

# SPJ Board of Directors Meeting Minutes

## April 28, 2001 - San Diego, Calif.

**Meeting Date:** April 28, 2001

**Meeting Place:** The Radisson Hotel, San Diego, Calif.

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### Roll Call:

Board Members Present: 21

Ray Marcano  
Al Cross  
Robert Leger  
Kyle Niederpruem  
David Carlson  
Irwin Gratz  
Marcia Biggs  
Bruce Cadwallader  
Vicky Katz Whitaker  
David Aeikens  
Patrick Dobson  
Todd Gillman  
Jay Evensen  
Oren Campbell  
Mark Scarp  
Jamie Gonzales  
Jim Parker  
Charles Davis  
Robyn Eoff  
Brian Joseph  
Andrew Marra

Board Members Absent: 2

Julie Asher  
Lisa Rollins

Staff Members Present: 4

Jim Gray, SPJ Executive Director  
Julie Grimes, SPJ Deputy Director  
Catherine Davis, SPJ Director of Finance  
Stephanie Berry, Development Director

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### Introductions

SPJ President Ray Marcano called the meeting to order. Region 11 Director Mark Scarp welcomed everyone to San Diego on behalf of the region and the San Diego Chapter. Marcano explained that he had made the decision to bring the board to San Diego and was pleased with the results.

The group talked briefly about meeting locations and discussed having the Spring Board Meeting at the National Headquarters in Indianapolis.

Marcano told the board that Region 1 Director Irwin Gratz would serve as the parliamentarian for the day's meeting. Gratz reminded board members that a motion should be made and seconded before discussion on an issue takes place.

Marcano explained that the agenda was very full and board members should avoid repeating discussions throughout the day.

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## Approval of Minutes

**Motion by Jim Parker to approve the minutes from the October 2000 SPJ board meetings as noted in the board packet. Second by Charles Davis. The motion carried.**

Board members noted that they would like to receive drafts of minutes from Headquarters in a more timely manner. Marcano reminded staff and board members that the policy was that a draft of the meeting minutes should be mailed to board members within two weeks of the board meeting. In this case, the date is May 12.

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## Board Reports

Ray Marcano explained that the SPJ President's Report and Executive Director's Report were available in the board packets. Other national committee chairs and regional directors also submitted reports. Those reports were for informational purposes, and Marcano asked for any questions before moving on with the agenda.

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## SPJ Budget Discussion

Ray Marcano turned the discussion over to Secretary/Treasurer Robert Leger. Leger gave the budget highlights and said he needed motions to raise nonmember entry fees for the Mark of Excellence and Sigma Delta Chi Awards contests, and a motion regarding the continued funding of SPJ's IFEX membership. (MOE nonmember fees would be \$15 and SDX nonmember fees would be \$100).

**Motion by David Carlson to approve budget as submitted (included in this budget is an increase in nonmember MOE and SDX fees recommended by the finance committee). Second by Jay Evenson. The motion carried two no votes (Jim Parker and Patrick Dobson).**

### *Discussion Items.*

The group discussed the cost of doing business in Indianapolis, and Marcano said it was more economical than in Greencastle. In future budgets, the amount of the volunteer stipends for each position should be broken out in the budget.

Marcano said he would like to see the president's stipend equal to or exceeding the VPCCA stipend. In his time as president, Marcano estimates a total out-of-pocket cost of \$12,000. The board discussed the necessity of securing employer support for SPJ board activities. The SPJ bylaws say board members need proof of employer support. Stipend information and other job expectations should be a part of the new board member orientation during the convention.

The group briefly discussed the need for regional directors to receive all information distributed to chapter leaders. RDs should receive quarterly reports on their regions and copies of all items mailed to chapters. Returning to budget discussions, Robert Leger explained that the budget was based on holding steady with the current number of active members. As of April 27, SPJ had 9,044 active members, approximately 8,750 of those members were full paid members.

The group discussed the Society's workshop plan for the next fiscal year. Many companies are going to in-house training rather than sending employees out for training.

**Motion by Robert Leger to fund SPJ's IFEX dues for \$1,000 for the 2001-2002 budget year. Second by Carlson. Motion carried with five no votes (Jim Parker, Dave Aeikens, Patrick McKeand, Jamie Gonzales and Al Cross.**

The IFEX membership is based on a committee chair recommendation.

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## **Chapter Requests**

**Motion by Mark Scarp to approve all chapter requests except the Eastern Michigan University request, which will be approved conditionally until SPJ receives the names of the chapter advisers. Second by Kyle Niederpruem. Motion carried.**

The group took a 15-minute break.

