

Minutes for the WBAI Local Station Board Monthly Meeting in public session on February 9, 2022.

Meeting convened at 7:10 PM (ET) a quorum being present, the Chair being present.

Attending: Rachel Barr, Scottye Battle, Shya Bey, John Brinkley, Jack DePalma, Jack Devine, James Dingeman, Maxine Harrison-Gallmon, DeeDee Halleck, William Heerwagen, Errol Maitland, R. Paul Martin, Basir Mchawi, Katherine O’Sullivan, Hazel Pinder, Shawn Rhodes, James Sagurton, Sharrone Salaam, Max Schmid, Marilyn Vogt-Downey, Michael D.D. White and Amy Wilson.

Final Agenda (adopted at 7:18 PM EST) :

1. Convene meeting- and confirm designated time keeper.
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse absences. (5 minutes)
5. Approve outstanding minutes: November 10, 2021 and December 8, 2021 meetings January 12, 2022 (5 minutes)
6. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) — Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.
7. Recess to Delegates Assembly.
8. Convene Delegates Assembly to be chaired by the LSB Chair.
9. Adopt minutes of January 12, 2022 Delegates Assembly. (2 minutes)
10. Resolution of Assembly Approving Amendment of Pacifica Foundation Articles of Incorporation: Tax Exemption Language. (4 Minutes) – James Sagurton
11. Reconvene LSB meeting.
12. Elect delegates to PNB committees, two each, STV voting (by OpaVote) unless only two non-director LSB candidates:
 - a. Audit (10 minutes)
 - b. Governance (10 minutes)
 - c. Elections- Not authorized PNB this year- Doesn’t yet exist
 - d. Programming- Not authorized PNB this year- Doesn’t yet exist
13. Population of PNB Task Forces- (Voluntary and no limit-- LSB and non LSB-- Latest from PNB is they are not yet authorized and created this year). - (3 minutes)
 - a. Technology Task Force
 - b. Affiliates Task Force
 - c. Development Task Force
14. Elect WBAI LSB Committee of Inclusion (1 PNB director and 3 LSB members) (voting by OpaVote) unless no challenge). (5 Minutes)
15. Population of WBAI LSB Task Forces. (LSB only- Voluntary and no limit) (15 minutes)
 - a. Fundraising (5 Minutes)
 - b. Outreach (5 Minutes)
 - c. Town Hall (5 Minutes)
16. General Manager’s Report. (1 hour for report & 10 minutes for discussion) — Berthold Reimers

17. Programming Updates. (3 minutes report, 5 minutes Q&A) — Linda Perry
18. Treasurer’s Report. — (5 Minutes report 5 minutes discussion) — R. Paul Martin
19. Report from Community Advisory Board — (2 Minutes) – Neale Vos
20. Final Report from Committee of Inclusion (3 minutes) — William Heerwagen
21. Town Hall Respecting Possible WBAI Partnerships, Affiliations and Collaborations (3 Minutes)
22. Resolution Respecting Contact Email for LSB– (10 minutes) — Rachel Barr
23. Discussion: Pacifica Communication Policy- (8 minutes) — Rachel Barr
24. Discussion: Public Comment– (8 minutes) Dr. Shaya Bey
25. Discussion: Listener Phone Calls - (4 minutes) — Rachel Barr
26. Discussion & Resolution: Creation of Programming Advisory Committee— (5 Minutes) – Michael D. D. White
27. Motion to Create Programming Committee (5 minutes) — William Heerwagen
28. MOTION SUPPORTING STAFF (5 minutes) — William Heerwagen Move that WBAI Local Station Board (LSB) reaffirms its support for the presence and participation of paid and unpaid Staff on the Pacifica National Board, the Local Station Board, and their committees and task forces.
29. Discussion: Improving WBAI and Pacifica Reputation and Brand.— (10 minutes) – Michael D. D. White
30. Discussion: Adjournment Time of LSB meeting(s)—(5 minutes) Dr. Shaya Bey
31. Resolution Directing the General Manager to Provide a Report On WBAI’s Compliance With Pacifica Communications Policy (per PNB 12/’21 Resolution) by March, 1, 2022 — (8 minutes) — Rachel Barr
32. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
33. New Business. (5 minutes)
34. Adjourn no later than 9:45 PM. (ET)

Motion: (Michael D.D. White) “To adopt the agenda” 7:16 PM (ET) (passed without objection)

The LSB discussed the motion.

