members of SPJ or the public should be allowed to monitor teleconference and videoconference meetings held by these groups and attend those held in person. Anyone interested should contact the committee or task force chair in advance to get information to listen in on a meeting.
- At each meeting of the board and delegates, the president shall designate a parliamentarian who shall rule on any questions of procedure, using the bylaws and Robert’s Rules of Order. The parliamentarian shall be announced when agendas are posted and be noted in the minutes.

## RECORDS AND COMMUNICATIONS

Society records and communications should be as open as possible to foster understanding, trust and efficiency. In general, just as with meetings, the essence of state public record laws should apply to SPJ functions, in spirit and/or letter.

- SPJ national leaders and staff won’t make an organizational announcement outside of business hours — except when deemed necessary by the executive director and president, with an explanation why it is being made after hours. Business hours are based on the time zone where SPJ headquarters is located.
- SPJ open meetings will be recorded, archived and made available online, such as on SPJ’s YouTube channel. Recordings will be posted within three business days after the meeting.
- SPJ headquarters staff, at the direction of board leadership, will make available online governance documents, including bylaws, policies, annual IRS 990 forms, approved annual budgets, meeting agendas, meeting minutes and reports.
- SPJ headquarters staff, at the direction of board leadership, will provide multiple public forums for members to share information, discuss issues and network, such as the various blogs on spj.org and the organization’s social media channels.

- SPJ national leaders and/or headquarters staff will respond promptly, ideally the same day, to requests about the organization from members, the media or the public.
- SPJ national leaders and staff will account for legitimate circumstances when society records and communications should be kept secret, such as records related to personnel, contracts and litigation. Disclosed records should be reviewed and redacted so as not to share personal information, such as Social Security numbers.





## CAMPAIGN GUIDELINES

These election campaign guidelines should be followed by all candidates for the SPJ national board of directors and regional coordinators. Candidates with questions should ask the SPJ Nominations Committee Chair or the Executive Director.

Headquarters staff will format and send to members emails compiling messages from all announced candidates three times during the election cycle for the announced candidates. The Executive Director will determine the timing of the staff campaign transmissions. The preferred timetable is four weeks, two weeks and one week before the convention.

No candidate may use the membership database for campaign or political purposes.

Candidate speeches will be no more than three minutes in duration and will be delivered during the opening business meeting. Those speeches will be streamed live and made available on the election home page as soon as possible after they are delivered. The order in which candidates give speeches will be based on the alphabetical order of their last names.

While candidates, because of hotel contract restrictions, may not post signs in the convention hotel, fliers, buttons and other literature may be distributed.

Contact the SPJ Executive Director (or designee) to arrange for display space near the convention's registration area or trade show. All candidates will receive information about board and committee meetings before the convention.

Candidates are encouraged to attend board and committee meetings that are applicable to their prospective position. Candidates may purchase advertising space in Quill, the convention program or SPJ's convention electronic publication at rates discounted 50% off the current rate card. Contact SPJ Executive Director (or designee) for information.



## COMPOSITION OF NATIONAL COMMITTEES POLICY

To help groom new leadership and have effective advocacy, SPJ shall once a year invite all members in good standing to apply to serve on SPJ's national committees. Every June, SPJ shall send out a notice to the membership with a list of national committees and ask that members apply by two weeks prior to the annual convention.

Furthermore, each SPJ national committee shall:

- not exceed 15 members.
- have only one chairperson. Chairs may name vice chairs as appropriate.
- have committee members be appointed to serve one term concurrent with the length of the national president's term. National committee members must be reappointed by each subsequent national president, who should strive to ensure each national committee has a diversity of gender, age, ethnicity and professional discipline.



## CONFLICT OF INTEREST POLICY

SPJ staff, volunteers, national board members and regional coordinators must disclose when they have any actual or potential conflicts of interest, or perceived conflicts, between the interests of the Society of Professional Journalists on one hand, and personal, professional, and business interests on the other.

Examples of an actual or potential conflict include (but are not limited to):

- Having a parent, sibling, child, spouse or significant other, who, individually or with an entity, is in, or seeking to be in, a business or financial relationship with SPJ
- Voting on any proposal that could financially benefit or otherwise reward **a)** the person who votes or **b)** an entity in which the person has an ownership, employment or financial connection

If there is even the slightest doubt, a person should disclose.

