

**Pacifica National Board – Teleconference (Open Session)**

Originating at Various Times (See Doc.) in Various Locations

**August 23 – 28 and September 3, 2009**

- Continued Meeting -

**MINUTES**

(Approved Sept. 13, 2009)

**I. Call to Order/ Opening Business.** PNB Chair Grace Aaron called meeting to order at 8:07 pm (ET). O'Brien served as timekeeper.

**a. Roll Call/ Quorum.** Recording Secretary Richard Uzzell called the roll and a quorum was established.

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

|                    |                    |                      |                    |
|--------------------|--------------------|----------------------|--------------------|
| KPFA - Berk., Ca.: | KPFFK – L.A., Ca.: | KPFT – Houston, Tx.: | WBAI - N.Y., N.Y.: |
| X Sherry Gendelman | X Grace Aaron      | X George Reiter      | X Nia Bediako      |
| X Bonnie Simmons   | X Shawn O'Brian    | X Sandra Rawline     | X Carolyn Birden   |
| X Andrea Turner    | X Leslie Radford   | X Wendy Schroell     | AL Kathy Davis     |
| X Joseph Wanzala   | Ab Ricco Ross      | X Susan Young        | AL James Ross      |

WPFW – Wash. D.C.: AFFILIATES: Staff & Counsel:

|              |                 |                                |
|--------------|-----------------|--------------------------------|
| AL Jim Brown | X David Beaton  | X LaVarn Williams, Interim CFO |
| AL Acie Byrd | X Efia Nwangaza | X Les Radke, NES               |

X Luzette King

X Billy Ray Edwards

**b. Agenda Approval.** Chair asked if there were any additions or changes proposed for the Agenda. Simmons moved to extend time allotted for iED and iCFO Report to a total of 10 minutes for each; HNO, Approved. Agenda [as amended] Approved.

**c. Minutes Approval.** Rawline moved the approval of the Minutes for the August 7, 2009 Open PNB Teleconference. HNO, Approved.

**II. Acknowledgements.**

**\*\* KPFT members Colleen O'Brien and Ted Weisgal for helping to direct a group** of which they are part, Health Care for All Texans, toward KPFT; and for the subsequent fund raising efforts for the station. **\*\*** by Reiter.

**\*\* KPFT' Development Director, Robin Lewis and volunteers for the "very successful"** Service Auction. Also, In the face of recent "major program changes.... Handled in 'Text Book Style" GM, PD, Staff and Volunteers for a very successful fund drive. **\*\***

by Young.  
\*\* *The positive changes that have recently happened at WPFW and the subsequent*  
"feeling of rejuvenation." \*\* by King.

\*\* *WBAI GM, Staff, Donors at WBAI for the recent "Over Goal" Fund Drive, "the*  
second" in the last two. \*\* by J. Ross.

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**Pacifica National Board Open Teleconference MINUTES**

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**II. Acknowledgements.** (Continued.)

\*\* *All PNB Directors for the work (at the last meeting) on the Recovery Plan...* "All  
of us had a very civilized conversation... respectful." \*\* by Bediako.

\*\* *Former KPFFK General Manager Sean Heikemper for his work at KPFFK...* "He  
brought a great deal of stability... and vision." **Acknowledgement and Thanks.** \*\*  
by Radford

Wanzala assumed Chair.

**III. iED Report.** IED Grace Aaron gave report. [Audio available at kpftx.org]  
Discussion

followed.

Aaron re-assumed Chair.

**IV. iCFO Report.** ICFO LaVarn Williams gave report. [Audio available at kpftx.org]  
Discussion followed.

**V. National Election Supervisor Report.** NES Les Radke gave report.[Audio available at kpftx.org]  
Discussion followed. Bediako moved to extend for 5 minutes. HNO, Approved. Simmons moved to  
extend for 3 Minutes. HNO, Approved.

**VI. Committee and Working Groups Reports.** [Audio available on kpftx.org]

**a. Coordinating.** Committee Chair Wendy Schroell reported and moved that the next In-Person  
meeting would be in Houston October 9-11, 2009. HNO, Approved. Details will follow.

**b. Finance.** Committee Chair James Ross reported moved the following motion:

Motion that the PNB approve the return of \$320,000 of the encumbered CD from KPFA to the  
KPFA operating account and retain \$100,000 in a restricted account to support a line of credit for  
emergency use by the National Office." Discussion followed. HNO, Motion Approved.

**c. Personnel.** The 2<sup>nd</sup> round of interviews for CFO is being conducted. The ED posting was extended from August 10-24. There are now 8 new applications that are being considered.

