

2023 Resolutions – Additional
September 30, 2022

The Resolutions Committee met in person Friday, September 29, 2023 and Saturday, September 30, 2023, to review and discuss resolutions submitted for consideration by the SPJ delegates.

The Committee recommends the following resolutions be considered as individual motions in the order noted below. The recommendation of the committee for each resolution is also noted below.

- **Resolution 9:** Ensuring Fiscal Accountability and Transparency (Committee Recommendation: Positive)
- **Resolution 10:** Resolution to Study and Present a Bylaws Amendment Increasing the Number of Directors (Committee Recommendation: Positive)
- **Resolution 11:** Establishing an Official Year-Round Communication Channel (Committee Recommendation: Positive)
- **Resolution 12:** Opposing One-Member, One-Vote Amendments to the Bylaws (Committee recommendation: Neutral)

Number: 9

Resolution Title: Ensuring Fiscal Accountability and Transparency within the Society of Professional Journalists

Submitted by Jennifer Ellis, Region 12 Coordinator

Co-signers: Donald W. Meyers, Region 10 Coordinator; Loretta McGraw, Region 7 Coordinator; Joe Radske, Region 6 Coordinator; Sue Kopen Katcef, former SPJ National Vice President Campus Chapter Affairs; and Lauren Bartlett, former national director at large

Resolutions Committee Recommendation: POSITIVE

WHEREAS the Society of Professional Journalists is dedicated to upholding the highest standards of journalism and fostering a commitment to ethics, accuracy, and transparency;

WHEREAS SPJ is funded by the dues of its members and various sources of revenue, and it is essential to maintain fiscal responsibility and transparency in the management of these resources;

WHEREAS the SPJ Board of Directors is legally obligated in its role as a Board to uphold its fiduciary responsibility to the organization and membership and is, in fact, annually briefed on those responsibilities, which include approving the annual budget and making financial decisions on behalf of the organization;

WHEREAS, the SPJ Board of Directors has a fiduciary duty to share information about significant budget shortfalls with all of its members;

WHEREAS it is imperative to ensure that any significant expenses that significantly deviate from the approved budget receive proper scrutiny and approval to safeguard the financial stability of SPJ;

WHEREAS transparency and inclusivity in decision-making processes are fundamental principles that SPJ should uphold;

BE IT THEREFORE RESOLVED:

- 1.** The Society of Professional Journalists Board of Directors will ensure, at minimum, quarterly meetings of the Finance Committee, whose responsibility includes ongoing reviews of the current and future budgets. Minutes from the Finance Committee meeting will be posted to the SPJ website.
- 2.** The Society of Professional Journalists Board of Directors shall require a vote in public for any expense that represents a drastic deviation from an approved budget.

3. The Society of Professional Journalists Board of Directors will notify all members by email when a budget shortfall of 25% or more has occurred during an existing budget year or is projected in an upcoming budget.
4. For this resolution, a "drastic deviation" shall be defined as any expense resulting in an overage of 25% or \$5,000, whichever is greater, beyond the line-item budgeted amount as approved by the Board of Directors.
5. Prior to the vote, a thorough explanation and justification of the proposed expense, including its potential impact on SPJ's financial health and objectives, shall be provided to enable informed decision-making.
6. In the event that a majority of the board rejects the proposed expense, the Board of Directors shall reassess the budget as a whole and consider whether amendments are necessary.
7. This resolution shall take effect immediately upon its adoption and shall be communicated to all SPJ members to ensure their awareness and understanding of the new fiscal accountability and transparency measures.

BE IT FURTHER RESOLVED that this resolution shall take effect immediately upon its adoption and remain in force until it is amended or repealed by convention delegates or membership vote.

Number: 10

A Resolution to Study and Present a Bylaws Amendment Increasing the Number of Directors Serving on the SPJ National Board

Submitted by: Jennifer Ellis, Region 12 Coordinator

Co-signers: Donald W. Meyers, Region 10 Coordinator; Loretta McGraw, Region 7 Coordinator; Joe Radske, Region 6 Coordinator; Ginny McCabe, Region 4 Coordinator; Sue Kopen Katcef, former SPJ National Vice President Campus Chapter Affairs; and Lauren Bartlett, former national director at large

Resolutions Committee recommendation: POSITIVE

WHEREAS following recommendations by a task force headed by Patti Newberry, the Society of Professional Journalists voted in 2017 to shrink its 23-member Board of Directors to nine positions to attract qualified leaders without barriers such as geography and special interest, and

WHEREAS after much debate and deliberation, board members and delegates came to believe that a smaller board would be more nimble, better able to make decisions quickly, and

WHEREAS two appointed director positions were added to the board to bring particular expertise or address any gaps in diversity, and

WHEREAS there is no specific mechanism to ensure that students and regional coordinators who work directly with chapters have representation on the board of directors, and

WHEREAS some members are concerned about encouraging a diverse and robust pipeline of experienced Board leadership into SPJ's highest offices, and