Disclosure must be made:

- Before or during a meeting of the board in which the conflict topic is to be discussed, and at the first meeting following annual board elections or an appointment. The person must disclose the conflict aloud and it will be recorded in the meeting minutes. The rest of the board, with the advice of an attorney if necessary, shall determine if disclosure is enough or if the board member must be recused. For an actual conflict, the person shall exit the meeting before any discussion of the conflict topic begins and shall not participate or vote.
- Through a written form that all board members sign each year, at the first meeting following annual board elections or an appointment. The form shall be kept on file at SPJ headquarters, and should allow for a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.
- As soon as practical, for regional coordinators.





## SOCIETY OF PROFESSIONAL JOURNALISTS CONFLICT OF INTEREST POLICY STATEMENT

The standard of behavior at the Society of Professional Journalists is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the Society of Professional Journalists on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the Society of Professional Journalists' decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members.

Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.

This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, close associates will receive a benefit or gain. It is my responsibility to state my connection and potential conflict on any topic as it comes up during a discussion. After disclosure, I will remove myself from the discussion and leave the meeting, unless I am called on to answer questions. I will not vote on the topic.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_



## CONVENTION REGISTRATION BAG POLICY

Non-SPJ items included in the registration bags at SPJ's national convention must be:

- An item or information that promotes the host city or a specific tourist venue; or
- An item or information from an organization participating in SPJ's national convention as a sponsor, advertiser or exhibitor.

SPJ's marketing director or director of events shall compile an inventory of registration bag contents and ensure the above policy is followed.



## CONVENTION VOTING TRANSPARENCY POLICY

At SPJ's annual convention, resolutions and bylaws amendments may be brought to the floor for a vote by delegates. During the convention, SPJ members elect national officers and directors for the coming year through an electronic process. The Society shall make public in a timely manner election vote tallies and the results of all votes taken at business meetings.

- 1.** To facilitate and speed the process of counting votes on the floor at business meetings, the staff shall prepare video and printed training materials to familiarize delegates and alternate delegates with the standing rules of the convention and voting procedures. These materials shall be available on convention web pages for viewing and downloading. The staff will also prepare training materials explaining procedures for tallying and reporting results of votes taken on the floor at business meetings.
- 2.** About a week before the first business meeting, the staff will send an email including links to video and printed training materials to each delegate and alternate delegate, requesting that the recipient review the materials before arriving at the convention.
- 3.** At convention registration, the staff will provide each delegate and alternate delegate a copy of the Standing Rules of the Convention and a link to the training video.
- 4.** Consistent with Bylaws Art. 9, Sec. 10, before the first business meeting, the president of the Society will appoint an Election Committee, including a sufficient number of SPJ members who are not delegates, alternate delegates or candidates for office, to certify election results and tally votes taken on the floor.
- 5.** The staff will provide members of the Election Committee the vote tallying and reporting training materials before the first business meeting begins, allowing sufficient time for committee members to review them.
- 6.** At the beginning of each business meeting, the Parliamentarian will explain to the assembled delegates the procedures for voting.
- 7.** Prior to any vote, the chair or the secretary shall restate the motion or other matter being voted on, and provide clarifications in response to delegates' questions.
- 8.** If a motion or other matter is decided by vote count or secret ballot, the Election Committee will employ the vote tallying procedures to determine the delegates' decision and will immediately report to the Chair, who will announce the number of votes cast in favor, in opposition, and in appropriate instances abstentions.

- 9.** Before the conclusion of the final business meeting, the Election Committee will announce the results of the annual election of officers and directors, including the vote tally for each candidate.
- 10.** Results of each vote taken by any method will be recorded in the official minutes of the meeting, posted in an appropriate place on the SPJ website, and disseminated by other means, which may include the Working Press and social media. In all instances that votes were counted, the tallies will be published.
- 11.** Regional meetings will be conducted under the same procedures as business meetings. If votes are taken at a regional meeting, the regional coordinator will announce the results to meeting participants and will report to the president and executive director before the final business meeting the motions on which votes were taken and results of those votes. Regional coordinators' reports will be published in an appropriate place on the SPJ website.



# DISCRETIONARY SPENDING POLICY

The board shall approve any expenditure over \$5,000 that is not authorized in the annual budget.