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## **2001 National Convention Report**

President-elect Al Cross referred to his report in the board packet and asked board members to contact him with any suggestions on speakers. He briefed the group on some of the confirmed speakers and other invitations that had been issued. The Seattle planners have done an excellent job, and he feels confident they will meet their fund-raising goal.

The Opening Night Reception will be at Experience Music Project. Cross explained that personal contact would be essential to the success of this convention. There was a discussion about marketing efforts. Jim Gray said the SPJ would arrange an airline discount, and some suggested marketing the convention to Canadian journalists.

Cross suggested that professional chapters consider sponsoring a student to attend the convention. Vice President of Campus Chapter Affairs David Carlson is drafting a letter to pro chapters seeking such support. Copies of that letter should be copied to regional directors.

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## **SPJ Committee Business**

### *Awards and Honors*

The board reviewed a recommendation from Awards and Honors chair Guy Baehr to increase advertising for the Society's awards programs.

**Motion by David Carlson to table the request until October. Second by Irwin Gratz. Motion carried with one against (Bruce Cadwallader).**

Baehr also had suggested an FOIA Hall of Fame. Board members suggested that a discussion take place between Baehr and FOI Chair Ian Marquand.

**Motion by Bruce Cadwallader that the SPJ Awards and Honors Committee and National Headquarters investigate the feasibility and costs of moving the SDX Awards presentation to a separate venue outside the convention and come back with a report in October. Second by Kyle Niederpruem. Motion carried unanimously.**

The group discussed the award winners' participation in the National Convention and the possibility of a one-day workshop when the awards are presented.

### *Freedom of Information Committee Report*

Al Cross nominated for First Amendment awards, Bruce Orwin (attorney) and Laura Cullen (adviser). These individuals were key players in the Kentucky State Yearbook case.

**Motion by David Carlson to present the awards. Second by Dave Aeikens. Motion carried.**

The group discussed FOI Chair Ian Marquand's nomination of Linda Tracy for a First Amendment Award.

**Motion by Jim Parker to present a First Amendment award to Tracy. Second Patrick Dobson. (No vote was taken on this motion.)**

The group decided this might be more appropriate as an SPJ Sunshine Award for contributions to open government/records and continued access.

**Motion by Al Cross to present a Sunshine Award to Linda Tracy. Second by Bruce Cadwallader. Motion carried.**

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## **Nominations Report**

Kyle Niederpruem, chair of the SPJ Nominating Committee, reviewed the board positions up for election this fall. They are:

President-elect (one-year term) (becomes president the next year)

Secretary/Treasurer (one-year term)

Vice President for Campus Chapter Affairs (two-year term)

Director At-large (two-year term)

Campus Adviser At-large (two-year term)

Student Representatives (Two positions, one-year term)

Regional Directors: 2, 3, 6, 10, 11, 12 (two-year term)

Niederpruem asked that current board members make their intentions known as soon as possible. The deadline for declaring an intent to run is July 2.

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## **Strategic Planning**

Kyle Niederpruem briefly reported on the strategic planning membership committees. Joel Whitaker, chair of the Trade Publications section, submitted a report, available in the board packets. Other committees continue to work on their projects. Steve Geimann, chair of the Governance Committee, was present to discuss his preliminary report, which was available in the board packets.

The report suggested restructuring the current board and offered some possibilities for realignment. Most governance changes must go to the delegates for votes that would require bylaws changes. Geimann explained that the board had existed in its current form since 1960. He proposed reducing the number of SPJ Regions from 12 to eight, eliminating the at-large director positions, cutting one campus representative and one campus adviser-at large, and creating a series of vice president positions to reflect the various types of journalism. These vice presidents would be elected by the delegates at the national convention.

Geimann explained that the current regional alignment was uneven; some regions had many members and many chapters, others were very small. Board members discussed potential problems with eliminating regions. Some of those: members would have to travel further to attend regional conferences, regional directors also would have further to travel, and Mark of Excellence awards changes would have to be considered.

President Ray Marcano said it made sense to reduce the board size because meetings and decision

processes became unwieldy. There was some concern about reducing the number of voices and limiting discussion and perspectives, which would not further SPJ's work. Others thought cutting the number of regions would be problematic because regional directors already have much work to do, and this would add to their commitment, making the job difficult for a volunteer.

Directors from smaller regions expressed concern that combining regions would leave some smaller states and smaller chapters "lost" with little encouragement to continue their work. There was a brief discussion about keeping the same number of regions and simply realigning the regions.

The group discussed keeping the same number of regional directors but having them rotate on and off the board. One possibility: a regional director would be elected for a three-year term and would serve on the board for one of those years. Four regional directors would serve on the board each year.