WHEREAS some members feel the current model, with a third of the board consisting of the president and two one-year appointees, too narrowly consolidates power, especially as the delegates consider for a second time a governance change eliminating delegates as the supreme legislative body of the organization, and

WHEREAS some members would like to see fairer representation of the membership on the board, and

WHEREAS some members believe the current board structure does not serve the Society's needs and should be reviewed, and

WHEREAS the SPJ Board of Directors acknowledged in 2017 that the proposed restructuring of the Board might need to undergo review and changes in the years ahead;

BE IT THEREFORE RESOLVED that the Society of Professional Journalists, meeting in convention on September 30, 2023, in Las Vegas, calls on the Society President and Board of Directors to appoint a task force consisting of Regional Coordinators, Chapter leaders, past leaders, Community leaders and unaffiliated members to explore alternative board configurations and lengths of service including removing appointed directors, adding at least one Regional Coordinator representative, and increasing the number of directors serving on the national board.

BE IT FURTHER RESOLVED that the SPJ Board will consider the task force's recommendations and share them with all Society members no later than the April board meeting, with an opportunity for feedback and suggestions.

BE IT FURTHER RESOLVED, the Board is directed to implement the recommendations of the taskforce,

BE IT FURTHER RESOLVED, the Board is directed to implement the recommendations of the task force;

BE IT FURTHER RESOLVED that this task force will consist of at least one current Society board member who cannot be the chair, and all meetings will be open to Society members, with recordings of the meetings available on the Society's website.

Number 11

Establishing an Official Year-Round Communication Channel for SPJ Members

Submitted by: Jennifer Ellis, Region 12 Coordinator

Co-signers: Donald W. Meyers, Region 10 Coordinator; Loretta McGraw, Region 7 Coordinator; Joe Radske, Region 6 Coordinator; Sue Kopen Katcef, former SPJ National Vice President Campus Chapter Affairs; and Lauren Bartlett, former national director at large

Resolutions Committee recommendation: Positive

WHEREAS the Society of Professional Journalists (SPJ) is dedicated to fostering excellence in journalism and promoting the free flow of information;

WHEREAS SPJ members are spread across the country, and it is essential to facilitate communication and collaboration among members year-round;

WHEREAS members enjoy a communication platform through an app at the annual convention, it is insufficient to meet the need for ongoing communication and exchange of ideas among SPJ members;

WHEREAS technological advancements offer options for creating a digital platform to facilitate year-round communication among SPJ members at little to no cost;

BE IT THEREFORE RESOLVED that the Society of Professional Journalists, meeting in convention September 30, 2023, in Las Vegas, directs the Board of Directors and Headquarters Staff or another appointed SPJ member volunteer to take the necessary steps to establish an official year-round communication channel for SPJ members.

1. Establishment of a Year-Round Communication Channel: a. The SPJ Board of Directors and Headquarters Staff shall collaborate to create and implement a little to no-cost digital platform or communication channel accessible to all SPJ members. b. This platform shall be designed to enable members from across the country to communicate, share information, and exchange ideas throughout the year.
2. Features and Functions: a. The year-round communication channel shall include discussion forums, chat rooms, message boards, and private messaging capabilities. b. It shall also provide a platform for sharing resources, organizing events, and seeking input from the SPJ membership on matters of importance. c. The platform shall be user-friendly and accessible to members of all backgrounds and technological proficiency levels.
3. Privacy and Security: a. The SPJ Board of Directors and Headquarters Staff shall ensure that the year-round communication channel maintains the privacy and security of member

information. b. Appropriate measures shall be put in place to safeguard against unauthorized access or misuse of the platform.

4. Promotion and Training: a. The SPJ Board of Directors and Headquarters Staff shall develop and implement a plan for promoting the new communication channel to all SPJ members.
5. Regular Updates and Maintenance: a. The year-round communication channel shall be subject to regular updates and maintenance to ensure its effectiveness and relevance to the needs of SPJ members. b. Feedback from members shall be actively sought and used for continuous improvement.
6. Implementation Timeline: a. The SPJ Board of Directors and Headquarters Staff shall establish a timeline within a year for the development and launch of the year-round communication channel, with progress updates provided to the membership.

BE IT FURTHER RESOLVED that this resolution shall take effect immediately upon its adoption and remain in force until it is amended or repealed by convention delegates or membership vote.

