

**MINUTES  
MEETING OF THE BOARD OF DIRECTORS  
SOCIETY OF PROFESSIONAL JOURNALISTS  
APRIL 16, 2011  
INDIANAPOLIS, INDIANA**

**MEETING CALLED TO ORDER**

With President Hagit Limor Smith presiding, the meeting of the board of directors of the Society of Professional Journalists was called to order at 9:05 a.m. on Saturday, April 16, 2011, at SPJ and SDX national headquarters.

**ROLL CALL**

In addition to Limor, the following were present: President-Elect Darcie Lunsford; Secretary-Treasurer John Ensslin; Vice President for Campus Chapter Affairs Neil Ralston; Immediate Past President Kevin Smith; Directors at-Large Bill McCloskey and Lauren Bartlett; Campus Advisers at-Large George Daniels and Kym Fox; Student Representatives Tara Puckey and Taylor Mirfendireski; Regional Directors Luther Turmelle, Brian Eckert, Bill Oates, James Pilcher, Liz Hansen, Amanda Theisen, Kelsey Volkmann, Scott Cooper, Don Meyers, Dana Neuts, Jodi Cleesattle and Sonny Albarado.

Staff members present for the meeting were Executive Director Joe Skeel; Associate Executive Director Chris Vachon; Director of Events Heather Dunn; Membership Coordinator Linda Hall; Communications Director Scott Leadingham; Communications Coordinator Andrew Scott; Awards Coordinator Lauren Rochester; and Controller Jake Koenig;

Others in attendance were SDX Foundation President Steve Geimann, Foundation Vice President Robert Leger and SDX Foundation board member Fred Brown. South Florida Pro chapter president Michael Koretzky joined by video conference.

**PRESIDENT'S REPORT**

President Limor welcomed new Region 3 Director Bill Oates and gave updates about the spring regional conferences. She reported that Steve Taylor had taken a new job with Fox News radio on Capitol Hill and felt he could no longer serve on the Government Relations Committee. Al Cross will take over the committee.

Limor talked about a proposal to have an ad-hoc committee on "corporate governance" to make sure SPJ is following all relevant procedures, regulations and guidelines. Bill McCloskey will lead that committee.

**FY2012 BUDGET AND SUGGESTED DUES INCREASE**

Controller Jake Koenig reported that SPJ is at the end of the 3rd quarter about \$219,000 better than thought, but that doesn't mean an extra \$200,000 for reserves. There are still outstanding expenses for the rest of the fiscal year.

Some reasons given:

- Awards revenue is up over last year's projected budget.
- Membership is up \$5,000 over last year.
- Staff costs are down in projection due to no longer budgeting for all staff to be in the health plan. Some staff don't participate, and there is no need to budget for their possible inclusion.

Albarado opened a discussion about whether an increase in dues would help build a better rainy day fund, which is a necessary thing. Skeel said yes, because convention profits can't always be counted on to give reserves. He said membership revenue is the most predictable revenue. He said the goal is to have three to six months operating expenses in the reserves with an amount that would be invested and grown.

Albarado said he planted the seed about a dues increase to open a discussion so people can talk to chapters and members. There is no vote planned, just a discussion, he reiterated. Skeel said if there is any increase,

it would be small, up to \$75 for pro members. Daniels said it would be best to keep it low for students and only up \$1, if at all.

Ralston cautioned that any increase needs to be carefully considered, and wondered if \$3 is enough, so as to not do the same again in a few years.

Pilcher suggested a study about churn rates and income projections from an increase to \$75 or \$80.

Skeel said the bylaws limit the board's ability to raise dues by five percent only. Anything more needs to go before convention delegates.

**Upon proper motion and second by Albarado and Meyers, respectively, the board approved the 2011-12 budget for the fiscal year ending July 31, 2012.**

## **MEETING MINUTES APPROVED**

**Upon proper motion and second by Bartlett and Mirfendereski, respectively, the board approved the minutes, with edits, from the following board of directors meetings: October 3, 2010; January 14, 2011.**

The following edits were requested:

— Bartlett noted the Roll Call of the Oct. 3 meeting did not include her name. --On p. 30 the board voted to exit and not enter.

— Daniels noted that the minutes of the special board of director call to select Bill Oates to replace Jenn Rowell as Region 3 Director were not include in the packet. Skeel said he would add those minutes to approve for the next meeting.

## **CHAPTER ACTION**

Pilcher asked how to handle professional and student chapter back-and-forths near a regional border. He asked if a school on a border can go to another regional conference that is closer. Skeel said those situations occur all over.

