



Board of  
Directors  
Handbook



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## Purpose of this Handbook

This handbook is to guide and inform you during your time on SPJ’s Board of Directors. At any point, should you have questions about something not listed, please contact SPJ HQ for direction.

# 2016 – 2017 Board of Directors

- President – Lynn Walsh ([Lynn.K.Walsh@gmail.com](mailto:Lynn.K.Walsh@gmail.com))
- President-Elect – Rebecca Baker ([newsgal73@yahoo.com](mailto:newsgal73@yahoo.com))
- Secretary-Treasurer – Alex Tarquinio ([alex.tarquinio@gmail.com](mailto:alex.tarquinio@gmail.com))
- Immediate Past President – Paul Fletcher ([Pfletcher.spj@gmail.com](mailto:Pfletcher.spj@gmail.com))
- Vice President, Campus Chapter Affairs – Sue Kopen Katcef ([susiekk@aol.com](mailto:susiekk@aol.com))
- Director At-Large – Bill McCloskey ([bmcclos325@aol.com](mailto:bmcclos325@aol.com))
- Director At-Large – Rachel Wedding McClelland ([thnews4u@msn.com](mailto:thnews4u@msn.com))
- Campus Representative – Keem Muhammad ([keem.muhammad@gmail.com](mailto:keem.muhammad@gmail.com))
- Campus Representative – Maggie Gottlieb ([mgottlieb@spj.org](mailto:mgottlieb@spj.org))
- Campus Adviser At-Large – Leticia Lee Steffen ([leticia.steffen@csupueblo.edu](mailto:leticia.steffen@csupueblo.edu))
- Campus Adviser At-Large – Becky Tallent ([rtallent@frontier.com](mailto:rtallent@frontier.com))
- Region 1 Director – Jane Primerano ([janeprim8@gmail.com](mailto:janeprim8@gmail.com))
- Region 2 Director – Andy Schotz ([Lawngyland@aol.com](mailto:Lawngyland@aol.com))
- Region 3 Director – Michael Koretzky ([michael@koretzky.com](mailto:michael@koretzky.com))
- Region 4 Director – Patti Gallagher Newberry ([newberpg@miamioh.edu](mailto:newberpg@miamioh.edu))
- Region 5 Director – Michele Day ([daymi@nku.edu](mailto:daymi@nku.edu))
- Region 6 Director – Joe Radske ([jradске@msn.com](mailto:jradске@msn.com))
- Region 7 Director – Kari Williams ([williams.kari09@gmail.com](mailto:williams.kari09@gmail.com))
- Region 8 Director – Eddy Gallagher ([E2TG@flash.net](mailto:E2TG@flash.net))
- Region 9 Director – Ed Otte ([eotte47@gmail.com](mailto:eotte47@gmail.com))
- Region 10 Director – Ethan Chung ([ethan.chung@gmail.com](mailto:ethan.chung@gmail.com))
- Region 11 Director – Matt Hall ([matthew.hall@sduniontribune.com](mailto:matthew.hall@sduniontribune.com))
- Region 12 Director – Amanda Womac ([appalachiandaughter@gmail.com](mailto:appalachiandaughter@gmail.com))

## Roles and Responsibilities

### Board Roles

**President** – serves as the spokesperson (or delegates someone as such) of the organization; runs board meetings under Robert’s Rules of Order; appoints committee chairs; serves on the Executive Committee

**President-Elect** – next in line as President of the organization; serves on the Executive Committee

**Secretary-Treasurer** – takes roll call at board meetings; serves on the Executive Committee

**Immediate Past President** – serves on the Executive Committee

**Vice President, Campus Chapter Affairs** – serves as a voice for student chapters; reviews Annual Reports (campus) and nominates Chapter of the Year finalists; serves on the Executive Committee

**Directors At-Large** – serve as a voice for at-large members; review Annual Reports (professional) and nominates Chapter of the Year finalists

**Student Representatives** – serve as a voice for students; projects as desired

**Campus Advisers At-Large** – serve as a voice for student chapters and advisers

**Regional Directors** – represent and support members in their respective region; review Annual Reports in their region and nominate Chapter of the Year finalists (both campus and professional); organize respective regional Mark of Excellence Awards; organize or support annual Spring Conference

## Giving to the Foundation

Each board member is asked to support SPJ's foundation, Sigma Delta Chi, every year. Full board support speaks volumes to other organizations considering support of SDX. There is no required amount.

## Supporting Board Decisions

Members of the Board of Directors should take care when handling disagreements with board decisions. Be thoughtful with the words and language you chose to express disagreement with any decisions made by the Board. Feel free to share your opinion and respective reasons to encourage thoughtful debate. Take care to not criticize the organization as a whole because of a difference of opinions.

## Educating Yourself

### SPJ.ORG

It is important that all members of the Board of Directors spend some quality time on [SPJ's website](#). Dig into all sections of the website to see what resources are already available, what projects are ongoing and what kinds of things our members are using. Some key locations: [Chapter Leaders area](#), [downloadable resources](#) and "Resources, Training & Career" tab.

### MEETING MINUTES

Leaders should also [view minutes \(or recordings, if applicable\) from prior meetings](#). These will give you background for what decisions might be upcoming, as well as historical information for processes and procedures we currently have.

### SPJ VISION

In addition, it is important for leaders to review and understand the "Vision Memo" that was shared with and supported by the board in 2014. [Read the blog post](#) to membership by Executive Director Joe Skeel, or [read the memo directly](#).

## Time Commitment

Each member of the board will dedicate time and energy to the Society during different times of the year. For example, Regional Directors will spend a larger chunk of time when organizing [Mark of Excellence Awards](#) and Spring Conferences. Both At-Large Directors and Regional Directors will ramp up their SPJ time around Annual Reports time in the Spring. And, the Vice President of Campus Affairs and Campus Advisers At-Large will both find themselves answering more questions at the beginning of a semester.