Number 12

Opposing One-Member, One-Vote Amendments to the Bylaws of the Society of Professional Journalists

Sponsors: Lauren Bartlett; Bluegrass Pro Chapter; East Tennessee Pro Chapter; Jennifer Ellis, Region 12 Coordinator; Irwin Gratz; Bill McCloskey; Donald W. Meyers, Region 10 Coordinator; Andrew Seaman

Resolutions Committee Recommendation: NEUTRAL

WHEREAS the Society of Professional Journalists bylaws state that “The convention shall be the supreme legislative body of the organization;”

WHEREAS, the Society bylaws have, for decades, defined the convention as “composed of delegates or representatives from each chapter;”

WHEREAS this delegate system has drawn increasing criticism in recent years;

WHEREAS many chapters fail to qualify for delegates, and a recent change to apportion delegates to members not affiliated with a chapter has failed to achieve its purpose;

WHEREAS there continues to be controversy over how, or even whether “communities” in the Society should be involved in SPJ governance;

WHEREAS, other national journalism organizations have a one-member, one vote system in place for amending bylaws and approving resolutions;

WHEREAS, the Society has used a one-member, one-vote system since 2012 to select its leaders;

WHEREAS, a set of amendments drafted by the Bylaws Committee, based on recommendations of a recent task force, seeks to replace the delegate system with a one-member, one-vote system for approving resolutions and amending bylaws, but provides no forum in which members may debate and adopt changes to the Society’s Code of Ethics;

WHEREAS, these proposed changes appear unnecessarily complex, vest too much authority in the Society Board of Directors, with members reduced to “ratifying” proposals drafted by the Board or its appointed Bylaws Committee, and abolish the convention’s important legislative function;

WHEREAS the alternative amendments proposed below would provide for one-member, one-vote for all Society resolutions, bylaws amendments and changes to the Society’s Code of Ethics;

WHEREAS use of modern public engagement technology could preserve the “Convention,” re-defined as all Society members who wish to take part, as “the supreme legislative body of the organization;”

BE IT THEREFORE RESOLVED that the Society of Professional Journalists, meeting in convention September 30, 2023 in Las Vegas, recommends the proposals drafted by the Bylaws Committee in response to recommendations of the recent task force — “Replacing the Delegate System with Referendums, i.e., ‘One-Member, One-Vote’ ” that were published to the membership in late July — be tabled;

BE IT FURTHER RESOLVED the Society directs the Executive Director to identify a public engagement platform that is capable, at a reasonable cost, of hosting business meetings attended by members who are physically present at the convention and members wishing to participate in debate and voting from remote locations, and that is capable of ensuring the integrity of remote voting, and to bring to the board for approval, no later than April 1, 2024, recommendations for acquiring necessary systems and equipment;

BE IT FURTHER RESOLVED the Society directs the board of directors to bring the alternate bylaws amendments below to the 2024 annual business meeting for consideration and a vote;

BE IT FURTHER RESOLVED the Society thanks the board of directors for instigating this much-needed review of the delegate system and extends thanks to the task force for its recommendations, and to the Bylaws Committee for its efforts to craft bylaws amendments that would provide all Society members with a vote in governance matters.

ALTERNATIVE BYLAWS PROPOSAL

ARTICLE FIVE

Establishment and Operation of Chapters & Communities

Section Sixteen. Each member of the Society in good standing who is a member of at least one chapter shall have a designated home chapter. The member's home chapter shall be determined based on the postal address used by the Society to communicate with the member. A member of

the Society who is a member of two or more chapters and/or communities may elect among those chapters and communities the one that will be the member's home chapter or community by notifying the Society of the election in writing at least 60 days before the convention.

Section Seventeen. The national headquarters annually shall determine the status of all SPJ chapters and communities, with the assistance of the national board of directors. Chapters and communities 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.

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. All members of the Society in good standing seven days before the opening business meeting, subject to Section 3 below, are eligible to participate in convention business meetings and vote on all matters pending on the convention floor.

Section Three. To participate and vote, a member must be present at a business meeting either in person, or remotely if such means are made available, using a platform chosen by the executive director with approval from the board of directors. Members cannot vote by proxy.

Section Four. A convention quorum is present when at least _____ members eligible to vote are present, as defined in the preceding Section.

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

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

ARTICLE FOURTEEN

Amendment

Section One. These bylaws may be amended by referendum or at convention as hereinafter provided. Proposed amendments may originate by vote of a majority of members in convention, the board of directors, or by a minimum of ten chapters and/or communities in the manner set forth in Section Two hereof.

a. Enactment in convention. By a two-thirds majority of votes cast, provided that the proposal to amend and the exact wording of the amendment shall have been submitted to all members not less than sixty days prior to the opening date of the convention, the convention may amend proposed bylaw amendments, provided that (1) such convention amendment is approved by two-thirds of members voting, and (2) the convention amendment does not change or add to the general subject matter of the proposed bylaw amendment. The provisions of (2) shall be enforced by the presiding officer, whose ruling may be appealed to the convention and may be overturned by a two-thirds majority of votes cast.

b. Enactment by referendum. By a two-thirds majority of votes cast, provided that the number of votes cast in the referendum equals or exceeds the number of members required to be present in convention to constitute a quorum under Article Ten, Section Four. The board of directors shall specify the time limits during which ballots may be cast and counted, except that this period shall not be less than sixty days.

Section Two. A proposal to amend in convention originated by a minimum of ten chapters and/or communities must be accompanied by certification to the executive director of the Society that such proposal has been endorsed by the board of each chapter or community in accordance with the bylaws of the chapter or community.

Section Three. Pursuant to Article Ten, Section Five, amendments become effective immediately, unless otherwise specified.