## EIJ SPONSORSHIP POLICY

- Both media and non-media entities will be allowed to sponsor sessions/events, and to propose session ideas and speakers. Proposals will be vetted by the EIJ Planning Committee. Once proposals are accepted, the Committee and its designated producer will assume full responsibility for participants, topics, times, places, etc.
- Neither media nor non-media entities may offer speaking fees for sessions/events they sponsor. SPJ, RTDNA or the EIJ Planning Committee may choose in certain circumstances to use sponsor or grant monies to provide fees to speakers.
- Neither media nor non-media entities may cover expenses for speakers participating in sessions/events they sponsor. SPJ, RTDNA or the EIJ Planning Committee may choose in certain circumstances to use sponsor or grant monies to cover speaker expenses.
- EIJ partners will retain the right of refusal over all sponsors, exhibitors or advertisers, with contracts reviewed by the executive directors of partner groups before accepting.
- EIJ partners will disclose policies on sponsorship of sessions/events to potential sponsors in sales materials for EIJs and other appropriate publications or web pages.



## ELECTRONIC VOTING POLICY

The SPJ board may vote unanimously via email, but a single vote shall make moot any motion.



## EXECUTIVE DIRECTOR EVALUATION POLICY

The executive director shall be evaluated annually by the president of SPJ, the president-elect of SPJ and the president of the SPJ Foundation. The evaluation committee will share its findings with the SPJ and SPJ Foundation boards at least one week before the first meeting after the annual review, and may recommend that the SPJ Board of Directors search for a new executive director.



## EXECUTIVE DIRECTOR HIRING POLICY

The presidents of SPJ and the SPJ Foundation shall appoint an equal number of members to a search committee. The SPJ president shall appoint one additional member to serve as committee chairman with voting privileges. The committee will forward a list of one or more candidates it deems qualified, from which the SPJ Board of Directors will vote to hire the executive director. The SPJ Board of Directors shall immediately notify the SPJ Foundation of its decision.



# INVESTMENT POLICY

## I. GENERAL PROVISIONS

### A. Standard of Care

1) In managing the assets of the Society of Professional Journalists, the board of directors shall use the care, skill, prudence, and diligence under the circumstances as any reasonable person.

### B. Asset Management

1) The board shall have the authority to obtain the services of professional asset managers and to dismiss same as necessary.

### C. Diversification

1) The board shall supervise the diversification of the assets of the funds, plans and program. This will be done to minimize the risk of large losses unless circumstances make it clearly prudent not to diversify.

### D. Restrictions

1) Fixed income securities may be purchased where issued or guaranteed by the United States Treasury, government sponsored enterprises, or corporate bonds rated by Moody's or Standard and Poor's. International Securities may also be purchased. Convertible securities will be considered as equity securities. An average Standard and Poor's credit rating of "AA," or the equivalent, should be maintained. Commercial paper should be rated P-1 by Moody's Investor Service Inc., A-1 Standard and Poor's, or F-1 by Fitch's and certificates of deposit or banker's acceptances of the one hundred (100) largest commercial banks in the United States, or deposit or banker's acceptance (in appropriate amounts) are fully insured by an agency of the federal government.

2) No direct investments shall be made in commodities, commodity contracts, futures, future contracts, oil/gas, mineral leases, mineral rights, or royalty contracts.

3) No direct transactions in short sales, options, puts, calls, straddles and/or spreads shall be used. Covered call options strategies on equities can be pursued on a limited basis. Real Estate Investment Trusts (REIT) are permitted on a limited basis.

4) No investment shall knowingly be made in which any officer or director of the SPJ board of directors has a known significant financial interest.

5) SPJ may invest in mutual funds which are quoted by the National Association of Securities Dealers.

6) SPJ retains the right to remove any stock or bond from the portfolio if it feels that the issuing body or company sells products or services not in harmony with the Society's goals.

## II. INVESTMENT OBJECTIVES

Recognizing the need to manage day-to-day operations; fiduciary responsibility to our members; and desire for a prudent guide for the present and future direction of our assets, our investment priorities shall be:

### **A. Liquidity**

1) To maintain sufficient liquidity to provide for all anticipated withdrawals or transfers and to invest in issues with sufficient marketability to provide for unexpected withdrawals.

### **B. Stability**

1) To maintain a high level of stability and security in the Society by minimizing risk and volatility insofar as possible within the rate of return objectives.

### **C. Steady income from interest and dividends**

1) Earned interest and dividends may be re-invested or used for day- to-day operations.

### **D. Preservation of Capital**

1) To preserve the capital investment of the Society only after ensuring the previous three objectives are being met.