**d. Affiliates.** No Report.

**e. Archives.** No Report.

**f. Audit.** No Report.

**g. Programming Committee.** Committee Chair Kathy Davis reported that the committee is currently electing a Chair and Secretary.

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**Pacifica National Board Open Teleconference MINUTES**

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**VII. Next Meeting.** Reiter moved that this meeting be continued as a Continued Meeting, Friday, August 28, 2009 at 8:30 pm (ET). Simmons moved that the Date be August 30<sup>th</sup>. There was a vote on both date and August 28 at 8:30 pm (ET) received the most votes (12-3-4 to 10-6-2) and was Approved as the date for the Continued Meeting. [See Below for both counts]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

|                    |                   |                      |                    |
|--------------------|-------------------|----------------------|--------------------|
| KPFA - Berk., Ca.: | KPFA - L.A., Ca.: | KPFT - Houston, Tx.: | WBAI - N.Y., N.Y.: |
| Sherry Gendelman   | PNV Grace Aaron   | Y George Reiter      | Y Nia Bediako      |
| N Bonnie Simmons   | Y Shawn O'Brian   | Y Sandra Rawline     | Y Carolyn Birden   |
| Ab Andrea Turner   | N Leslie Radford  | Ab Wendy Schroell    | Ab Kathy Davis     |
| Y Joseph Wanzala   | Ricco Ross        | Y Susan Young        | Y James Ross       |

WPFW – Wash. D.C.: AFFILIATES:  
N Jim Brown Y David Beaton  
Ab Acie Byrd Y Efia Nwangaza  
Y Luzette King  
Y Billy Ray Edwards

**Reiter Motion.**  
**Vote on 8-28:**  
12-3-4

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

|                    |                   |                      |                    |
|--------------------|-------------------|----------------------|--------------------|
| KPFA - Berk., Ca.: | KPFA - L.A., Ca.: | KPFT - Houston, Tx.: | WBAI - N.Y., N.Y.: |
| Sherry Gendelman   | PNV Grace Aaron   | Y George Reiter      | Y Nia Bediako      |
| Y Bonnie Simmons   | N Shawn O'Brian   | Y Sandra Rawline     | N Carolyn Birden   |
| Y Andrea Turner    | Y Leslie Radford  | Y Wendy Schroell     | Ab Kathy Davis     |
| Y Joseph Wanzala   | Ricco Ross        | Y Susan Young        | Y James Ross       |

WPFW – Wash. D.C.: AFFILIATES:

**Simmons Amendment.**

|                     |                |                      |
|---------------------|----------------|----------------------|
| N Jim Brown         | N David Beaton | <b>Vote on 8-30:</b> |
| Acie Byrd           | Efia Nwangaza  | 10-6-2               |
| N Luzette King      |                |                      |
| N Billy Ray Edwards |                |                      |

Next PNB Teleconference, Continued Meeting, Sunday, August 28, 2009, at 8:00 pm (ET).

**VIII. Adjourned.** O’Brien moved to adjourn. Hearing no objection, Adjourned at 9:39 pm.

**Friday, August 28, 2009: Continuation Meeting. 8:30 pm (ET)**

**I. Call to Order/ Opening Business.** PNB Chair Grace Aaron called the continued meeting to order at 8:42 pm (ET). O’Brien served as timekeeper.

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**a. Roll Call/ Quorum.** Recording Secretary Richard Uzzell called the roll and a quorum was established. [See Below, Next Page.]

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.  
 KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:  
 X Sherry Gendelman X Grace Aaron X George Reiter X Nia Bediako  
 X Bonnie Simmons X Shawn O’Brien X Sandra Rawline X Carolyn Birden  
 X Andrea Turner X Leslie Radford X Wendy Schroell X Kathy Davis  
 X Joseph Wanzala AL Ricco Ross X Susan Young X James Ross

WPFW – Wash. D.C.: AFFILIATES: Staff & Counsel:  
 Jim Brown X David Beaton  
 X Acie Byrd X Efia Nwangaza  
 X Luzette King  
 X Billy Ray Edwards

Reiter assumed the Chair.

