

Minutes from 10/1/20 NAHJ National Board Meeting

- The national board meeting begins. The last of this board. President Hugo Balta leads meeting, his last as president of NAHJ. Hugo begins the meeting reminding people to vote in the NAHJ election, which concludes at 10/2. He talks about the important bylaw proposals on the ballot, all of which the board approved of, he says.
- Hugo says he is asking that Nancy San Martin to lead the meeting. Hugo says he wants to recognize her for all the work she has done on the board. Hugo said he has done this before with Geraldine and Nick. Hugo says that her voice has been an important one, her insights have been key as she has been a great resource for me. Hugo also says that he endorsed her in the upcoming election and is supporting her.
 - Nancy thanks Hugo and continues the meeting. She thanks the board.
 - Roll Call is called, Board meets quorum to start the meeting.
 - Members present: Hugo Balta, Nancy San Martin, Yvette Cabrera, Geraldine Cols Azócar ,Rafael Mejía, Robert Hernandez, Fin Gomez, Melissa Macaya Johnny Cordoba, Blanca Rios, Cristy Fajardo, Angélica Serrano-Román
- Members not present: Nick Valencia, Ninette Sosa, Steve Soliz, Elwyn Lopez
 - Robert says that raises an objection and says he is a fan of Nancy but echoes the concerns put in comments section from some of the NAHJ members watching and posting, Robert says that it is inappropriate for Hugo to say he is endorsing Nancy in this election and then turn the meeting over to her to lead. Robert cites that organization is in the middle of an election and that Nancy is currently running for president.
 - Hugo acknowledges the comments, and thanks Robert for the comments and the meeting continues. Nancy thanks Robert also and asks if there is a motion to begin the meeting
 - Geraldine motions to begin the meeting, Rafael seconds
 - Nancy asks to bring the first item up to vote the minutes from the emergency meeting on bylaws.
 - First item up is to approve the meetings from our last meeting which was an emergency meeting to discuss the bylaw proposed amendments. Johnny motions to approve the minutes, Yvette seconds. Board members vote. All board members present vote unanimously in favor to approve the minutes.
 - Nancy asks to bring up the audit, the 2nd item on the agenda.
 - Next brought item of business is the audit, Geraldine on finances

- Geraldine presents recent audit report of the organization's finances.
- Geraldine brings audit and specifically Letter 114//SSA and the Ana Real Scholarship from CBS, per audit NAHJ needs to announce the full amount over a 4 year not the scholarship amount annual, says this is correction. We have to record the full amount even though it is distributed over x amount of years.
- Geraldine says NAHJ is in great financial standing
- Geraldine says audit shows financial numbers are up. Per Audit, if you compare 2019 to 2017 all the numbers are up. "We are doing great."
- SS115 Geraldine says audit shows that we have done bookkeeping correctly and in great financial standing. In compliance with the suggestions by the auditors from previous fiscal year.
- Auditors concluded that we have increased our reserves that we can operate with which shows were in good financial standing.
- Geraldine says our reserves are strong. Our financial strength will allow NAHJ to have reserves for 4.4 months which is up from 3.1 months.
- Geraldine asks if there are any questions on the report from the board.
- Blanca says she does not have question on audit but says she agrees with we should be sure to see the comments in the chat and that we should get an explanation as to why Nancy is leading the meeting.
- Robert again flags that he does not feel that it is appropriate that Nancy lead the meeting after Hugo saying he endorsed her, he says Hugo's heart was in the right place but feels that is inappropriate and he asks if other board members feel the same
- Cristy echoes that she also does not feel it is appropriate for Nancy to continue leading the meeting after the endorsement by Hugo.
- Fin also says he does not feel it is inappropriate and also believes that Hugo should lead the meeting.
- Robert again flags that he does not feel that it is appropriate that Nancy lead the meeting after Hugo saying he endorsed her, he says Hugo's heart was in the right place but feels that is inappropriate and he asks if other board members feel the same
- Hugo acknowledges the objections of the board members and of the NAHJ members and takes the reigns back and leads the rest of the meeting. Asks if there is a board questions on the audit report.
- Yvette asks if there are any penalties due the correction on the financials due to the Ana Real scholarship declaration, Geraldine says no but has to take a call.