The board members decided to continue the discussion through e-mail. Geimann will take the board's suggestions and develop more specific proposals for discussion during the Executive Committee meeting in July. There may still be time to send a proposal to the delegates for a vote during the Seattle convention. Jim Parker mentioned that any intention to proceed with a bylaws change should involve a fax ballot to the full board of directors.

Marcano thanked Geimann for his work on the project.

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### **Convention Proceeds Sharing**

**Motion by Robert Leger to increase local chapter (host chapter) incentive from 10 to 15 percent of the net profit from the SPJ National Convention. Second Charles Davis. Motion carried unanimously.**

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### **Historic Site**

The board considered two proposals for SPJ Historic Sites in Journalism. There were questions about whether an individual could be named a historic site.

**Motion to defer consideration of the Solomon Southwick proposal until someone can speak to the issue more completely. Second by Jim Parker. Motion carried unanimously.**

**Motion by Todd Gillman to reject The Monroe Watchman as an historic site. Second by Robert Leger. The motion carried with two against (Bruce Cadwallader and Jim Parker).**

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### **Joint Regional Conference Discussion**

Regional directors discussed the fact that many regional conferences are now jointly sponsored with other regions, SPJ national or other journalism organizations. Mark Scarp encouraged national to consider tying all regional conferences to some type of national workshop and separate the Mark of Excellence Awards ceremony into another event. He said the way the regionals were currently structured wasn't working.

**Motion by Jim Parker to refer this to an ad-hoc committee to discuss further and make a recommendation, if necessary. Second by David Carlson. The motion carried.**

The committee is chaired by Mark Scarp. Committee members are Oren Campbell, Jay Evensen, Marcia Biggs, Vicky Whitaker, Todd Gillman and Dave Aeikens. The committee should make a report to the Executive Committee

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## **SPJ Member Recognition**

Executive Director Jim Gray asked that the board recognize SPJ member Ed Avis of Marion Street Press for his work on behalf of SPJ. He prepared and published a collection of writing columns by Quill columnist Paula LaRocque. Avis approached SPJ and set up a program so that a percentage of any of the books sold by would be donated to the SDX Foundation's Quill Endowment. He also established a fund-raising opportunity for local chapters interested in selling the book. Gray proposed that the board present Avis with a lifetime SPJ membership and a resolution of commendation.

**Motion by Irwin Gratz to adopt the resolution and present Avis with a lifetime membership in SPJ. Second by Oren Campbell. Motion carried unanimously.**

The group took a 10-minute break, and the meeting resumed.

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## **Diversity Discussion**

**Motion by Jim Parker to direct SPJ Diversity Committee Chair Sally Lehrman to research an SPJ diversity fellowship and report to the Executive Committee in July or the full board at its annual fall meeting. Lehrman and her committee should make any recommendations for establishing SPJ's own diversity fellowship similar to the Maynard Institute's Jackson Fellowship approved today by the Foundation board. Second by Al Cross. The motion carried unanimously.**

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## **Ratification of the SDX Foundation Board**

Board member David Carlson introduced the discussion, making the point that the SPJ board has control over the membership of the SDX Foundation board of directors. The SPJ board should ratify any decision made by the Foundation regarding its membership. That did not take place at the annual meeting in October.

**Motion by Robert Leger to ratify current membership of the Sigma Delta Chi Foundation board of directors. Second by Patrick Dobson. Motion carried unanimously.**

Ray Marcano said the Executive Committee would be naming additional SPJ board members to serve on the Foundation board during the Executive Committee meeting in July. Anyone interested in serving on the Foundation board should let a member of the Executive Committee know as soon as possible.

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## **Inactive Chapter Policy**

**Motion by Robert Leger to adopt the proposed policy on inactive chapters and their funds. Second by Dave Aeikens. (This motion was later withdrawn.)**

Policy as recommended to the full board:

Upon the dissolution of a chapter, a written report by the president of that chapter, with its treasurer concurring, shall be filed with national headquarters. This report should include a complete listing of the chapter's assets, including all funds on deposit in banks, savings institutions or investment firms, and a plan for fund disbursement for SPJ purposes subject to the approval of the SPJ national president and executive director.

Internal Revenue Service regulations prohibit the distribution of exempt organization funds to individuals. In the absence of a legal distribution plan, arrangements shall be made to transfer all liquid assets to national headquarters. Headquarters, in turn, shall hold these assets in trust for one year for the benefit of any chapter that may organize or reorganize in that geographic

area. If, at the end of one year, the chapter is not reactivated and no new chapter is organized, title to all such assets of the chapter shall vest in the national organization.