**VI. Committee and Working Groups Reports.** (Continued.) [Audio available on kpftx.org]

**h. Governance.** Committee Chair George Reiter reported and presented the following Proposed Recall Procedure for the Possible Recall of Station Delegates by Class that elected them. Reiter moved each of the eight sections would be considered separately and then the final vote would be on the complete procedure. HNO, Approved. Recall Procedure Section 1, showing amendments:

**Procedures for Delegate Recall: By class from which the Delegate came.**

1. The recall petition is to be sent to the secretary of the LSB, c/o the radio station. The petition may be delivered in person, or via US mail or commercial delivery service. Notice of the delivery of the petition shall be sent to the secretary via e-mail. The secretary will forward it within 2 days to legal counsel, previously designated by the PNB, for a determination of whether or not the petition is alleging behavior that is “adverse to the best interest of the Foundation or the local radio station”. The Secretary will notify the Chair of the PNB and the Pacifica Executive Director of the arrival of the petition at the same time. Counsel is to return it to the Chair of the PNB within 5 working days. The PNB at a special meeting if necessary, will decide, upon the advice of counsel, whether the charges in the petition meets the standard in the bylaws for actions “detrimental to the best interests of the foundation”. If the decision is affirmative, the Chair of the PNB will notify the GM of the station within 2 days of the need to certify the petition. If it is negative, the PNB chair will notify the petitioners that their charges have not met the legal standard necessary, and the recall will not occur.

Reiter moved the approval of Section 1. Radford moved to amend to substitute the first two sentences [Shown in yellow]. Motion voted Approved, 10-2-7. [See Next Page]

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**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:

Y Sherry Gendelman Ab Grace Aaron PNV George Reiter Y Nia Bediako

Y Bonnie Simmons N Shawn O’Brian Y Sandra Rawline Y Carolyn Birden

Y Andrea Turner Y Leslie Radford Y Wendy Schroell Ab Kathy Davis

Ab Joseph Wanzala Ab Ricco Ross Y Susan Young James Ross

WPFW – Wash. D.C.: AFFILIATES:

Jim Brown N David Beaton

Y Acie Byrd Ab Efia Nwangaza

**Radford Amendment.**

10-2-7 Approved.

Ab Luzette King

Ab Billy Ray Edwards

Radford moved that language be substituted that would remove legal review.

Time expired. Bediako moved to extend until the document is completed or the meeting is adjourned. O’Brien moved to extend for 30 minutes. O’Brien motion Failed by a vote of 3-13. [See Below.]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:

N Sherry Gendelman N Grace Aaron PNV George Reiter N Nia Bediako

|                  |                  |                  |                  |
|------------------|------------------|------------------|------------------|
| N Bonnie Simmons | N Shawn O'Brian  | Y Sandra Rawline | Y Carolyn Birden |
| N Andrea Turner  | N Leslie Radford | N Wendy Schroell | Ab Kathy Davis   |
| N Joseph Wanzala | N Ricco Ross     | N Susan Young    | Y James Ross     |

WPFW – Wash. D.C.: AFFILIATES:  
 Jim Brown Ab David Beaton **O'Brien Amendment.**  
 Acie Byrd N Efia Nwangaza 3-13 Failed.  
 N Luzette King  
 Ab Billy Ray Edwards

Original Motion extend until completed, Failed by a vote of 8-7-5 (needed 2/3) [See Below]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.  
 KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:  
 Y Sherry Gendelman Ab Grace Aaron PNV George Reiter Y Nia Bediako  
 Y Bonnie Simmons N Shawn O'Brian Ab Sandra Rawline N Carolyn Birden  
 Y Andrea Turner Y Leslie Radford Y Wendy Schroell Ab Kathy Davis  
 N Joseph Wanzala Ab Ricco Ross Y Susan Young Ab James Ross

WPFW – Wash. D.C.: AFFILIATES:  
 Jim Brown N David Beaton **Bediako Motion.**  
 Y Acie Byrd N Efia Nwangaza 8-7-5 Failed. (needed 2/3)  
 N Luzette King  
 N Billy Ray Edwards

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Aaron moved to extend for 45 minutes. HNO, Approved. Radford motion to substitute (that would remove legal opinion), Failed by a vote of 8-10-2. [See Below.]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.  
 KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:  
 N Sherry Gendelman Y Grace Aaron PNV George Reiter Y Nia Bediako  
 N Bonnie Simmons Y Shawn O'Brian Ab Sandra Rawline N Carolyn Birden  
 N Andrea Turner Y Leslie Radford N Wendy Schroell N Kathy Davis  
 Y Joseph Wanzala Y Ricco Ross N Susan Young N James Ross

WPFW – Wash. D.C.: AFFILIATES:  
 Jim Brown Y David Beaton **Radford Amendment.**  
 N Acie Byrd N Efia Nwangaza 8-10-2 Failed.  
 Ab Luzette King

Y Billy Ray Edwards

Young moved to amend by adding “and the Pacifica Executive Director” after the first “Chair of the LSB.” HNO, Approved. Radford moved to amend by removing PNB Approval. Discussion followed. Motion Failed by a vote of 5-16. [See Below.]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.: KPFA – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:

Y Sherry Gendelman N Grace Aaron PNV George Reiter N Nia Bediako

Y Bonnie Simmons N Shawn O’Brian N Sandra Rawline N Carolyn Birden

Y Andrea Turner Y Leslie Radford N Wendy Schroell N Kathy

Davis

N Joseph Wanzala N Ricco Ross N Susan Young N James Ross

WPFW – Wash. D.C.: AFFILIATES:

Jim Brown

Y David Beaton

**Radford Amendment.**

N Acie Byrd

N Efia Nwangaza

5-16 Failed.