Motion: (Michael DD White) “To excuse all absences” 7:24 PM EST (passed without objection)

Motion: (Michael DD White) “To approve the minutes from the January 12, 2022 LSB Meeting” 7:25PM EST (passed without objection)

Report from Pacifica National Board of Directors and Discussion of Delegates Assembly (to follow)

Recess to delegates Assembly 7:35 PM EST (minutes from Delegates Assembly follow below)

Motion: (Michael DD White) “ to end Delegates Assembly, and reconvene the LSB Meeting

7:49 PM EST (passed without objection)

Selection of Delegates to Audit Committee: Katherine O' Sullivan and Marilyn Vogt-Downey are nominated and accept nomination

Motion: (R. Paul Martin) “ to close nominations for the Audit Committee 7:52 PM EST (passed without objection)

Selection of Delegates to Governance Committee: William Heerwagen and Michael DD White are nominated and accept nomination

Motion: (Michael DD White) “ to close nominations for the Governance Committee 7:53 PM EST (passed without objection)

The results were announced by the Secretary as above

Elect one PNB Director and three LSB members to WBAI LSB Committee of Inclusion: For PNB Director, James Sagerton and Sharonne Salaam accepted nominations (to be determined by Opavote)

For PNB Members to WBAI LSB Committee of Inclusion, Michael DD White, William Heerwagen and Scottye Battle accepted nominations.

Motion: (R. Paul Martin) “ to close nominations for PNB Directors and PNB Members to the Committee of Inclusion 8:00 PM EST (passed without objection)

Fundraising Task Force: John Brinkley and Rachel Barr volunteer as LSB members. Kay Williams volunteers as non-LSB member.

Outreach Task Force: Rachel Barr and Hazel Pinder volunteer as LSB members.

Town Hall Task Force: Michael DD White and James Dingeman volunteer as LSB members.

Motion: (Michael DD White) “ to close nominations for Task Forces 8:14 PM EST (passed without objection)

Station Manager's Report

Public Comments (Neal Vos provided CAB Report during Public Comment period)

Motion: (Michael DD White) “To adjourn meeting” 9:45 PM EST (passed without objection)

Adjourned 9:45 PM (ET)
Submitted by John Hoffman, Secretary

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Minutes for the WBAI Local Station Board Delegates Assembly in public session on February 9, 2022.

Meeting convened at 7:35 PM (ET) a quorum being present, the Chair being present.

Attending: Rachel Barr, Scottye Battle, Shya Bey, John Brinkley, Jack DePalma, Jack Devine, James Dingeman, Maxine Harrison-Gallmon, DeeDee Halleck, William Heerwagen, Errol Maitland, R. Paul Martin, Basir Mchawi, Katherine O’Sullivan, Hazel Pinder, Shawn Rhodes, James Sagurton, Sharrone Salaam, Max Schmid, Marilyn Vogt-Downey, Michael D.D. White and Amy Wilson.

Motion (Michael DD White): To approve minutes from Delegate’s Assembly on January 12, 2022 7:36 PM EST (passed without objection)

Motion: (Michael DD White) To approve the proposed amendment to the Articles of Incorporation (text and explanation follow below): 7:47 PS EST (passed with vote of 20 Yes, 0 No)

Regular LSB Meeting reconvened at 7:49 PM EST

Proposed amendment to the Articles of Incorporation

WHEREAS the California Board of Equalization requires an amendment to Pacifica’s Articles of Incorporation to qualify for property tax exemptions for all Pacifica owned properties.

MOVED that Article VIII of the Articles of Incorporation of this corporation be amended to read as follows:

VIII.

(a) The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article II hereof meeting the requirements for exemption provided by sections 214 of the Revenue and Taxation Code. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

(b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code and satisfies the requirements of Revenue and Taxation Code section 214.

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Motion on LSB voting on the proposed amendment to the Articles of Incorporation

WHEREAS the California Board of Equalization requires a revision to Pacifica's Articles of Incorporation in order to obtain property tax exemptions for all of Pacifica's real estate properties and,

WHEREAS, the Superior Court Of California, Los Angeles issued its Judgment which dispensed with the member approval and states that the amendment "need be approved by a vote of the Board and Delegates of Pacifica only." and,

WHEREAS, a 2/3 vote by station delegates is required to amend the Articles of Incorporations, and

WHEREAS, the proposed amendment and original language are posted at pacifica.org,

WHEREAS the Amendment to the Pacifica Foundation's Articles of Incorporation were voted on Thursday, February 3, 2022,

MOVED that the court stipulated vote by the station delegates shall take place on the following dates:

February 9, 2022: WPFW, WBAI, and KPFT
February 10, 2022: KPFK
February 12, 2022: KPFA

