

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**DRAFT AGENDA - Open Session**  
**Thursday, July 17, 2014 8:30PM**

**I. Call to Order**

Roll Call / Establish Quorum. Excused absences. Identify Time Keeper.

KPFA: Brian Edwards-Tiekert, Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson  
KPFK: Rodrigo Argueta, Lydia Brazon, Kim Kaufman, Lawrence Reyes  
KPFT: Adriana Casenave, Hank Lamb, George Reiter, Richard Uzzell  
WBAI: Carolyn Birden, Janet Coleman, Cerene Roberts, Manijeh Saba  
WPFW: Jim Brown, Benito Diaz, Luzette King, Tony Norman  
Affiliates: Heather Gray, Janis Lane-Ewart

**II. Bylaw Amendments** Text below and at <http://pacifica.org/> (12, each at 10 min.)

1. Foundation name change: Art. 1 Sec. 1
2. Update Notice requirements: Art. 3 Sec. 6(B), Art. 3 Sec. 9, Art. 6 Sec. 4, Art. 7 Sec. 6(D)
3. Reducing the size of LSBs and Delegate Assemblies: Art. 4 Sec. 3, Art. 7 Sec 2
4. Reducing the size of the PNB – equilateral: Art. 5 Sec 1(C), Art. 5 Sec 3(B), Art. 5 Sec. 5(A) & (B)
5. Proportional reduction in size of the PNB: Art. 5 Sec. 1(C)
6. Election of station representative (Conditional upon Item 5): Art. 5 Sec. 3(B)
7. Reducing Affiliate Directors by one (after Proportional): Art. 5 Sec. 4
8. At-large Directors (after Proportional): Art. 5 Sec. 5
9. Concerning In-person Meetings of the PNB: Art. 6 Sec. 1
10. Concerning meeting notice: Art. 6 Sec. 4
11. Restriction of LSB Treasurer Position: Art. 7 Sec. 5

12. Doubling the frequency of Bylaw amendments: Art. 17 Sec. 1(B)

### **III. Adjournment.**

**TEXT OF PROPOSED BYLAW AMENDMENTS** (in the order of the affected bylaw and with makers' rationale)

#### **1. Foundation name change: Art. 1 Sec. 1**

*Rationale / Description:*

Last year the Foundation changed the name of the Foundation to Pacifica Foundation Radio and the bylaws should reflect this change. Without this change the corporation doing business as The Pacifica Foundation Radio has no effective bylaws.

*Current Language:*

**ARTICLE ONE, Section 1. NAME**

The name of this corporation is Pacifica Foundation, and shall be referred to in these Bylaws as the "Foundation."

*Proposed Language:*

**ARTICLE ONE, Section 1. NAME**

The name of this corporation is Pacifica Foundation Radio, and shall be referred to in these Bylaws as the "Foundation."

Endorsers:

Carolyn Birden-WBAI, Janet Coleman-WBAI, Janis Lane-Ewart -AFFIL., Heather Grey-AFFIL, Kim Kaufman-KPFFK, Richard Uzzell-KPFT

#### **2. Update Notice requirements: Art. 3 Sec. 6(B), Art. 3 Sec. 9, Art. 6 Sec. 4, Art. 7 Sec. 6(D)**

*Rationale / Description:*

This bylaws change brings meeting notice bylaws language into compliance with Section 396(k)(4) of the Communications Act. It amends 4 sections of your bylaws to bring them into compliance with Section 396(k)(4) of the Communications Act.

*Current Language:*

Article 3 Section 6-B

The Board of the Directors, a Local Station Board, the Foundation's Executive Director, the Chairperson of the Board, or one percent (1%) or more of the Members may call a special meeting of the Members for any lawful purpose at any time. Said request for a special meeting shall be made in writing and shall specify the general nature of the business proposed to be transacted at said meeting. Said written requests must be submitted to the Chairperson of the Board, the Executive Director or the Foundation's secretary. The officer receiving the request must promptly give notice to all members of record entitled to vote. Said notice must state the location, time and date of the meeting, specify the general nature of the business to be transacted and provide that no other business than that set forth in said notice shall be transacted at said meeting. Said notice shall be given at least 20 days and no more than 90 days before the meeting date. The meeting date must be at least 35 days but no more than 90 days after receipt of the written request for the special meeting. If notice of the special meeting is not provided to the members within 20 days after the written request is received, the person(s) requesting the meeting may give notice to the members in a manner consistent with this section. Voting on any matter discussed at a special meeting shall be by written ballot consistent with the provisions of Section 8 of this article of the bylaws.