N Luzette King

N Billy Ray Edwards

King moved to adjourn. Motion voted Approved, 10-8-2. [See Below.]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.: KPFA – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:

Y Sherry Gendelman Y Grace Aaron PNV George Reiter N Nia Bediako

Y Bonnie Simmons Y Shawn O’Brian Ab Sandra Rawline N Carolyn Birden

Y Andrea Turner Y Leslie Radford N Wendy Schroell Ab Kathy Davis

N Joseph Wanzala Y Ricco Ross N Susan Young Y James Ross

WPFW – Wash. D.C.: AFFILIATES:

Jim Brown

N David Beaton

**King Motion.**

N Acie Byrd

N Efia Nwangaza

10-8-2 Approved.

Y Luzette King

Y Billy Ray Edwards

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## **Pacifica National Board Open Teleconference MINUTES**

**August 23 – 28 and September 3, 2009**

Aaron re-assumed the Chair. Reiter moved that there be a Continuation Meeting, Thursday, September 3, 2009 at 8:30 pm (ET). Motion voted Approved, 13-3-3 [See Below]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.:                      KPFK – L.A., Ca.:      KPFT – Houston, Tx.:      WBAI - N.Y., N.Y.:  
    Sherry Gendelman PNV Grace Aaron      Y George Reiter                      Y Nia Bediako  
N Bonnie Simmons              Y Shawn O’Brian              Y Sandra Rawline              Y Carolyn Birden  
Y Andrea Turner              N Leslie Radford              Y Wendy Schroell              N Kathy Davis  
Y Joseph Wanzala      Y Ricco Ross      Y Susan Young      Ab James Ross

WPFW – Wash. D.C.:      AFFILIATES:

    Jim Brown                      Y David Beaton                      **Reiter Motion.**  
Ab Acie Byrd              Ab Efia Nwangaza                      13-3-3      Approved.  
Y Luzette King  
Y Billy Ray Edwards

**VII.** Next PNB Teleconference, Continued Meeting, Thursday, September 3, 2009, at 8:30 pm (ET).

**VIII. Adjourned.** King moved to adjourn. By a vote of 10-8-2, Adjourned at 10:40 pm. (ET)

### **Thursday, September 3, 2009: Continuation Meeting. 8:30 pm (ET)**

**I.** Call to Order/ Opening Business. PNB Chair Grace Aaron called the continued meeting to order at 8:43 pm (ET). O’Brien served as timekeeper.

**a. Roll Call/ Quorum.** Recording Secretary Richard Uzzell called the roll and a quorum was established. [See Below.]

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

KPFA - Berk., Ca.:                      KPFK – L.A., Ca.:      KPFT – Houston, Tx.:      WBAI - N.Y., N.Y.:  
X Sherry Gendelman      X Grace Aaron              X George Reiter                      X Nia Bediako  
X Bonnie Simmons              X Shawn O’Brian              X Sandra Rawline              X Carolyn Birden  
X Andrea Turner              Ab Leslie Radford              Ab Wendy Schroell              Ab Kathy Davis  
X Joseph Wanzala              X Ricco Ross              X Susan Young                      Ab James Ross

WPFW – Wash. D.C.:      AFFILIATES:      Staff & Counsel:

Ab Jim Brown      X David Beaton  
AB Acie Byrd      Ab Efia Nwangaza  
AL Luzette King  
X Billy Ray Edwards

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**August 23 – 28 and September 3, 2009**

Reiter assumed the Chair.

**VI. Committee and Working Groups Reports.** (Continued.) [Audio available on kpftx.org]

**h. Governance.** Committee Chair George Reiter continued the following:

1. Proposed Recall Procedure for the Possible Recall of Station Delegates by Class that elected them. The eight sections were being considered separately and then the final vote came on the completed procedure. Consideration of the Recall Procedure took-up at Section 2,

**Procedures for Delegate Recall: By class from which the Delegate came.**

Reiter moved approval of Section 2. Reiter moved to amend by adding, from Radford alternative, the sentence in blue, re: Stating number of signatures. HNO, Approved. HNO, Motion to approve Sec.2 [as amended], Approved.

2. The General Manager will have 10 working days from receipt of the petition to certify that the names on the petition are authentic and of sufficient number to satisfy the bylaw requirement of 2% of the membership of the class of the delegate. The GM will notify the secretary of the LSB immediately when that determination is made. The number of required signatures shall be clearly stated in this letter of determination.