## III. INVESTMENT MANAGEMENT POLICY

1) To achieve the Society's investment objectives, we will place tight parameters on investment decisions and advisors. These would include a low to moderate risk tolerance in every portion of the portfolio. We wish to avoid large swings in portfolio value and will not accept short-term fluctuation to try to achieve a higher return.

2) The Society's executive director shall review account balances monthly and suggest investment changes to the board of directors when appropriate.

3) The executive director will share investment performance with the board of directors at the time quarterly financials are issued, and monthly investment reports shall be subject to review by the secretary-treasurer and finance committee.



# REIMBURSEMENT GUIDELINES FOR BOARD MEMBERS AND REGIONAL COORDINATORS

## REIMBURSEMENT STIPENDS

As of Fiscal Year 2019, SPJ Board Members and Regional Coordinators receive the following annual reimbursement stipends for work and travel done on behalf of SPJ:

President.....	\$10,000
President-Elect.....	\$4,000
Secretary-Treasurer.....	\$4,000
At-Large Directors (4).....	\$1,500
Board Appointees (2).....	\$1,500
Regional Coordinators (12).....	\$1,500

## REIMBURSEMENT GUIDELINES

Board Members and Regional Coordinators receive annual reimbursement stipends for work they do on behalf of the Society. They have a fiduciary responsibility to the Society and stipends must be used strictly for work related to SPJ. Stipends shall run from annual convention to annual convention. The secretary-treasurer shall be responsible for monitoring the expenses.

Approved reimbursements include:

- Airfare
- Car rental
- Mileage for personal vehicle (50 cents per mile)
- Lodging
- Meals
- Miscellaneous travel expenses, including parking fees, cab fares and toll fees

The following expenses will not be reimbursed:

- National convention and regional conference registration fees (including meal event tickets)
- Alcohol-related expenses
- Entertainment

The goal of the stipend is to offset travel expenses for board members who travel around the country for SPJ business, as well as Regional Coordinators who travel to the annual convention and around their own regions. All parties should use their best judgment when requesting reimbursements.

Board members and Regional Coordinators should make every effort to stretch the SPJ dollar by using the least expensive form of travel.

Board members and Regional Coordinators are free to secure their own lodging for any SPJ event. However, the reimbursement request must not exceed the rate at the “headquarters” hotel.

Expenses incurred for spouses/significant others are not eligible for reimbursement.

A key word to insert before all eligible reimbursements is “reasonable.” SPJ does not expect volunteers to stay in shoddy hotels and eat every meal at fast-food establishments. Likewise, staying at five-star hotels and dining at expensive restaurants every night similarly are discouraged.

## REIMBURSEMENT REQUESTS

Requests should be submitted using an SPJ expense report form (available at [spj.org](http://spj.org)). Receipts or copies of receipts must be included with all reimbursement requests.

All requests for reimbursement should be submitted within 30 days to SPJ headquarters. Expense reports submitted more than 60 days after the expenses have been incurred shall not be reimbursed, at the discretion of the executive director.

The reimbursement stipend timeline runs from the close of the national convention to the close of the following national convention in accordance with board member terms.

Stipends shall not be used for any purpose other than reimbursing approved SPJ-related expenses except that at year’s end, all board members’ unspent expense reimbursements will revert to the general fund for reimbursement of those individuals who had expenses in excess of their limit. These excess reimbursements will be applied pro rata when necessary.

Questions about reimbursements or requests for waivers should be directed to SPJ’s executive director.





## RELEASE OF LDF APPLICANT INFORMATION POLICY

The Society of Professional Journalists (SPJ) will not publicize personally identifying information from Legal Defense Fund (LDF) applications beyond LDF committee and subcommittee members, members of SPJ's national board and select members of SPJ's administrative staff.

However, SPJ may publicize non-personally identifying details from LDF applications to promote awareness and understanding of an issue. The publicity of such details shall require approval from SPJ's national president.

Once an LDF grant has been awarded, SPJ shall publicize identifying information about the grant recipient. Portions of the recipient's application may be publicized, with the applicant's consent, to promote awareness and understanding of an issue.



## SPONSOR DISCLOSURE POLICY

The Society of Professional Journalists sometimes solicits cash and in-kind contributions from individuals and organizations outside of its national convention.