*Proposed Language:*

The Board of Directors, a Local Station Board, the Foundation's Executive Director, or one percent (1%) or more of the Members may call a special meeting of the Members for any lawful purpose at any time. Said request for a special meeting shall be made in writing and shall specify the general nature of the business proposed to be transacted at said meeting. Said written requests must be submitted to the Foundation's secretary at least 20 days before the proposed meeting date. The Foundation's secretary will comply with Section 396(k)(4) of the Communications Act by posting a website notice and notifying any individuals who have specifically requested to be notified seven days in advance.

*Current Language:*

Article Three, Section 9 – Manner of Notice

Whenever notice to members is required under these bylaws, notices shall be submitted, at the Foundation's sole discretion, either personally by first class, registered or certified mail, by electronic mail or other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote at the postal address or email address of that member as it appears on the

Foundation books or at the address given by the member to the Foundation for the purposes of notice.

If no address appears on the Foundation books and no address has been given, then notice shall be deemed to have been given if notice is broadcast at least twenty-one (21) times on the Foundation radio station with which the member is affiliated. Such broadcast notice shall be made at least 3 times per day on 7 consecutive days and shall state the web page address where the full notice is posted/

*Proposed Language:*

Whenever notice to members is required under these bylaws, notice shall be deemed to have been given if, at the Foundation's sole discretion, it is either provided personally by postal or electronic mail addressed to each member entitled to vote at the postal or email address of that member as it appears on the Foundation books or by the requirements stated in Section 396(k)(4) of the Communications Act via a notice available through an announcement that is accessible on the station's web page and a notice communicated by letter, e-mail, fax, phone, or in person to any individuals who have specifically requested to be notified.

*Current Language:*

Article Six, Section 4 - Notice

Notice of every regular meeting of the Board of Directors stating the time and place of said meeting and the purposes thereof shall be sent to each director by first class mail, facsimile or email according to the preference each director states in writing to the Foundation's secretary at least thirty (30) days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's secretary for such notice by each Director and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of three times daily on-air for five consecutive days on all Foundation radio stations beginning whenever reasonably possible no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be considered waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting of the lack of notice to that Director,

*Proposed Language:*

Regular meetings of the Board of Directors are to be noticed by website announcement at least 30 days prior to the date of the meeting. Special meetings of the Board of Directors are to be noticed by website announcement at least 7 days prior to the date of the meeting. Notice of every regular and special meeting of the Board of Directors shall be sent to each director by email at least seven (7) days before any such meeting. No additional business not stated in the meeting notice shall be conducted at a special meeting. Notice of all meetings shall be conducted in accordance with Section 396(4)(k) of the Communications Act: Notice is available through an announcement that is accessible on the station's Web page; and Notice is communicated by letter, e-mail, fax, phone, or in person to any individuals who have specifically requested to be notified.

*Current Language:*

Article 7, Section 6, Item D -Notice

The public and all members shall be notified of each LSB meeting. Four on-air announcements made during primetime on the radio station during 4 different days beginning whenever feasible at least 7 days prior to the date of each meeting shall be considered adequate notice. In the event of LSB meetings convened on short notice for urgent business, all reasonable efforts shall be made to broadcast reasonable notice of the meeting at least 3 times during primetime for 2 days prior to the meeting. Whenever feasible, notice shall also be posted on the station's website at least 7 days prior to the meeting date.

*Proposed Language:*

All LSB meetings shall be noticed in accordance with section 396(k)(4) of the Communications Act: Notice is available through an announcement that is accessible on the station's Web page; and Notice is communicated by letter, e-mail, fax, phone, or in person to any individuals who have specifically requested to be notified.

Endorsers:

Carolyn Birden-WBAI, Janet Coleman-WBAI, Janis Lane-Ewart -AFFIL., Heather Grey-AFFIL, Kim Kaufman-KPFK, Richard Uzzell-KPFT

**3. Reducing the size of LSBs and Delegate Assemblies: Art. 4 Sec. 3, Art. 7 Sec 2**

*Rationale / Description:*

This amendment would reduce the size of the LSBs by 1/3, while keeping the proportions of staff vs listener representatives the same, by electing 6 listener reps and 2 staff reps in each delegate election (instead of 9 listeners and 3 staff in each election). Current delegates/LSB members would continue in their terms.

*Current Language:*

**Article Four, Section 3 (Election of Delegates)**

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: Listener-Sponsor Members shall elect 18 Delegates for each radio station and Staff Members shall elect 6 Delegates for each radio station, for a total of twenty-four (24) Delegates for each Foundation radio station. Elections of Delegates shall be staggered over a 3-year period with elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the first year, elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the second year and no elections in the third year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years."

