

**MINUTES
MEETING OF THE BOARD OF DIRECTORS
SOCIETY OF PROFESSIONAL JOURNALISTS
APRIL 7, 2007
VIA CONFERENCE CALL**

MEETING CALLED TO ORDER

With President Christine Tatum presiding, the meeting of the board of directors of the Society of Professional Journalists was called to order at noon on Saturday, April 7, 2007, via a telephonic conference call.

ROLL CALL

In addition to Tatum, the following were present: President-Elect Clint Brewer; Secretary-Treasurer Dave Aeikens; Vice President, Campus Chapter Affairs Mead Loop; Immediate Past President David Carlson; Regional Directors Ann Augherton, Holly Fisher, Gordon Govier, Ron Sylvester, Travis Poling, Deb Hurley, Nathan Issacs, Paul McAfee and Sonny Albarado; Student Representatives John Patrick and Erin Smith; Directors-at-Large Sally Lehrman and Molly McDonough; Campus Advisers-at-Large Sue Kopen Katcef and Neil Ralston.

Staff members on the call were Executive Director Terry Harper; Associate Executive Directors Julie Grimes and Chris Vachon; and Quill Editor Joe Skeel.

APPROVAL OF MINUTES

Upon proper motion and second by Ralston and Brewer, respectively, the board approved the minutes from its August 23, August 27 and November 15, 2006 meetings. A clarification was made to the November 15, 2006 minutes prior to approval.

THIRD PARTY RECORDS POLICY

The board reviewed a proposed policy drafted by Isaacs for releasing records relating to transactions with third parties. The proposed policy was amended slightly to amplify how the requestor would be notified about costs to reproduce records.

Upon proper motion and second by Aeikens and Augherton, respectively, the board unanimously approved the following Third Party Records Policy:

The Society of Professional Journalists, or Society, shall conduct its business openly and transparently. Upon request, the Society shall provide its members with the details of its approved transactions with third parties. Within five business days of receiving a records request, the Society must respond by either providing the information in the format requested (e.g. electronic, hard copy); acknowledge the request and provide a reasonable estimate of the time required to respond to the request; or deny the record request. Additional time may be needed to have the requestor clarify the request; assemble the information; notify third parties of the request; or to determine whether any information requested should be denied in whole or in part. A majority of the Society's executive committee must vote to deny a records request and SPJ's Executive Director will provide the requestor with a written explanation for that denial. A reasonable fee will be assessed to recover the actual costs to gather and make copies of the records request. The requestor will be notified beforehand and will receive an itemized estimate as to this cost. The fee should be waived, as determined by the Society's executive director, should the request be for the good of the Society.

LEGAL DEFENSE FUND APPLICANT INFORMATION

The board reviewed a proposed policy pertaining to the release of Legal Defense Fund applicant information.

Upon proper motion by Carlson and McDonough, respectively, the board unanimously approved the following policy pertaining to the Release of Legal Defense Fund Information:

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.

LEGAL DEFENSE FUND APPLICATION PROCEDURES

Tatum reported that she had conferred with the Society's legal counsel regarding the handling of LDF applications in order to reduce the Society's exposure to potential litigation. Bruce Brown, Baker & Hostetler, has suggested that LDF applications flow from the applicant to B&H and then to the Society. While the applicant would not be protected by the attorney-client privilege (since B&H would not be representing them), the privilege could extend to SPJ. It also was suggested that more LDF business be conducted by telephone with legal counsel included and that any electronic correspondence include legal counsel.

Some concern was expressed that this procedure might hamper SPJ's ability to respond quickly to requests. The need to involve legal counsel in every request, especially those at the \$1,000 level and below, also was questioned. Tatum said she would get clarification from Brown and report back to the board at its meeting in May.

COMPOSITION OF NATIONAL COMMITTEES

The board reviewed a proposed policy drafted by Tatum regarding the composition of national committees.

Upon proper motion and second by Albarado and Poling, respectively, the board approved the following policy regarding Composition of National Committees:

To help groom new leadership and increase the effectiveness of its advocacy work, SPJ shall invite once a year all members in good standing to apply to serve on SPJ's national committees.

Furthermore:

— SPJ national committees shall not exceed 15 members.

— SPJ national committees shall have only one chairperson. Vice chairmen may be named as deemed appropriate.

— SPJ national committee chairpersons shall serve in that capacity no more than five consecutive years.

— SPJ national committee members shall be appointed to serve one term concurrent with the length of the national president's term. National committee members must be reappointed by each subsequent national president.

— SPJ’s national president should strive to ensure each national committee is composed of members representing both genders and a variety of ages, ethnicities and professional disciplines.

Carlson, Lehrman and McAfee opposed the motion.

FY 2007 BUDGET

Cadwallader reviewed organization’s budget process and budget proposal, which was distributed at the meeting after one change was made during the Finance Committee meeting the previous day. Koenig explained how the budget was prepared and answered questions from the board.

Upon proper motion and second by Roth and Poling, the board approved the 2006-07 SPJ budget as presented by the Finance Committee.

The budget is attached to these minutes as Exhibit A.

AMENDMENTS TO THE BYLAWS

Harper discussed his idea to re-introduce Life Membership as a category of membership. The category once existed, but was eliminated in the 1960s. Harper feels this could be used as a source of ongoing revenue provided that life membership dues are maintained inviolate with only the income being used to provide membership benefits. The board concurred and directed that the Bylaws Committee draft appropriate language for the board’s consideration at its May 19, 2007 meeting.

Katcef discussed her idea to extend the Post Graduate Membership category from two years to three in order to keep recent graduates in the fold following graduation. Her idea would allow for post grads to receive three years of reduced rate dues for the cost of two, paid in advance. The board concurred and directed that the Bylaws Committee draft appropriate language for the board’s consideration at its May 19, 2007 meeting.

It is added parenthetically to these minutes that the Bylaws Committee’s initial reaction to the Post Graduate Membership extension is that it may not require an amendment. The Society’s bylaws currently allow the Executive Director, with guidance from the board, to offer discounted membership dues (Article XII, Section 5). This may fall under that section.

MEETING ADJOURNED

There being no further business to come before the board, Tatum declared the meeting adjourned at approximately 1:20 p.m. on Saturday, April 7, 2007.