- 1)** For such events coordinated by the national headquarters that require SPJ fundraising, underwriting and/or partnerships, the Society shall disclose to its members and event attendees the following information:
  - (a)** a list of the general sponsorship opportunities, including dollar ranges. The list shall include the names of sponsors grouped by their sponsorship level.
  - (b)** a list of all other contributors of cash and in-kind goods and services
  - (c)** the Society's contribution and donor-disclosure policies
- 2)** The Society shall disclose, upon request, the dollar amounts of all contributors.
- 3)** The Society shall disclose this information proactively, using the most effective media, so that the information is readily available to event attendees and to members at the time they receive mailings or otherwise come into contact with the product or service connected with outside financial support.
- 4)** Disclosure statements shall include a disclaimer that says acceptance of a contribution does not mean the Society endorses the contributor or its products, services or viewpoints.



## THIRD-PARTY RECORDS POLICY

The Society of Professional Journalists, or Society, shall conduct its business openly and transparently.

Upon request, the Society shall provide its members with the details of its approved transactions with third parties. Within five business days of receiving a records request, the Society must respond by either providing the information in the format requested (e.g. electronic, hard copy); acknowledge the request and provide a reasonable estimate of the time required to respond to the request; or deny the record request.

Additional time may be needed to have the requestor clarify the request; assemble the information; notify third parties of the request; or determine whether any information requested should be denied in whole or in part. A majority of the Society's board must vote to deny a records request and SPJ's executive director will provide the requestor with a written explanation for that denial.

A reasonable fee will be assessed to recover the actual costs to gather and make copies of the records request. The requestor will be notified beforehand and will receive an itemized estimate as to this cost. The fee should be waived, as determined by the Society's executive director, should the request be for the good of the Society. Making information available electronically, at no charge, is preferred.



# WHISTLEBLOWER POLICY FOR SPJ/SPJ FOUNDATION

## GENERAL

The Society of Professional Journalists (“SPJ”) and the SPJ Foundation (“Foundation”) (collectively, the “Organization”) require directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

## REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers and employees to report violations or suspected violations in accordance with this Whistleblower Policy.

## NO RETALIATION

No director, officer or employee who in good faith reports a violation (hereafter, a “report of wrongdoing”), including, but not limited to, a report of wrongdoing concerning accounting, internal controls or auditing matters, or provides truthful information relating to the commission or possible commission of any federal offense to a law enforcement officer shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has made a report of wrongdoing in good faith is subject to discipline up to and including termination of employment.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to discipline, which may include termination. Employees who make a report of wrongdoing pursuant to this Whistleblower Policy can and will continue to be held to the general job performance standards of the Organization.

Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is foreclosed from using this Whistleblower Policy as a defense against lawful actions of the Organization.

## REPORTING VIOLATIONS

The Organization has an open door policy that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management or leadership whom you are comfortable in approaching. Supervisors and leadership are required to bring a report of wrongdoing to the attention of the executive director and/or president of SPJ or the SPJ Foundation, as the case may be, who have responsibility to investigate all such reports. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open door policy, individuals should contact the executive director or president of SPJ or the SPJ Foundation, as the case may be, directly.

## ACCOUNTING AND AUDITING MATTERS

The board of directors of SPJ or the SPJ Foundation, as the case may be, shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The executive director shall immediately notify the boards of SPJ or the SPJ Foundation, as the case may be, of any such complaint and work with the board until the matter is resolved.

## ACTING IN GOOD FAITH

Anyone filing a report of wrongdoing must be acting in good faith and have reasonable grounds for believing the information reported is true. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense. Good faith exists when the report is made without malice or consideration of personal benefit and a person has a reasonable basis to believe the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is absent when the disclosure is known to be malicious, false or frivolous.

## WRONGDOING

Wrongdoing includes financial or accounting fraud, and violation of laws, regulations, or policies regarding accounting practices, internal controls or auditing matters.

## ADVERSE EMPLOYMENT CONSEQUENCES

Examples of adverse employment consequences include demotion, suspension, termination, transfer to an inferior position, denial of promotions, denial of benefits, and denial of compensation as a direct result of a report of wrongdoing.

## CONFIDENTIALITY

A report of wrongdoing may be submitted on a confidential basis by the complainant or may be submitted anonymously. A report of wrongdoing will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## HANDLING OF REPORTS OF WRONGDOING AND ADMINISTRATION OF POLICY

The executive director or president of SPJ or the SPJ Foundation, as the case may be, will notify the sender and acknowledge receipt of a report of wrongdoing. All reports of wrongdoing will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The boards of SPJ or the SPJ Foundation, as the case may be, shall be primarily responsible for the administration of this Whistleblower Policy; provided, however, the board shall work closely with the executive director to ensure the effectiveness of this Whistleblower Policy and may delegate to management and/or third parties, including professional advisors, responsibility for all or part of the administration of this policy. The board shall be provided quarterly summaries of all reports of wrongdoing made pursuant to this policy.