Linda Hall reported several chapters requesting moving from provisional to chartered status.

**Upon proper motion and second by Hansen and Theisen, respectively, the board approved chartered chapter status for all chapters seeking such designation.**

- College at Brockport
- DePaul University
- Harding University
- IUPUI
- Kennesaw State
- Northern Kentucky

## **STAFF REPORT**

Skeel delivered a staff report and said he felt staff and volunteers were working better together now than ever before in his time at SPJ. He brought up areas of the strategic plan and ways SPJ is addressing key areas. He reported that he has consulted with real estate developers about renting the upstairs of the headquarters as office space. He said it's just an idea, but would ideally bring in revenue to split between SPJ and SDX.

Chris Vachon previewed some of the upcoming training videos to be added to the online training library, eCampus.

## **CONVENTION REPORT**

Vachon gave an update of conference planning with RTDNA. She asked if people would be opposed to a "bagless convention." The board agreed that attendees like the bags and they're still usable. Pilcher said

he's heard of organization going to tote bags that are more like re-usable cloth grocery bags, to be used more throughout the year.

The 2012 conference is still set for Ft. Lauderdale and still with RTDNA. No plans are in place for a 2013 location.

## **NOMINATIONS REPORT**

Lunsford reported that she left the South Florida Business Journal and will work with a real estate firm. She said though she is not required to resign, she feels strongly that the president of SPJ must be a practicing journalist or journalism educator. She will fulfill the rest of her president-elect year but will not continue on to the presidency. As such, there will be an election for president and president-elect at the convention in New Orleans.

As immediate past president, Smith is leading nominations for candidates for the board of directors. He said he is actively recruiting candidates for open seats, and encourages all interested and qualified members to run.

## **ACTION/DISCUSSION ITEMS**

### **International Chapters**

A discussion ensued about whether the board wants to pursue international chapters given the success of the Northwestern University-Qatar chapter.

Ralston reminded that many journalists and news organizations operate very differently in other countries, and SPJ needs to be prepared for dealing with how to address how ethics and laws are different in other countries and systems. Oates said that in some countries, there may be another equivalent of SPJ, and we need to be sensitive to that.

The board also discussed the logistics of dealing with, certifying, reviewing and monitoring the progress of chapter development overseas.

### **Ohio Sunshine Summit**

Limor introduced the Ohio Sunshine Summit and the work of the Ohio University SPJ and RTDNA chapters to organize it. Mirfendereski, a member of both chapters at Ohio University, was the organizer. She talked about the summit and the resolution the assembled students passed about student press freedoms in Ohio. Pilcher said as regional director he was very proud of the work the group did.

Ralston suggested that in spreading the idea to other chapters and states, there be a tip/tools resource online for how to conduct such a summit.

**Upon proper motion and second from Mirfendereski and Pilcher, respectively, the board endorsed the resolution passed by attendees of the 2011 Ohio Sunshine Summit.**

## **PROPOSED BYLAWS CHANGES**

Bylaws Committee Chairman Bob Becker called in to discuss and explain potential bylaws changes being proposed for consideration by the board of directors. Three proposals were currently being discussed.

### **One Member, One Vote**

Becker explained a memo he had previously submitted. The change would allow all active members to vote on board of directors candidates, instead of just chapter delegates.

A robust discussion ensued among the board about the pros, cons and logistics of implementing such a change.

Bartlett said she strongly urged people not to bring the proposal before delegates for their consideration. She read an email from Mark Scarp outlining why he thought the proposal should not go forward.

Theisen said some of the incentive to come to convention is the business of the Society and delegate voting. McCloskey said that on the incentive measure, one person, one vote would enhance participation.

Becker said he was part of the opposition in 2004 when a similar proposal came up, but that was because the proposal was to vote well before the convention. This proposal is to give people a vote only on election of SPJ board of directors.

Lunsford said her experience in South Florida was very low interest from chapter members in voting on chapter leadership. Pilcher asked why this is coming up now, and Becker said he had been on the Bylaws Committee for 10 or 11 years. He said President Limor asked what are the things that the Bylaws Committee needs to review, and this was one that came up.

Becker reported that the committee and Skeel looked at other journalism organizations and member associations and found logistically it's becoming easier and more organizations do this. Pilcher said just because it's easier and others are doing it doesn't make it right for this organization.

Albarado said he voted for a one member, one vote proposal in 2006, but knowing more now about chapter involvement, is not sure people would take advantage of it and he is not convinced now is the right time for a change.