The group discussed the language of the resolution and whether the national policy should include some disbursement of funds to regional accounts. There were questions about whether national would be taking on the debts and obligations of a dissolving chapter. Executive Director Jim Gray reminded board members that this policy would only be enacted if a chapter dissolved without setting up its own method for disbursing such funds.

Board members determined that any decision about this issue would involve a policy change and a bylaws change. The issue was referred to the bylaws committee, which should make a recommendation for delegates. The bylaws committee should report to the Executive Committee at the July meeting. The motion was withdrawn.

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## **Membership Issues**

Executive Director Jim Gray discussed several membership issues. First, he mentioned the spring Membership Phone-a-thon. Gray distributed copies of the materials sent to all professional chapters regarding the phone-a-thon. He reminded board members that this is not a telemarketing scheme. Chapters received a list of lapsed members and were asked to contact them about renewing their memberships. Renewing members on those lists would receive a discounted rate as an encouragement to renew their memberships. This program is focused on professional chapters, Gray said, and a student recruitment program has been planned for the fall.

While all chapters are receiving information, 10 have indicated that they definitely will be participating. Ray Marcano suggested setting up a phone bank during the National Convention. Board members would be asked to make some calls to lapsed members, encouraging them to renew and determining their expectations of SPJ.

Board members asked about how chapters were notified about the project and were concerned that they might have received the materials too late to participate. If the program is repeated next year, membership materials should be available in time for the regional conferences. Board members asked Headquarters to send a list of participating chapters to the full board.

Gray will submit a report on the phone-a-thon to the Executive Committee before its July meeting. The report will be copied to the full board of directors.

Gray pointed out to members the Society's new retention plan. The plan was available in the board packets. Gray said SPJ did a good job getting new members but struggled with membership retention. Student board members Brian Joseph and Andrew Marra are working on a program to promote SPJ membership to high school students. They plan to promote SPJ membership as a bridge from high school to college to a professional career.

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## **Local/National Dues Discussion**

Board members discussed an issue of local chapters that accept local-only membership in their chapters. SPJ bylaws require all local SPJ members to be members of the national organization. There unconfirmed estimates that most SPJ chapters collect local dues from individuals who are not members of the national organization. Board members asked for specific data on chapters where this was occurring. National does not require local chapters to collect national dues, though some do; for those that do not, National Headquarters will invoice all members for national dues. National does require all individuals who are affiliated with a local chapter to first join the national organization.

The board discussed the issue and particular situations in Austin, Texas, where chapters were allowing local-only memberships and in Chicago, where the Headline Club plans to recruit local-only members and

submit their names to headquarters for national membership solicitations. SPJ President Ray Marcano plans to visit with chapter leaders in Chicago in May and will be discussing this issue. (Marcano had to cancel his appearance because of a family medical emergency, but President-elect Al Cross is filling in for him.) All agreed that this was a sensitive and important issue that must be addressed by the organization.

Region 5 Director Vicky Katz Whitaker said she had met with leaders from the Headline Club. The club is suffering from declining membership. Whitaker introduced the idea of SPJ establishing a “Safe Harbor” for struggling chapters. Chapters that show a significant decline in membership during a specific period (specific standards would be set) would be allowed to collect local dues without national dues for a one-year period. Members must be national members by the end of the first year. The idea is to offer the chapter some breathing space and during that year, while National Headquarters provides the chapter with intensive help to re-establish its position.

Board members discussed difficulties in making such exceptions for some chapters and not for others. Determining which chapters received a “Safe Harbor” classification would be difficult. There were suggestions about setting national memberships at half-price for those chapters during that one-year period. Any kind of “Safe Harbor Clause” would require a bylaws change.

The board agreed that headquarters must make an effort toward helping chapters better serve their members and that the board should look toward resolving this issue by working with chapters in such situations. We need to determine the real issues, said one board member, and what role National Headquarters has played and how the issues can be resolved.

Specific national concerns mentioned by chapters are the national office’s computer system and database. Chapter leaders question the validity of the information they receive from national because that information doesn’t always match their chapters’ separately managed databases. The current dual billing system was mentioned as another cause for confusion between national and local chapters. Chapter leaders also question why it’s important to be a member of the national organization, “What does national do for us?” they ask.

Ultimately, said board members, it is essential that the national organization and the local chapters work together to further SPJ’s mission. To do that, the chapters and national must work together to resolve these important issues. National must work with struggling chapters, while at the same time supporting and encouraging the work of its other chapters.