For each report of wrongdoing, an inquiry will be initiated to determine if the report can be substantiated or has merit. That inquiry will be made by such person or persons (the "Investigating Officer") designated by the boards of SPJ or the SPJ Foundation, as the case may be, to review the report, which person may include members of the SPJ board, the executive director or the outside legal counsel of the Organization.

The Investigating Officer shall make a determination, in his or her reasonable judgment, whether a reasonable basis exists for commencing an investigation into the report of wrongdoing. The Investigating Officer may conduct an initial informal inquiry. The purpose of the initial inquiry of the Investigating Officer is to screen reports of wrongdoing so that the boards of SPJ or the SPJ Foundation, as the case may be, does not have to examine immaterial or spurious reports. Nevertheless, the board shall have oversight authority and review on a regular basis reports of wrongdoing that were screened out for immediate reporting to the board. If the Investigating Officer does not screen out a

report of wrongdoing, he or she shall promptly forward such report to the president along with the Investigating Officer's conclusions (even if preliminary or qualified) about the merits of the report. Following the receipt of any report of wrongdoing from the Investigating Officer, the boards of SPJ or the SPJ Foundation, as the case may be, will investigate each matter reported and recommend that SPJ or the SPJ Foundation, as the case may be, take appropriate corrective or disciplinary action, if required. The board may enlist employees of the Organization and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of a report of wrongdoing.

A confidential file for each report of wrongdoing will be maintained for an appropriate time period. The executive director or other appropriate management personnel may be contacted to determine what employment action, if any, should be taken. Results of all investigations will be reviewed by the executive director and reported to the board of SPJ or the SPJ Foundation, as the case may be.

## CLAIMS OF RETALIATION

Claims of acts of retaliation should be submitted to the executive director or boards of SPJ or the SPJ Foundation, as the case may be, as applicable. The recipient of such claims will immediately notify the executive director or the Organization's outside counsel who will initiate a confidential investigation.



## WORK VISA OPINION LETTERS POLICY

It is the policy of the Society of Professional Journalists to decline requests from those seeking opinion letters in an effort to obtain a work visa. This policy is in effect because:

- SPJ doesn't have resources to vet all potential applicants.
- SPJ shouldn't provide an opinion on applicants it can't fully vet.
- SPJ has long had a position against defining who is and who isn't a journalist.

The Society may, however, issue a letter confirming an applicant's membership status with SPJ.







## ANNUAL TIMELINE FOR SPJ BOARD OF DIRECTORS

### ANNOUNCEMENTS

- SPJ national leaders and staff won't make an organizational announcement outside of **business hours** — except when deemed necessary by the executive director and president, with an explanation why it is being made after hours. Business hours are based on the time zone where SPJ headquarters is located.

### APPOINTMENTS

To help groom new leadership and have effective advocacy, SPJ shall once a year invite all members in good standing to apply to serve on SPJ's national committees. **Every June**, SPJ shall send out a notice to the membership with a list of national committees and ask that members apply by **two weeks prior to the annual convention**.

Each SPJ national committee shall have committee members be appointed to serve **one term** concurrent with the length of the national president's term. National committee members must be reappointed by each subsequent national president, who should strive to ensure each national committee has a diversity of gender, age, ethnicity and professional discipline.

**Every three years** leading up to EIJ in September, the full board shall consider applicants to be an SPJ ACEJMC representative and choose one.

### CAMPAIGN COMMUNICATIONS

Headquarters staff will format and send to members emails compiling messages from all announced candidates three times during the election cycle for the announced candidates. The Executive Director will determine the timing of the staff campaign transmissions. The preferred timetable is **four weeks, two weeks and one week before the convention**.