- Nancy reiterates if it is 4.4 months in reserves, Geraldine says yes which is up again from the previous
- Geraldine motions to approve the 2019 audit, Robert Seconds
- Fin calls the roll, the financial report is unanimously agreed to by all the board members present
- Hugo then brings up the successful joint virtual conference from 2020 after the pandemic forced the organization to do so. Hugo asks Robert to discuss the success of the joint conference.
- Robert talked about the pros and cons of having a virtual conference
- Robert says what really worked was when NAHJ has more control over their programming
- Robert said we had challenges but had space to create their own platform
- Blanca says it is a challenge when dealing with another organization to make the programming your own but says we managed to find a space for NAHJ.
- Hugo says a lot of plus and minus from expense perspective and revenue perspective
- Hugo says next one approved is 2022 with NABJ in Las Vegas
- Geraldine says she has gone thru previous meetings for financials she says she can go thru current financials thru third quarter so on the record goes through
- Geraldine says we're were we want to be hitting those marks , she was with investment were at 80%
- Geraldine says our membership fees are very high because of the record breaking membership now at 3100, 600 people difference
- Geraldine says some expense will be low because we had virtual conference and we significantly reduced travel
- Geraldine says in terms of expenses were at 42%, we will see number change in 4th quarter when we pay out everything we pay out in the conference
- Geraldine says we exceeded the registration by about 24%

- Next Item: Hugo brings up next NAHJ conference in Miami in July 2021
- Hugo says where we are is very much where we were at the beginning of the pandemic.
- Hugo says that the executive director's recommendation is that we have a virtual conference
- Hugo brings up that we are still in the middle of the pandemic and given that is supposed to be in the state of Florida and with fall and winter months there may be a resurgence
- Hugo says first and foremost is the concern for our membership but also concern for our finances given the fiscal calendar restraints and logistical and operational hurdles like negotiating and booking hotels
- Hugo says he is in favor of the executive director's recommendation and believes we should again have a virtual conference
- Hugo says we should open for discussion to other board members
- Blanca says she would be an unfortunate yes, given the circumstances of the year. She says as someone who helped plan the last virtual conference the next one could be only better given that we will have more time.
- Blanca says it is unfortunate but believes this is the best choice
- Fin says that this is a decision that should be left to the next board given that a new board is about to be elected, if there were a vote, his vote would be no.
- Cristy says she echoes what Fin is saying and that she also believes this decision should be left to the next board.
- Cristy says because we're in the middle of an election and also because the new board is going to be involved in the planning they should have a say in whether we should do it virtually or not. Cristy says she would vote no
- Robert also agrees that the decision should be left to the next board. Robert says though reluctantly that is the direction that the conference is heading, we should still leave it to the next board to decide
- Robert also suggests that the new board should take this up immediately and vote on this right away.
- Robert also suggests that perhaps an idea is a hybrid but is not sure if that would work
- Robert also says we're in the middle of the election