Reiter moved approval of Section 3. Aaron moved to amend by adding sentence in blue, re: defining signers. HNO, Amendment Approved. HNO (Simmons abstained), motion [as amended] Approved.

3. The record date for the recall election will be the date that the GM certifies the petition, and only members in good standing at that time are entitled to vote. The secretary, upon receipt of the certification will immediately notify the Chair of the PNB that a recall election must be held, with the record date of the petition. The Chair will immediately notify the delegates subject to recall of the record date. To be a valid signature on an LSB Recall Petition, the person signing must be a member on the date of signing the petition.

Reiter moved approval of Section 4. O'Brien moved to amend by striking "The Chair of" and adding "The PNB or their appointed representative." [in blue] HNO, Approved. Simmons moved to amend by striking "as Postmarked." [in blue] HNO, Approved. HNO, motion [as amended], Approved.

4. The Chair of The PNB or their appointed representative shall appoint an agent to supervise the conducting of the election or otherwise see that the election is conducted fairly. The ballots

are to be distributed between 45 and 60 days from the record date. They are to be returned as postmarked within 35 days of their mailing date. Ballots are to be counted and a result declared by the election supervisor within 15 days of the return date of the ballots.

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**h. Governance. Procedures for Delegate Recall: (Continued)**

Reiter moved approval of Section 5. Simmons moved to amend by substituting the wording in blue for the wording in gray and striking the last sentence. Reiter moved to extend for 5 minutes; HNO, Approved. Motion to amend was voted Approved, 7-4-2. [See Voting Box below the blue amendment, for amendment vote.] HNO, Section 5 [as amended] was Approved.

5. The ballot will consist of the text of the recall petition, exactly as submitted, an explanatory statement of the charges in the petition by the petitioners of no more than 1000 words, and a statement from the delegate subject to recall of no more than 1000 words plus the number of words in the petition. The additional statement by the petitioners must be submitted within 10 days of the record date and will be immediately forwarded to the delegate. The delegate's statement is required to be filed 21 days before the mailing date determined by the election supervisor. The ballot shall have as responses only yes or no that the delegate should be recalled.

5. The ballot will consist of the text of the recall petition of 1000 words or less, exactly as submitted, a statement from the delegate subject to recall of no more than 1000 words, and the ballot question which will be comprised of only yes or no as a response to whether the delegate shall be recalled

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:

Y Sherry Gendelman N Grace Aaron PNV George Reiter Y Nia Bediako

Y Bonnie Simmons N Shawn O'Brian Y Sandra Rawline N Carolyn Birden

Y Andrea Turner Leslie Radford Wendy Schroell Kathy Davis

N Joseph Wanzala Ab Ricco Ross Y Susan Young James Ross

WPFW – Wash. D.C.: AFFILIATES:

Jim Brown Y David Beaton

Acie Byrd Efia Nwangaza

Luzette King

Ab Billy Ray Edwards

**Simmons Amendment.**

7-4-2 Approved.

**The Revised Section 5 shall be as stated below.**

5. The ballot will consist of the text of the recall petition of 1000 words or less, exactly as submitted, a statement from the delegate subject to recall of no more than 1000 words, and the ballot question which will be comprised of only yes or no as a response to whether the delegate shall be recalled The delegate's statement is required to be filed 21 days before the mailing date determined by the election supervisor

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**h. Governance. Procedures for Delegate Recall: (Continued)**

Reiter moved approval of Section 6. Bediako moved to amend to add “use mailing houses.” Motion Failed by a vote of 3-7-2. [See Below] Motion re: Section 6, voted Approved 8-3-1. [See Below]

6. Delegates subject to recall and petitioners shall have equal access to the mailing list for the eligible members. Any challenges to the names on the lists will be resolved by the appointed supervisor in consultation with the General Manager.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

|                    |                    |                    |                    |                    |
|--------------------|--------------------|--------------------|--------------------|--------------------|
| KPFA - Berk., Ca.: | KPFA - Berk., Ca.: | KPFA - Berk., Ca.: | KPFA - Berk., Ca.: | KPFA - Berk., Ca.: |
| Y Sherry Gendelman | N Grace Aaron      | PNV George Reiter  | Y Nia Bediako      |                    |
| Y Bonnie Simmons   | N Shawn O'Brian    | N Sandra Rawline   | N Carolyn Birden   |                    |
| Andrea Turner      | Leslie Radford     | Wendy Schroell     | Kathy Davis        |                    |
| Joseph Wanzala     | N Ricco Ross       | N Susan Young      | James Ross         |                    |

