

Memo

To: Alex Tarquinio
From: Bob Becker
CC: Irwin Gratz, Alison Bethel McKenzie
Date: 3/18/2019
Re: SPJ and SPJ Foundation bylaws amendments

The Bylaws Committee will ask the Society board to approve the attached amendments for action by delegates at EIJ 2019. Most of them are housekeeping amendments related to the Foundation and the Quill Endowment.

In recognition of the fact that the restructured SPJ board will hold fewer in-person meetings, and more electronic meetings in the future, we recommend one substantive change in the SPJ bylaws. We believe it would be wise to make clear the board's commitment to transparency by establishing that, to the maximum extent possible, its electronic meetings, in addition to its in-person meetings, will be live streamed.

The transition from a 23-member to a 9-member SPJ board will be complete at EIJ 2019, and that has implications for the Foundation, as well as the Society. The Foundation's bylaws, not the Society's, address the relationship between the two entities. We are recommending an amendment for the Foundation board's consideration to adjust to the restructuring. We are suggesting a similar transparency amendment to the Foundation as well.

Housekeeping amendments

At EIJ 2018, delegates voted to begin the process of dissolving the Quill Endowment and giving the SPJ Foundation authority to manage funds in the Endowment as it does other assets designated for specific purposes. Delegates amended the SPJ bylaws so that the more than \$500,000 in the Endowment will be turned over to the Foundation. Previously, the bylaws said that, upon termination of the Endowment, funds had to be returned to individuals who contributed to it. Delegates also took the first of two votes required to terminate the Endowment.

To complete the process at EIJ 2019, delegates must vote a second time to terminate the Endowment. If they again vote to terminate the Endowment, they should be asked to remove Article Fourteen from the bylaws. That Article defines how the Quill Endowment

is managed, and will become unnecessary once it is terminated and the funds are distributed to the Foundation.

At the Foundation's request last September, the SPJ board approved changing the name of the Foundation to the Society of Professional Journalists Foundation. The current SPJ bylaws include two references to the Sigma Delta Chi Foundation, which need to be changed to recognize the name change.

SPJ board transparency

Until 2017, the SPJ board held two in-person meetings, usually at EIJ in September and in Indianapolis in April. The Executive Committee held two in-person meetings, usually at the site of the next convention in January, and after the SDX Awards Dinner in June in Washington. Those meetings generally were open to Society members who wished to attend, and SPJ live streamed them so members could watch from afar. From time to time, the board held meetings using telephonic or video conference systems that were not open to the public to address specific issues.

When the transition is complete in September 2019, the Executive Committee will no longer exist, and it is unlikely that the board will increase the frequency of its in-person meetings. In addition, in the past few years, the board has held video conference meetings more frequently. As a result, the board is conducting more Society business remotely, and until a few months ago, interested Society members were excluded from those meetings.

The proposed amendment to Article Seven, Section Seven would state that all in-person and remote board meetings are public, except when discussing confidential matters; that meeting agendas and supporting documents (the board packet) will be posted on SPJ.ORG at least 72 hours before each meeting; and that audio and/or video conference sessions will be live streamed. We are proposing the same transparency measures to the Foundation board as an amendment to Article Two, Section Six of the Foundation bylaws.

SPJ appointments to the Foundation board

There are no provisions in the SPJ bylaws addressing appointments to the Foundation board. Currently, the Foundation bylaws state that the Society board can appoint as many board members as it chooses to serve on the Foundation board for one-year terms. Although the Foundation bylaws impose no limit on the number of SPJ appointees, my understanding is that seven SPJ appointees serve on the Foundation board now.

SPJ will have only seven elected and two appointed board members going forward, and maintaining the current level of representation will be difficult if SPJ may appoint only members of the Society board. To broaden the pool of potential SPJ appointees, we propose that the SPJ board may appoint any SPJ member to a one-year term on the Foundation board.

Although we propose broadening the pool of potential appointees, we do not see a need at this time to limit the number of individuals the SPJ board appoints. The SPJ contingent

cannot be a majority of the Foundation board, but at current levels SPJ appointees account for only about one-quarter of the Foundation board's membership.

The amendment process

If the SPJ board approves the proposed amendments to the Society's bylaws, it must circulate the proposed language to all chapters at least 60 days before the opening business meeting at EIJ 2019. In the past, staff has notified all Society members by email of the amendments. Amendments take effect immediately after the closing business meeting if delegates approve them.

The process for amending the Foundation bylaws is different. The Foundation board can adopt amendments by motion, and then notify the SPJ board of their decision. Once notified, the SPJ board has 30 days to consider the amendment. If the SPJ board takes no action, the amendments become effective.