- Geraldine says she is a part of the process of negotiating happens now and immediate attention would be needed
- Geraldine says that if we ever wanted to hit 6 month reserve due to the longevity of the decision we would have to go virtual in this next conference
- Nancy asks that she remembers there being an October date in order to get out of that contract before the penalty fees, and asks Hugo.
- Hugo says that there is an October month deadline date but also brings up that since we had an emergency meeting recently to bring up the bylaw proposals
- Hugo says even though there is an October month deadline that if the majority of the board feel that this is a responsibility to be moved to the next board then he would be in favor of that as well. Though he still believes it is the right move to go virtual.
- Hugo then says to Nancy who first brought up the deadline that while yes it is October it is towards the end of October
- Nancy says that if that is the case then she agrees and that is her preference that makes sense to me
- Rafael says he is uncomfortable that it is happening during our last meeting, He is also in favor of the next board making that decision
- Hugo believes the consensus by the board and tables the item
- Next Item: Election Committee
- Geraldine presents there have been different rules on campaigning guidelines and not a set standard for each campaign cycle, and after conferring with Yaneth, Geraldine says that Cristy will present to next board set of campaign guidelines that can be the standard operating guidelines for future elections
- Geraldine also says that going forward there should be a continued standard of having town hall formats like the one from the previous year which was a big success among our members
- Also there is no guidelines as to what a special election would look like, one thing they would propose to board,
- Geraldine says one thing she would propose would that every election have an advisory to the election committee who can chime in as a regular member who can help out
- Robert says there is inconsistency election to election and it was something bylaws wanted to look at also but under election committee area

- Robert says we want to put those in bylaws once we go through the process and it is approved.
- Yvette ask Geraldine about the deadline for voter registration to vote
- Geraldine says that every election I think is 45 days out of election there is a date of record meaning you have to be a member in good standing to vote, Geraldine says either 30 days or 45 days. There is the rule. If you are not member in good standing you cannot vote on that
- Geraldine says that out 3100 voting members, over 2000 are eligible
- Yvette said he had some members express complaints that they were not able to vote
- Geraldine says this is something that could be brought up as proposed amendment
- Geraldine says members were notified several times and info was tweeted. She says some people don't read emails or pay attention to tweets
- Hugo asks a questions from comments from Veronica on how many members can currently vote
- Geraldine suggests that Yaneth answer that.
- Yaneth: 1,648 regular members, 724 Student members gives us total 2,372 eligible voters. Yaneth says students can only vote for students in this election.
- Yaneth on the date of record July 30th, basically according to election guidelines and bylaws there is a suggested timeline that needs to be followed; it has to be 45 days from the conference. Yaneth said it was decided by election committee
- Geraldine said it was in the guidelines that were sent to the committee and it was 45 days
- Yaneth replies that is correct. 45 days.
- Rafael brings up how all his years on the board he has never seen the work of bylaws and elections committee done as well as these two committees. He congratulates these two committees
- Cristy says she can speak first hand at how hard the committee worked and congratulates Geraldine for all her hard work. She also thanks Robert
- Nancy thanks Robert and Geraldine for their work
- Geraldine says no more thanking, they are going to make her cry
- Robert thanks the membership for their groundswell of support

- Melissa says election committee says they will aim to meet after the election to put into account the great feedback to only get better
- Hugo asks anything more on these topics
- Next Item: Old Business
- Hugo asks any old business and no items brought up
- Next Item: New Business
- Robert encourages board turn out the vote, he says we need 1/3rd of membership to reach quorum for new proposed bylaws.
- Of the vote past 2/3rd of vote past must be in favor of the votes to pass
- Robert says were 210 away from reaching quorum, please encourage voters to vote
- Robert says please get people to vote and to get people to meet afterwards to high fidelity
- Yvette says will there be reminders
- Geraldine said that reminders have been sent out to voters to who had not voted yet
- Hugo says there is a question from the comments Veronica asks what is the purpose of the meetup isn't campaigning?
- Robert says there is no campaigning allowed no campaigning allowed it is done to remind people to vote, hang out together and get people to vote
- Hugo asks question: Frenchie asked how is it 45 days if it is already past date?
- Geraldine says I think Rafael already answered in comments, Hugo says yes Rafael answered that
- Geraldine says multiple things at play that because there was no physical conference this year we wanted to give candidates the chance from the forum to campaign
- Geraldine says this year election only 1 week bc we have candidates 1 week to campaign
- Robert there is sweat on my little forehead that is why I wanted to have something to generate support. It would be heartbreaking if we don't reach quorum.
- Robert says perhaps a special election but during the board election he is a little nervous that they will reach quorum to make the proposals