WPFW – Wash. D.C.: AFFILIATES:

|           |                |
|-----------|----------------|
| Jim Brown | N David Beaton |
| Acie Byrd | Efia Nwangaza  |

**Bediako Amendment.**  
3-7-2 Failed.

Ab Luzette King

Ab Billy Ray Edwards

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

|                    |                    |                    |                    |                    |
|--------------------|--------------------|--------------------|--------------------|--------------------|
| KPFA - Berk., Ca.: | KPFA - Berk., Ca.: | KPFA - Berk., Ca.: | KPFA - Berk., Ca.: | KPFA - Berk., Ca.: |
| N Sherry Gendelman | Y Grace Aaron      | PNV George Reiter  | N Nia Bediako      |                    |
| N Bonnie Simmons   | Y Shawn O'Brian    | Y Sandra Rawline   | Y Carolyn Birden   |                    |
| Andrea Turner      | Leslie Radford     | Wendy Schroell     | Kathy Davis        |                    |
| Joseph Wanzala     | Y Ricco Ross       | Y Susan Young      | James Ross         |                    |

WPFW – Wash. D.C.: AFFILIATES:

|           |                |
|-----------|----------------|
| Jim Brown | Y David Beaton |
|-----------|----------------|

**Reiter Motion.**

Acie Byrd  
Y Luzette King  
Ab Billy Ray Edwards

Efia Nwangaza

8-3-1 Approved..

Reiter moved approval of Section 7. Birden moved to amend to change “21 days” to “90 days” and to change “up” to “eligible.” Motion voted Approved, 7-4-3. [See Below, Next Page.]

7. All recall elections must be completed prior to 21 days 90 days before the date for sending out of ballots for a general election, if any delegate subject to recall is up eligible for election in that general election.

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**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.  
KPF A - Berk., Ca.: KPF K – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:  
N Sherry Gendelman Y Grace Aaron PNV George Reiter N Nia Bediako  
N Bonnie Simmons Y Shawn O’Brian Y Sandra Rawline Y Carolyn Birden  
N Andrea Turner Leslie Radford Wendy Schroell Kathy Davis  
Y Joseph Wanzala Ab Ricco Ross Y Susan Young James Ross

WPFW – Wash. D.C.: AFFILIATES:

Jim Brown  
Acie Byrd

Y David Beaton  
Efia Nwangaza

**Birden Amendment.**  
7-4-3 Approved..

Ab Luzette King  
Ab Billy Ray Edwards

Reiter moved approval of Section 8. HNO, Approved.

8. The election shall be subject to the quorum rules for the class, and the recall will be deemed to have failed if a quorum is not reached.

Reiter moved approval of the complete Delegate Recall Procedure. HNO (Gendelman abstained), Procedure Approved. [See Complete Delegate Recall Procedure below.]

**Procedures for Delegate Recall: By class from which the Delegate came.**

1. The recall petition is to be sent to the secretary of the LSB, c/o the radio station. The petition may be delivered in person, or via US mail or commercial delivery service. Notice of the delivery of the petition shall be sent to the secretary via e-mail. The secretary will forward it within 2 days to legal counsel, previously designated by the PNB, for a determination of whether or not the petition is alleging behavior that is “adverse to the best interest of the

Foundation or the local radio station”. The Secretary will notify the Chair of the PNB and the Pacifica Executive Director of the arrival of the petition at the same time. Counsel is to return it to the Chair of the PNB within 5 working days. The PNB at a special meeting if necessary, will decide, upon the advice of counsel, whether the charges in the petition meets the standard in the bylaws for actions “detrimental to the best interests of the foundation”. If the decision is affirmative, the Chair of the PNB will notify the GM of the station within 2 days of the need to certify the petition. If it is negative, the PNB chair will notify the petitioners that their charges have not met the legal standard necessary, and the recall will not occur.

2. The General Manager will have 10 working days from receipt of the petition to certify that the names on the petition are authentic and of sufficient number to satisfy the bylaw requirement of 2% of the membership of the class of the delegate. The GM will notify the secretary of the LSB immediately when that determination is made. The number of required signatures shall be clearly stated in this letter of determination.

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### **Pacifica National Board Open Teleconference MINUTES**

**August 23 – 28 and September 3, 2009**

#### **Procedures for Delegate Recall: (Continued.)**

3. The record date for the recall election will be the date that the GM certifies the petition, and only members in good standing at that time are entitled to vote. The secretary, upon receipt of the certification will immediately notify the Chair of the PNB that a recall election must be held, with the record date of the petition. The Chair will immediately notify the delegates subject to recall of the record date. To be a valid signature on an LSB Recall Petition, the person signing must be a member on the date of signing the petition.

