



Emergency Board Meeting Minutes  
June 28, 2018  
Conference Call

President Brandon Benavides called meeting to order at 6:05 p.m.

Board Members & Staff Present: Rolando Arrieta, VP Broadcast; Geraldine Cols Azócar, Region 2; Brandon Benavides, President; Laura Castañeda, Academic At-Large; Nancy Flores, Secretary; Paula Machado, Region 4; Rafael Mejía, Region 1; Alberto Mendoza, Executive Director; Dianna Náñez, Region 7; Maria Peña, VP Print; Michelle Rindels, Financial Officer; Blanca Rios, Region 6; Miguel Rosa, Spanish At-Large Officer; Joe Ruiz, VP Online; Rosalba Ruiz, Region 3

Absent:

Daniela Ibarra, Student Representative; Javier Palmera, General At-Large Officer, Brian De Los Santos, Region 8; Maclovio Perez, Region 5

Dianna Náñez motioned to go into executive session at 6:07 p.m. Maria Peña seconded. Motion passed.

Geraldine Cols Azócar motioned to leave executive session at 8:24 p.m. Blanca Rios seconded. Motion passed.

On a motion duly made by Maria Peña and seconded by Joe Ruiz, the Board of Directors of adopted following resolution:

WHEREAS, the Board of Directors (the “*Board*”) of the National Association of Hispanic Journalists (the “*Association*”) has become aware of several allegations of misconduct involving certain current and former NAHJ officials (the “*Allegations*”).

WHEREAS, the Board is responsible for the oversight of the activities of the Association and its officials and employees, and for ensuring those activities are conducted in accordance with applicable law, the Association’s governing documents, the Association’s policies and procedures, and generally recognized standards of professional conduct.

WHEREAS, the Board has determined that it is advisable and in the best interests of the Association to investigate the Allegations, and wishes to establish a special committee of the Board, comprised of directors who are not employees of the Association and who are not identified or implicated in the Allegations, to assist the Board in its investigations.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes a special committee of the Board of Directors composed of the following members of the Board of Directors: [ Laura Castañeda (Chairperson)], [Blanca Rios] and [Javier Palmera] (the “*Special Committee*”);

FURTHER RESOLVED, the Special Committee is authorized and directed (i) to conduct investigations into each of the Allegations to determine their validity and to determine whether the actions or activities that were the subject of the Allegations violated any of the policies, procedures or standards governing persons associated with the Association, and (ii) the committee will decide when the investigation is complete and (iii) if warranted based on the results of its investigations (A) to consider and recommend to the Board appropriate disciplinary action against the persons involved and (B) to consider and recommend to the Board measures that might be taken to prevent or deter similar misconduct in the future;

FUTHER RESOLVED, the Special Committee cannot be dissolved until a majority of the Special Committee votes to conclude the investigation.

FURTHER RESOLVED, that, in connection with [his or] her service on the Special Committee, each member of the Special Committee shall be reimbursed by the Association for all reasonable costs and expenses incurred, including travel expenses;

FURTHER RESOLVED, that the Special Committee may recommend that the Board retain, at the expense of the Association, such financial, legal, and other advisors as the Special Committee may deem to be necessary or appropriate to assist it in its investigations;

FURTHER RESOLVED, that the Special Committee may consult with any directors, officers, employees or members of the Association to the extent that the Special Committee may deem appropriate, and the Association hereby directs each such director, officer, employee and member to cooperate fully with the Special Committee in connection with its functions pursuant to these resolutions;

FURTHER RESOLVED, that the Special Committee shall have full access to all records, documents or other information in the possession of the Association or available to the Association that the Special Committee may deem relevant to its duties, and that each director, officer, employee or other person or organization subject to control by the Association is hereby authorized and directed to cooperate fully with the Special Committee in providing such records, documents, or other information as the Special Committee may request;

FURTHER RESOLVED, that the Special Committee is hereby directed to make such reports to the Board of Directors regarding the progress and results of its investigations as shall be requested by the Board of Directors from time to time;

FURTHER RESOLVED, that, without limiting any rights of any member of the Special Committee under applicable law, the Articles of Incorporation or the Association's Bylaws, each member of the Special Committee shall be indemnified and held harmless by the Association and its successors and assigns to the fullest extent permitted by any applicable law for all acts or omissions to act by them in connection with their service on the Special Committee, which indemnification may not be withdrawn or modified in any manner adverse to a member of the Special Committee as to any matter arising out of or relating to its investigations or related matters;

FURTHER RESOLVED, that the officers of the Association are hereby authorized and directed to take all such further action and to prepare, execute, acknowledge, file, deliver and record all such further documents and instruments by and on behalf of the Association, and in its name, or otherwise, as in the judgment of any such officer shall be necessary, appropriate, or advisable in order to fully carry out the intent and to accomplish the execution of the purposes of the foregoing resolutions.

FURTHER RESOLVED, the special committee will report its findings to the board and the following individuals: Brandon Benavides, Joe Ruiz, Maria Peña, Michelle Rindels, Nancy Flores, Miguel Rosa and Daniela Ibarra provided that each individual sign a non-disclosure agreement.

Paula Machado motioned to adjourn. Blanca Rios seconded. Meeting adjourned at 8:30 p.m.