- Hugo says he would hate to see it not make it if we don't reach quorum. Hopefully there can be a special election
- Robert agrees if we don't reach quorum the right thing to do is to bring it back up to members
- Robert said he was on a national board that was easy to change bylaws
- Geraldine again also says that we should push to get the vote out
- Hugo urges everyone at meeting get the vote out
- Johnny says he has never seen a membership so engaged and asks that everyone use social media channels to get out the vote . Johnny says our membership is very engaged, like he has never seen before.
- Geraldine reads a questions from the comments
- Robert says the question in comments was were these the first changes to the bylaws since 2018 and if they happened the same way?
- Robert says if he remembers correctly it used to be bylaw amendments used to be 2/3rds of all members now it is 2/3rd of votes cast as long as quorum is reached
- Geraldine says it is still not easy
- Robert again encourages everyone to get out the vote, we had 2hundrd something to vote
- Hugo says not about voting one way or the other but getting them to vote period, making quorum
- Geraldine thanks everyone for everything we've been able to do together
- Geraldine pleasure for last 5 years, she says she will miss you all very dearly and says don't forget their will be a live announcement of the winners the following night whether or not bylaw amendments pass
- Robert also leaving the board, Robert says pleasure to serve with you and how amazing you all are and the integrity you carry and the tough decision and each and everyone of you for your work, NAHJis in good hands
- Robert says the staff is quite amazing wonderful to have a great team,
- Robert thanks executive director and team, BA, Yaneth Yunuen, everyone is phenomenal to be a part of. It is an honor to have been on the NAHJ board, professor says. You have my number he says. I won't be going far. I'll be going here. But I won't be on the board but I will still be involved in so many ways

- Hugo asks Angelica to say some words because it is her last meeting
- Angelica thanks the board for her time on the board. She thanks Leslie-Anne, She thanks Robert. She says she admires her. She says Robert for president. She thanks Nancy, and Rafael. She thanks them for scholarship and help . I am sad but it is part of the process.
- Angelica says maybe in New York, thank you so much
- Monica Castillo says she is stepping down from region 2 because of a new job where she will be moving to Denver. She says she will still be looking to help NAHJ to help with planning the next conference. Monica says maybe down the line she can rejoin the board.
- Hugo says what a wonderful group of people to work with.
- Hugo thanks the board and the members of NAHJ.
- Hugo thanks NAHJ staff who are the unsung heroes at the heart of our organization, he says.
- Hugo says were not republicans were not democrats were members of the national association of Hispanic journalists were passionate people because we care
- Hugo says healthy discourse is good and says we may not always agree but we do agree in the organization that were apart of together
- Hugo said that he has always embraced difference of opinion and debate I believe from debate new ideas are born.and I think this election is testament to that and how we go her is bumpy road and the fact that we have contested races is testament to that
- I leave with lets never lose sight of that in the future were going to disagree but lets not lose sight that were all part of same organization
- Hugo says be competitive, be compassionate, speak your mind push...but do it in a way that is respectful bc later on , he say speaking from experience, one may regret. I wish I would have done that differently but again I love NAHJ coming back was no brainer for me. I am working really hard to repay what this organization has done for me
- Hugo says thank you so much for your hard work. I'm so proud of the work we have done and the advocacy for journalism that we have done. I really applaud all of you he says to board.
- Hugo says board members now, and future board members nobody throws their hat in ring to serve on board to be popular were elected to making the best decision we can make for what's in front of us

- Hugo says he will take the Pepsi challenge on that anytime, only older people will understand that reference, for your younger people it means I trust who I work with. That said muchismas gracias,Hugo says and asks for a motion to end the meeting.

- Motion to end the meeting by Geraldine, Rafael/ Robert/ Monica second all at once. Meeting adjourned. Board adjourned.

- Entire Board Zoom Meeting can be watch at this Youtube link:
<https://www.youtube.com/watch?v=5EcSRzwHwDQ&t=246s>

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