4. The PNB or their appointed representative shall appoint an agent to supervise the conducting of the election or otherwise see that the election is conducted fairly. The ballots are to be distributed between 45 and 60 days from the record date. They are to be returned within 35 days of their mailing date. Ballots are to be counted and a result declared by the election supervisor within 15 days of the return date of the ballots.

5. The ballot will consist of the text of the recall petition of 1000 words or less, exactly as submitted, a statement from the delegate subject to recall of no more than 1000 words, and the ballot question which will be comprised of only yes or no as a response to whether the delegate shall be recalled. The delegate’s statement is required to be filed 21 days before the mailing date determined by the election supervisor.

6. Delegates subject to recall and petitioners shall have equal access to the mailing list for the eligible members. Any challenges to the names on the lists will be resolved by the appointed supervisor in consultation with the General Manager.

7. All recall elections must be completed prior to 90 days before the date for sending out of ballots for a general election, if any delegate subject to recall is eligible for election in that general election.

8. The election shall be subject to the quorum rules for the class, and the recall will be deemed to have failed if a quorum is not reached.

Aaron assumed the Chair.

**h. Governance.** (Continued)

*Gendelman called a Point of Order re: she felt that further motions coming from the Governance Committee would not be appropriate because she felt that this being an continued meeting that this was not “exactly” what was on the first Agenda. Chair Over Ruled that further Governance Motions are proper for this meeting. Gendelman challenged the ruling of the Chair. Chair was sustained by a vote of 9-3-1. [See Next Page]*

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**Pacifica National Board Open Teleconference MINUTES**

**August 23 – 28 and September 3, 2009**

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

|                    |                   |                      |                    |
|--------------------|-------------------|----------------------|--------------------|
| KPFA - Berk., Ca.: | KPFK – L.A., Ca.: | KPFT – Houston, Tx.: | WBAI - N.Y., N.Y.: |
| N Sherry Gendelman | PNV Grace Aaron   | Y George Reiter      | Nia Bediako        |
| N Bonnie Simmons   | Y Shawn O’Brian   | Y Sandra Rawline     | Y Carolyn Birden   |
| N Andrea Turner    | Leslie Radford    | Wendy Schroell       | Kathy Davis        |
| Y Joseph Wanzala   | Y Ricco Ross      | Y Susan Young        | James Ross         |

WPFW – Wash. D.C.: AFFILIATES:

|           |                |
|-----------|----------------|
| Jim Brown | Y David Beaton |
| Acie Byrd | Efia Nwangaza  |

**Gendelman Challenge/ Chair Sustained.**

9-3-1 Approved..

Y Luzette King

Ab Billy Ray Edwards

Reiter assumed the Chair.

**2.** Reiter moved that the PNB Delegate Recall Procedures shall be used to conduct existing recall elections; except for the current election at KPFA, where the procedure, shall begin at section 2.

Reiter moved to amend by adding the phase in blue. Motion to amend voted Approved, 6-5-3. [See Below.]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

|                    |                   |                      |                    |
|--------------------|-------------------|----------------------|--------------------|
| KPFA - Berk., Ca.: | KPFK – L.A., Ca.: | KPFT – Houston, Tx.: | WBAI - N.Y., N.Y.: |
| N Sherry Gendelman | Y Grace Aaron     | PNV George Reiter    | N Nia Bediako      |
| N Bonnie Simmons   | Y Shawn O’Brian   | Ab Sandra Rawline    | Y Carolyn Birden   |
| N Andrea Turner    | Leslie Radford    | Wendy Schroell       | Kathy Davis        |
| Y Joseph Wanzala   | Y Ricco Ross      | N Susan Young        | James Ross         |

WPFW – Wash. D.C.: AFFILIATES:  
Jim Brown Y David Beaton **Reiter Amendment.**  
Acie Byrd Efia Nwangaza 6-5-3 Approved..

Ab Luzette King

Ab Billy Ray Edwards

Motion [as amended] voted Approved, 7-6-2 (w/ the Chair voting to break the tie. [See Below.]

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.

KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:  
N Sherry Gendelman Y Grace Aaron Y George Reiter N Nia Bediako  
N Bonnie Simmons Y Shawn O’Brian N Sandra Rawline Y Carolyn Birden  
N Andrea Turner Leslie Radford Wendy Schroell Kathy Davis  
Y Joseph Wanzala Y Ricco Ross N Susan Young James Ross

WPFW – Wash. D.C.: AFFILIATES:  
Jim Brown Y David Beaton **Reiter Motion [as amended].**  
Acie Byrd Efia Nwangaza 7-6-2 Approved.