## CONVENTION PREPARATION

- To facilitate and speed the process of counting votes on the floor at business meetings, the staff shall prepare video and printed training materials to familiarize delegates and alternate delegates with the standing rules of the convention and voting procedures. These materials shall be available on convention web pages for viewing and downloading. The staff will also prepare training materials explaining procedures for tallying and reporting results of votes taken on the floor at business meetings. **About a week before the first business meeting**, the staff will send an email including links to video and printed training materials to each delegate and alternate delegate, requesting that the recipient review the materials before arriving at the convention.
- **At convention registration**, the staff will provide each delegate and alternate delegate a copy of the Standing Rules of the Convention and a link to the training video.
- Consistent with Bylaws Art. 9, Sec. 10, **before the first business meeting**, the president of the Society will appoint an Election Committee, including a sufficient number of SPJ members who are not delegates, alternate delegates or candidates for office, to certify election results and tally votes taken on the floor.
- The staff will provide members of the Election Committee the vote tallying and reporting training materials **before the first business meeting begins**, allowing sufficient time for committee members to review them.

## EXECUTIVE DIRECTOR EVALUATION

The executive director shall be evaluated annually by the president of SPJ, the president-elect of SPJ and the president of the SPJ Foundation. The evaluation committee will share its findings with the SPJ and SPJ Foundation boards **at least one week before the first meeting after the annual reviews**.

## FINANCIAL REVIEWS

The Society's executive director shall review account balances **monthly** and suggest investment changes to the board of directors when appropriate.

The executive director will share investment performance with the board of directors **at the time quarterly financials are issued**, and **monthly** investment reports shall be subject to review by the secretary-treasurer and finance committee.

The SPJ fiscal year ends July 31. Other quarters end Jan. 31, April 30 and Oct. 31.

## MEETING REQUIREMENTS

- The president will finalize and the staff will post meeting time, date, and venue information **at least one week in advance** for members and the public. It also will share the information in a prominent place on the home page of SPJ's website and multiple times on social media and other platforms. Staff will include meeting information in at least one email to members.
- Regular board meeting agendas will be posted **at least 72 hours in advance**. Special meetings or emergency meeting agendas will be posted **at least 24 hours in advance**. However, in rare situations, if there is an emergency board meeting **with less than 24 hours** to provide notice, information shall be sent out via the quickest means possible.
- **At each meeting** of the board and delegates, the president shall designate a parliamentarian who shall rule on any questions of procedure, using the bylaws and Robert's Rules of Order. The parliamentarian shall be announced when agendas are posted and be noted in the minutes.
- Disclosure of actual, potential or perceived conflicts of interest must be made **before or during a meeting** of the board in which the conflict topic is to be discussed, and **at the first meeting following annual board elections or an appointment**. The person must disclose the conflict aloud and it will be recorded in the meeting minutes. The rest of the board, with the advice of an attorney if necessary, shall determine if disclosure is enough or if the board member must be recused. For an actual conflict, the person shall exit the meeting before any discussion of the conflict topic begins and shall not participate or vote.
- Disclosure of actual, potential or perceived conflicts of interest must also be made through a written form that all board members sign each year, **at the first meeting following annual board elections or an appointment**. The form shall be kept on file at SPJ headquarters, and should allow for a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This shall be done **as soon as practical** for regional coordinators.
- SPJ open meetings will be recorded, archived and made available online, such as on SPJ's YouTube channel. Recordings will be posted **within three business days after the meeting**.
- The secretary-treasurer will finalize and the staff will post a meeting summary on the national website **within a week of the meeting**, so members can stay up to date on board actions. The summary will include the specifics of any decisions or votes, including how the members voted if the vote was not unanimous.
- The secretary-treasurer also will prepare, and the staff will post, draft minutes **within two weeks of the meeting**. The board will review and vote on minutes **at the next meeting**.

## NATIONAL AWARD SELECTIONS

With nominations solicited from members and open to anyone, several committees will rank and recommend finalists **by June 1** in the event of a September annual convention — **or three months before the convention** otherwise — to the full SPJ board for its approval.

The SPJ board will choose the Wells Memorial Key recipient(s) **by June 30** in advance of a September annual convention — **or at least 60 days before the convention** otherwise.

## REIMBURSEMENT REQUESTS

All requests for reimbursement should be submitted **within 30 days** to SPJ headquarters. Expense reports submitted **more than 60 days** after the expenses have been incurred shall not be reimbursed, at the discretion of the executive director.

## RESPONSES TO REQUESTS ABOUT SPJ

- SPJ national leaders and/or headquarters staff will respond **promptly, ideally the same day**, to requests about the organization from members, the media or the public.
- **Within five business days** of receiving a records request, the Society must respond by either providing the information in the format requested (e.g. electronic, hard copy); acknowledge the request and provide a reasonable estimate of the time required to respond to the request; or deny the record request.