**Motion by David Carlson that the board censure both of these chapters (the Chicago Headline Club and the Austin Pro Chapter) and send a letter stating that unless the chapters come back into compliance, according to SPJ bylaws, their charters will be revoked. Second by Patrick Dobson.**

The board discussed the meaning of “censure.” Carlson clarified that “censuring,” in his use, meant formally informing the chapters that they were not in compliance. A procedure would be established and followed by the chapters and national to help bring the chapters back into compliance. The focus is on resolution, not punishment.

Each chapter situation is different, and different methods might be appropriate to return the chapters to compliance, said Ray Marcano. Other board members stated that the issue must be addressed by addressing all chapters not in compliance with the SPJ Bylaws.

Ultimately, said board members, it is necessary that all SPJ members support the goals of the organization. The situation is a serious one, but President-elect Al Cross said it also is volatile and doesn’t need precipitous action; it needs personal contact. Board members agreed that further board discussion was necessary and a personal discussion between chapter and national leaders and SPJ Headquarters staff was needed. They suggested delaying action on this issue until those discussions could take place in May.

**Motion by Al Cross to table the discussion until the July Executive Committee Meeting. Second by Oren Campbell. The motion carried with no votes from Bruce Cadwallader, Patrick Dobson,**

**Andrew Marra and David Carlson.**

**Motion by Patrick Dobson to direct the Executive Committee to take action on the matter of chapters accepting local-only membership during the July Executive Committee meeting. That action would be up to the Executive Committee, but the action taken by the committee would be sent to the full SPJ board for a vote. Second by Kyle Niederpruem. Motion carried unanimously.**

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### **Closing Comments**

Secretary Treasurer Al Cross reminded board members that the principle business of board for next few months must be improving membership numbers and services. He has scheduled a working dinner following the meeting for anyone interested to discuss membership issues.

Executive Director Jim Gray recognized the promotion of Julie Grimes to deputy director of the Society. He answered questions regarding the scheduling of the fall board meetings. The meetings will be scheduled, and board members will be informed of the dates and times as soon as possible.

**Motion by Dave Aeikens to recognize the work of the San Diego chapter in hosting the board meeting. Second by Mark Scarp. Motion carried.**

Scarp will draft a letter of recognition to be sent under Ray Marcano's signature.

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### **Adjournment**

**Motion by Irwin Gratz to adjourn. Second by Vicky Whitaker. Motion carried.**

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### **Action List**

#### **SPJ Headquarters**

- Post the approved October 2000 minutes of the board meetings the SPJ Web site.
- Distribute to all board members a draft of the weekend meeting's minutes by May 12.
- Change all MOE and SDX awards contest information to reflect the increased nonmember rates for the contest.
- Renew SPJ's IFEX membership.
- Notify all chapters that submitted chapter requests to the board about the board's decision regarding those requests.
- Work with the FOI Chair to notify First Amendment and Sunshine Award recipients of their selection as award winner.
- Change the National Convention budget and planning guides to reflect an increase in the local chapter (host chapter) incentive from 10 to 15 percent of the net profit from the SPJ National Convention.
- Collect more information on the Solomon Southwick SPJ Historic Site in Journalism nomination. Determine whether an individual can be named an historic site.
- Notify Ed Avis of the board's recognition of his service to SPJ and his receipt of a lifetime SPJ membership.
- Establish a procedure to provide board members with copies of all materials distributed to local chapter leaders.
- Make an effort to get materials out further in advance of all planned activities and programs.

#### **SPJ Board Members and Volunteers**

- Refer any convention programming ideas to Secretary/Treasurer Al Cross.
- Vice President of Campus Chapter Affairs David Carlson is drafting a letter to pro chapters seeking their support to sponsor a student to attend the national convention.
- Awards and Honors Chair Guy Baehr and FOI Chair Ian Marquand should discuss a possible SPJ FOIA Hall of Fame.
- The SPJ Awards and Honors Committee and National Headquarters should investigate the feasibility and costs of moving the SDX Awards presentation to a separate venue outside the convention and report to the board in October.
- Current board members should notify Nominations Committee Chair Kyle Niederpruem of their intent to seek reelection or run for another seat on the SPJ board. The deadline for declaring intent to run is July 2.
- Governance Committee Chair Steve Geimann will take the board's suggestions and develop more specific proposals regarding board structure and governance for discussion during the Executive Committee meeting in July.
- The regional conference committee established at this meeting will review and make recommendations regarding SPJ's regional conferences.
- SPJ Diversity Committee Chair Sally Lehrman should research an SPJ diversity fellowship and report to the Executive Committee in July or the full board at its annual fall meeting.
- Anyone interested in serving on the Foundation board should let a member of the Executive Committee know as soon as possible.
- The Bylaws Committee should review the proposed policy on inactive chapters and make a recommendation regarding any necessary bylaws change.