Ab Luzette King

Ab Billy Ray Edwards

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**Pacifica National Board Open Teleconference MINUTES**  
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**3.** Reiter moved that Petitions for recall shall provide a space for a declaration from the signer that they are a member of the class of the person subject to recall, and the signature shall not be considered for quorum unless the box is checked. All petitions for a particular recall must contain the same statement of the conduct that is being alleged to be inimical to the interests of the foundation

Turner moved to amend to make this retroactive. Amendment Failed by a vote of 3-6-4. [See Below.].

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting; No Response.  
KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:  
Y Sherry Gendelman N Grace Aaron PNV George Reiter N Nia Bediako  
Ab Bonnie Simmons N Shawn O’Brian Ab Sandra Rawline Carolyn Birden  
Y Andrea Turner Leslie Radford Wendy Schroell Kathy Davis  
N Joseph Wanzala Ab Ricco Ross Y Susan Young James Ross

WPFW – Wash. D.C.: AFFILIATES:  
Jim Brown N David Beaton  
Acie Byrd Efia Nwangaza

**Turner Amendment.**  
7-6-2 Approved..

N Luzette King  
Ab Billy Ray Edwards

R. Ross moved to amend that petitions in California shall be in both Spanish and English. Rawline moved to amend that Spanish and England be required at all five stations. HNO, Rawline amendment Approved. HNO (Simmons abstained), Ross amendment Approved. HNO, Motion [as amended] Approved.

**VII. Next Meeting. Open and Close Teleconferences to be Sunday, September 13 at 8:00 pm (ET).**

Chair offered to recognize motion to change meeting date. No one made a motion. Bediako moved that the meeting on September 13 start at 7:00 pm. HNO, Approved.

**VIII. Adjourned.** King moved to adjourn. HNO, Chair adjourned the meeting at 10:38.

Minutes Scribed and Prepared by: Richard Uzzell, PNB Recording Secretary

**Minutes Approved by the Pacifica National Board:**

Grace Aaron, PNB Chair      Sept. 13, 2009

\_\_\_\_\_  
Witnessed By:

\_\_\_\_\_  
Date:

PS: See Next Page for a stand-alone copy of the Recall Procedures.

Adopted September 3, 2009

PACIFICA FOUNDATION

**Procedures for Delegate Recall: By Class from which the Delegate came.**

1. The recall petition is to be sent to the secretary of the LSB, c/o the radio station. The petition may be delivered in person, or via US mail or commercial delivery service. Notice of the delivery of the petition shall be sent to the secretary via e-mail. The secretary will forward it within 2 days to legal counsel, previously designated by the PNB, for a determination of whether or not the petition is alleging behavior that is “adverse to the best interest of the Foundation or the local radio station”. The Secretary will notify the Chair of the PNB and the Pacifica Executive Director of the arrival of the petition at the same time. Counsel is



to return it to the Chair of the PNB within 5 working days. The PNB at a special meeting if necessary, will decide, upon the advice of counsel, whether the charges in the petition meets the standard in the bylaws for actions “detrimental to the best interests of the foundation”. If the decision is affirmative, the Chair of the PNB will notify the GM of the station within 2 days of the need to certify the petition. If it is negative, the PNB chair will notify the petitioners that their charges have not met the legal standard necessary, and the recall will not occur.

2. The General Manager will have 10 working days from receipt of the petition to certify that the names on the petition are authentic and of sufficient number to satisfy the bylaw requirement of 2% of the membership of the class of the delegate. The GM will notify the secretary of the LSB immediately when that determination is made. The number of required signatures shall be clearly stated in this letter of determination.

3. The record date for the recall election will be the date that the GM certifies the petition, and only members in good standing at that time are entitled to vote. The secretary, upon receipt of the certification will immediately notify the Chair of the PNB that a recall election must be held, with the record date of the petition. The Chair will immediately notify the delegates subject to recall of the record date. To be a valid signature on an LSB Recall Petition, the person signing must be a member on the date of signing the petition.

4. The PNB or their appointed representative shall appoint an agent to supervise the conducting of the election or otherwise see that the election is conducted fairly. The ballots are to be distributed between 45 and 60 days from the record date. They are to be returned within 35 days of their mailing date. Ballots are to be counted and a result declared by the election supervisor within 15 days of the return date of the ballots.

5. The ballot will consist of the text of the recall petition of 1000 words or less, exactly as submitted, a statement from the delegate subject to recall of no more than 1000 words, and the ballot question which will be comprised of only yes or no as a response to whether the delegate shall be recalled. The delegate’s statement is required to be filed 21 days before the mailing date determined by the election supervisor.

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8. The election shall be subject to the quorum rules for the class, and the recall will be deemed to have failed if a quorum is not reached.