Meyers said he is in favor of sending to the delegates and that it would help open up the idea that SPJ should be more accessible and accountable to its membership.

Ensslin said he would support the change and that not all chapters are represented at the convention, and students are particularly underrepresented.

Oates said it makes him kind of sad that SPJ needs the "hammer" of voting and annual reports to get more people to come to the convention. Mirfendereski said she is concerned that people may not research candidates well in this system and that delegates may make more informed decisions.

Volkman said she wanted to point out the irony of saying we support the delegate system but won't send this to the floor for their consideration.

**Upon proper motion and second by McCloskey and Meyers, respectively, the board declined to send the proposed one member, one vote bylaws change to convention delegates. The vote was 15 opposed, 8 in favor.**

#### Pro Chapters Admitting Student Members

Becker discussed a proposal to amend the national bylaws to clarify the process for allowing students into professional chapters.

Smith said the issue goes back to a previous concern about one person being a part of multiples chapters and if that counts twice for delegate selection purposes. Becker said that is addressed by saying students would be counted in delegate counts only for their campus chapter.

McCloskey proposed a motion to require a "primary" chapter be designated for all members in the membership database, but he withdrew the motion with the intention of revisiting it at the executive committee meeting in July 2011.

**Upon proper motion and second by McCloskey and Theisen, respectively, the board voted to send to convention delegates the proposed bylaws change to clarify the process by which students can join professional chapters.**

#### Technical Corrections to Bylaws

Becker introduced another proposed amendment dealing with nitpicky items to make minor technical corrections. One is that the SPJ board can remove a Quill Endowment Fund Trustee, which is technically

the SDX Foundation board. This scenario creates a legal problem. Only Foundation board can remove other Foundation board members. Becker said the full SPJ and Quill Endowment Fund relationship needs to be reviewed by legal counsel.

McCloskey said he believed the proposal needed to be split into two — one about technical corrections and one about legal review.

**Upon proper motion and second by McCloskey and Cooper, respectively, the board voted to send the first two paragraphs of the proposed bylaws amendment to the convention delegates and save the rest for review at the Executive Committee meeting in July 2011.**

## **MEMBER DATABASE**

Albarado said he believed some chapter officers and directors have problems accessing the kind of data they need from the SPJ member database.

Skeel reviewed the database functions and chapter roster reports available to chapter leaders.

A discussion ensued about what is the best way to opt in or opt out of chapter affiliation on membership forms and renewals.

The board asked staff to make sure chapter affiliations instructions are on joining and renewal forms with instructions on how to cross off chapter affiliations.

**Upon proper motion and second by Albarado and Pilcher, respectively, the board approved the formation of an ad-hoc committee to look at data and needs of chapters relating to usage of the database. The committee will be chaired by Pilcher with Theisen, Albarado and Neuts as members.**

## **NEW BUSINESS**

Provisional and Chartered Chapters

Eckert initiated a discussion about chapter provision status and the process for going from provisional to chartered.

Daniels said this is a perpetual issue. The focus should be on the fact that there is a disincentive for new chapters due to a large amount of paperwork.

## **OLD BUSINESS**

Stipend for At-Large Members of Executive Committee

Smith discussed a previous proposal to increase the stipend of at-large members of the executive committee to \$2,000. This increase was approved a few years ago, but because the proposal came from McCloskey — an at-large director at the time — he excluded himself from the increase.

**Upon proper motion and second by Cooper and Eckert, respectively, the board approved an increase in the stipend for McCloskey to \$2,000 while he serves on the executive committee. McCloskey and Cooper abstained from voting.**

## **COMMITTEE REPORTS**

Accreditation

Geimann asked about the board's thoughts on the University of Colorado, as he is SPJ's representative on the accreditation body for journalism schools and programs. The feeling is to vote in favor of DENYING accreditation to the University of Colorado journalism school based on changes in makeup and decertification of the previous program.

Diversity

Daniels provided an update of the Diversity Leadership Fellows program and how participants in the 2010 program were progressing. The program will continue at the 2011 convention in New Orleans.

FOI

Don Meyers said the FOI Committee and Utah Chapter appreciated the national support for the recent Black Hole Award and the issue surrounding the state of Utah's attempted repeal of open records law, an effort that was passed by the legislature and then quickly overturned after public outcry.

**ADJOURNMENT**

**Upon proper motion and second by Cooper and Bartlett, respectively, the board voted to adjourn at 4:28 p.m., Saturday, April 16, 2011.**