

**Emergency Meeting of the NAHJ Board & Bylaws Committee  
Saturday, September 26, 2020 at 12PM ET.**

Today's meeting was open to all NAHJ members to observe the national NAHJ board review and vote whether the proposed bylaw amendments offered by the special bylaws committee should be placed on the upcoming NAHJ election ballot (9/28 - 10/2). Also participating were the special bylaws committee members, chaired by the academic member Robert Hernandez. Hernandez presented the amendments to the national bylaws to the board.

**Board Members Present:**

Hugo Balta, Yvette Cabrera, Nancy San Martin , Geraldine Cols Azócar, Fin Gómez, Rafael Mejía, Robert Hernandez, Steve Soliz, Melissa Macaya, Elwyn Lopez, Blanca Rios, Johnny Cordoba, Cristy Fajardo, Angélica Serrano-Román.

**Board Members Not Present:** Nick Valencia, Monica Castillo, Ninnette Sosa.

The NAHJ board voted unanimously to approve onto the upcoming 9/28-10/2 election ballot all proposed amendments proposed by the bylaws committee.

**Bylaw Committee Proposed Amendments**

These proposed changes to the current bylaws that have been added to the upcoming ballot can be found at this link.

[https://docs.google.com/document/d/1nZQ2JzYQS51pYpkbTiiKg4WRC8WO\\_kTIVrx3d6B2K8/e/dit](https://docs.google.com/document/d/1nZQ2JzYQS51pYpkbTiiKg4WRC8WO_kTIVrx3d6B2K8/e/dit)

-VP of Online Yvette Cabrera ran the meeting. President Hugo Balta was absent for the first 15 minutes due to an emergency. There was a delay until quorum was reached.

-- Chair of the bylaws committee Robert Hernandez methodically gave a presentation on each proposed bylaw amendment to the board. Robert explained to the board that what the board is voting for is essentially what the members will be able voting on on the upcoming ballot. Robert says there needs to be 2/3rds of the votes cast to vote to in favor of these proposed changes to take effect into our bylaws. (Bylaws say 1/3 of the eligible voters need to participate in the election in order to reach a quorum.)

---Robert introduced the reasoning behind advent of the committee, including feedback from the recent town hall on bylaws, and introduces the committee members.

Arelis R. Hernández, Barbara Rodriguez, Cristina Silva, Dino Chiecchi, Geraldine Cols Azocar, Keldy Ortiz, Luis Joel Méndez González, Mc Nelly Torres, Wil Cruz and Robert Hernandez (chair)

**Proposed Amendment 1: (Student Rep Vote) The Student Representative is a member of the Board of Directors and has the right to vote on all matters before the Board of Directors**

Geraldine Colz Azocar motioned to add to ballot Nancy San Martin seconded.  
Board votes passes unanimously. It will be on the upcoming ballot.

**Proposed Amendment 2: (Elections) In the event the annual meeting is delayed, a vote of the membership must take place no later than the second Friday of October of that year. The Board must not cancel an election.**

Geraldine C Iz Azocar motioned to add to ballot. Blanca Rios seconds.  
Board passes unanimously. Bylaw proposed amendment will be on the upcoming ballot.

**Proposed Amendment 3: (Board Transition) Outgoing Board members will immediately become non-voting ex-officio and must meet with their replacements during a 30-day transition period. The new board will meet as soon as possible, not necessarily "immediately" after the election.**

Fin Gomez motions, Steve Soliz seconded. Board passes unanimously. Bylaw proposed amendment will be on upcoming ballot.

**Proposed Amendment 4: (Executive Session) A motion must be made in open session with the stated purpose, with a recorded vote, to go into executive session. The reasons for moving into the executive session must be one of the following: legal matters, land acquisition or personnel matters. Any official board action/vote must be made in open session, and recorded by the secretary. The vote also shall be recorded in the minutes**

Fin Gomez motioned, Cristy Fajardo seconded.  
Board passes unanimously. Bylaw proposed amendment will be on the upcoming ballot.

**Proposed Amendment 5: Minutes should be taken and published whenever there is a quorum present and the Board takes action. Membership should be given at least a week notice prior to a meeting, including the agenda. In case of an emergency meeting, membership will be immediately notified across multiple platforms.**

Nancy San Martin motions, Geraldine seconds.  
Board passes unanimously. Bylaw proposed amendment will be on the upcoming ballot.

**Proposed Amendment 6: All minutes, meeting agendas, budgets and at least five years of financial records should be published in the membership-only section of the website.**

Nancy San Martin motions, Johnny Cordoba seconds  
Board passes unanimously. Bylaw proposed amendment will be on upcoming ballot.

### **BY LAWS COMMITTEE ON NEXT STEPS:**

Committee Chair Robert Hernandez concludes the meeting by discussing next steps on the proposed bylaw changes on the upcoming ballot. Ballots will be sent out to membership on Monday at midnight. According to our bylaws, 1/3 of the voting membership must participate in order to reach a required quorum and 2/3 of the ballots cast must approve the proposed bylaw changes to be implemented.

Yvette adjourned the meeting at 2:02pm ET.

////

### **Addendum**

After the conclusion of the board meeting, Bylaws Committee Chair Robert Hernandez emailed the board Saturday Sep 26, 8:19 PM PT to inform them that the committee failed to present one proposed bylaw amendment.

### **Proposed Amendment 7: Student members have the right to vote for the entire Board and all items presented to voting members.**

#### **The proposed new language:**

Article 4.1; Section 5: Student Members consist of persons engaged in a program of study in a recognized educational institution of higher learning. A Student Member has the right to vote in the election of the Student Representative to the Board of Directors and can vote for the entire Board and all items presented to voting members. A Student Member is entitled to be elected to the Board of Directors only as the Student Representative.

#### **Current language:**

Article 4.1 Section 5: Student Members consist of persons engaged in a program of full-time study in a recognized educational institution of higher learning. A Student Member has the right to vote in the election of the Student Representative to the Board of Directors, but otherwise does not have the right to vote on matters submitted to the vote of the members. A Student Member is entitled to be elected to the Board of Directors as the Student Representative, but otherwise does not have the right to serve as a director or officer of the Association

The motion to put the amendment onto the ballot was made by Blanca Rios and seconded by Nancy San Martin.

Fin asks "So just for my clarification on this proposal: this proposed amendment to the bylaws would mean that a student member of NAHJ would now have the ability to vote in an election for

all seats, and all items on a ballot? Currently, student members do not have these same voting abilities as a regular member of NAHJ and can only vote for their student representative on the board?”

Geraldine answers “That is correct Fin. They would be like a regular member. But they may only run for the student representative position on the board.”

Fin responds , thanks for the update/motion, and supports the motion to put the proposal on the upcoming ballot.

**Votes in favor:**

(in order)

Blanca Rios- motions

Nancy San Martin -2nds

Fin Gomez

Geraldine Cols Azocar

Robert Hernadez

Yvette Cabrera

Elwyn Lopez

Angélica Serrano-Román

Melissa Macaya

Votes against:

none

Abstain:

none

**The motion passes. The proposed amendments will be added to the ballot.**

Yaneth, Geraldine and Robert work on finalizing the ballot language. The seven proposals were broken up to find within the character limits of the balloting platform, resulting in EIGHT items.

**NAHJ Members can watch the full open zoom meeting at this link**

<https://youtu.be/Jhrl4JuPXVA>