Overall, a board member can plan on spending at least 1-2 hours per week answering SPJ-related emails and calls, or working on SPJ-related projects. Of course, board members who engage on the committee level, who take an active hand in programming or have decided to work on a particular initiative will spend additional time on SPJ items.

## Meetings

Board members are expected to be present for board meetings, both in person and via conference call (or other technology). In addition, board members should be prepared by reading all meeting materials ahead of time and having pertinent questions answered early (if possible) or at the ready during the appropriate meeting.

Please mark the following dates on your calendar:

- Spring Board Meeting
  - Saturday, April 22, 2017 | Indianapolis
- EIJ17 (Board Meeting)
  - Sunday, Sept. 7, 9 a.m. | Anaheim

SPJ's Executive Committee will also meet two times per year. Dates vary but are generally in January and June.

## SPJ HQ

You can reach headquarters in a variety of ways. A couple things of note:

- SPJ's main phone line: 317.927.8000
- Address: 3909 N. Meridian St., Indianapolis, IN 46208
- The office is on Eastern Standard Time
- A [staff directory can be found online](#)

# Board Stipend Information

As of Fiscal Year 2016, SPJ officers and board members chairs 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
Past President .....	\$2,500
VP of Campus Chapter Affairs .....	\$2,500
Regional Directors (12):.....	\$1,500
At large Directors .....	\$1,500
Regional/At large director serving on Exec C'tee .....	\$2,500
Campus Representatives (2): .....	\$1,500

### REIMBURSEMENT GUIDELINES

Board officers and members receive annual reimbursement stipends for work they do on behalf of the Society. They have a fiduciary responsibility to the Society and stipends should be used strictly for work related to SPJ.

#### *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 within the home region (including meal event tickets)
- Alcohol-related expenses
- Entertainment

The goal of the stipend is to offset travel expenses for regional directors traveling within their regions, for directors-at-large traveling around the country for SPJ business and for officers who makes trips and visits on behalf of SPJ. All parties should use their best judgment when requesting reimbursements.

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

Board members are free to secure their own lodging for any SPJ event, however, the reimbursement request should 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](#). 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.

Questions about reimbursements or requests for waivers should be directed to SPJ’s Executive Director.

## Bylaws

Members of the Board of Directors should read and be familiar with the Society’s bylaws. They can be [viewed on SPJ’s website](#) or as [a PDF](#).

## Board Policies

### Board of Directors Meeting Policy

Adopted 10/2/99

It is the policy of the Society of Professional Journalists to fervently endeavor to hold its meetings and conduct its business openly. The board of directors and executive committee may exclude other parties from their meetings only rarely and under these strict limits:

1. To discuss the employment, discipline, compensation, resignation or performance of officers or employees over whom they have authority;
2. To consult with counsel to obtain legal advice or to discuss pending or potential litigation;
3. To consider the acquisition, sale or lease of real property; or
4. To comply with a legally-imposed requirements that matters be kept confidential.

The board of directors or executive committee may close a meeting only by the affirmative vote of two-thirds of the members present.

The agenda must be announced in advance, as specifically as possible without violating the reason for the confidentiality.

No binding vote can be taken in closed session.

## SPJ Investment Policy

Adopted 6/22/13

### 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

## **SPJ/SDX Whistleblower Policy**

Adopted 2/27/12

### **General**

The Society of Professional Journalists ("SPJ") and the Sigma Delta Chi Foundation ("SDX") (collectively, the "Organization") Code of Conduct ("Code") requires 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 comply with the Code and 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 of the Code (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 Code addresses the Organization's open door policy and suggests 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 SDX, 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 SDX, as the case may be, directly.

### **Accounting and Auditing Matters**

The executive committee of the board of directors of SPJ or SDX, 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 executive committee of SPJ or SDX, as the case may be, of any such complaint and work with the committee 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 SDX, 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 Executive Committee of SPJ or SDX, as the case may be, shall be primarily responsible for the administration of this Whistleblower Policy; provided, however, such Committee 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. Such Committee 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 Executive Committee of SPJ or SDX, as the case may be, to review the report, which person may include members of the Executive Committee, 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 Executive Committee of SPJ or SDX, as the case may be, does not have to examine immaterial or spurious reports. Nevertheless, such Committee shall have oversight authority and review on a regular basis reports of wrongdoing that were screened out for immediate reporting to such Committee. If the Investigating Officer does not screen out a report of wrongdoing, he or she shall promptly forward such report to the Chair of such Committee 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 Executive Committee of SPJ or SDX, as the case may be, will investigate each matter reported and recommend that SPJ or SDX, as the case may be, take appropriate corrective or disciplinary action, if required. Such Committee 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 Executive Committee of SPJ or SDX, as the case may be.

### **Claims of Retaliation**

Claims of acts of retaliation should be submitted to Executive Director or Executive Committee of SPJ or SDX, 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.

## SPJ Conflict of Interest Policy

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.

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, an individual 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 an individual shall update it as appropriate.

In the course of meetings or activities, an individual shall disclose any interests in a transaction or decision where such individual (including any business or other nonprofit affiliations), his or her family and/or significant other, employer, close associates will receive a benefit or gain. After disclosure, an individual may participate in discussion to respond to questions, but then shall leave the meeting before the final discussion and vote and shall not vote on the question.

## Release of LDF Applicant Information

Adopted 4/7/07

The Society of Professional Journalists (SPJ) will not publicize personally identifying information from Legal Defense Fund (LDF) applications beyond LDF committee and sub-committee 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 to promote awareness and understanding of an issue. However, personal information, identified as such on grant applications, will not be released to the public.