**(deleted language in brackets [] and strikethrough text, added language in *italics*):**

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: Listener-Sponsor Members shall elect [18] *12* Delegates for each radio station and Staff Members shall elect [6] *4* Delegates for each radio station[, for a total of twenty-four (24) Delegates for each Foundation radio station]. Elections of Delegates shall be staggered over a 3-year period with elections for [3] *2* Staff Delegates and [9] *6* Listener-Sponsor Delegates held in the first year, elections for [3] *2* Staff Delegates and [9] *6* Listener-Sponsor Delegates held in the second year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

*Following the approval of the amendment reducing the size of the delegate assemblies from 24 to 16, each delegate assembly will have 20 members (12 from the previous delegate election, and 8 from the next delegate election), until the next delegate election, after which each delegate assembly will have 16 members as described in the*

*previous paragraph."*

*Proposed Language:*

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated.

Members shall vote in classes: Listener-Sponsor Members shall elect 12 Delegates for each radio station and Staff Members shall elect 4 Delegates for each radio station.

Elections of Delegates shall be staggered over a 3-year period with elections for 2 Staff Delegates and 6 Listener-Sponsor Delegates held in the first year, elections for 2 Staff Delegates and 6 Listener-Sponsor Delegates held in the second year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

Following the approval of the amendment reducing the size of the delegate assemblies from 24 to 16, each delegate assembly will have 20 members (12 from the previous delegate election, and 8 from the next delegate election), until the next delegate election, after which each delegate assembly will have 16 members as described in the previous paragraph."

*Current Language:*

**b. Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 2:**

"Each LSB shall consist of the 24 Delegates elected by the Members for that radio station -18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)"

**(deleted language in brackets [] and strikethrough text, added language in *italics*):**

"Each LSB shall consist of the [24 ] Delegates elected by the Members for that radio station *-including* [18 ] Listener-Sponsor Delegates and [6 ] Staff Delegates. ([Four] *Some* of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

*Proposed Language:*

**Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 2**

"Each LSB shall consist of the Delegates elected by the Members for that radio station - including Listener-Sponsor Delegates and Staff Delegates. (Some of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

Endorsers:

Carolyn Birden-WBAI, Janet Coleman-WBAI, Janis Lane-Ewart -AFFIL., Heather Grey-AFFIL, Kim Kaufman-KPDK, Richard Uzzell-KPFT

**4. Reducing the size of the PNB – equilateral: Art. 5 Sec 1 (C), Art. 5 Sec 3(B), Art. 5 Sec. 5(A) & (B)**

*Rationale / Description:*

Each station's delegate assembly would elect 3 (rather than 4) Directors to the PNB. The PNB would continue to elect the two affiliate Directors. This would give  $5 \times 3 + 2 = 17$  Directors.

At-large Directors (of which there are none) would be removed from the Bylaws.

In addition, to keep from having the staff representation increase more proportionally on the smaller PNB, and to allow each delegate assembly more flexibility in choosing who they feel are the best reps from their station for the PNB, this amendment would do away with having a specific number of staff and listener reps on the PNB.

*Current Language:*

Article Five, Section 1, subsection C (Number on PNB)

"There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate – for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws."

(deleted language in brackets [] and strikethrough text, added language in italics):



"Starting with the Director elections following approval of this amendment, there shall be [a minimum of twenty-two (22) and a maximum for twenty-three (23)] seventeen (17) Directors of the Foundation. [The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein.] The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect [four (4)] three (3) Directors [three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate], with no more than one from each station being a Staff Delegate --for a total of [twenty (20)] fifteen (15) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. [If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws.]"

*Proposed Language:*

Article Five, Section 1, subsection C (Number on PNB):

"Starting with the Director elections following approval of this amendment, there shall be seventeen (17) Directors of the Foundation. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect three (3) Directors, with no more than one from each station being a Staff Delegate – for a total of fifteen (15) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."

*Current Language:*

Article Five, Section 3B (Election)

"The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates."

(deleted language in brackets [] and strikethrough text, added language in italics):

"The Delegates for each radio station shall meet annually in early January to elect

[four] three Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect [three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method] the Directors using the Single Transferable Voting method, with no more than one staff member elected from each station, to represent that radio station on the Board. [The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates.

*Proposed Language:*

Article Five, Section 3B (Election):

"The Delegates for each radio station shall meet annually in early January to elect three Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect the Directors using the Single Transferable Voting method, with no more than one staff member elected from each station, to represent that radio station on the Board."

*Current Language:*

Article Five, Section 5 (Nomination and Election of At Large Directors):

A. NOMINATION

In the event that the Board resolves that there shall be twenty-three (23) Foundation Directors (the maximum number of Directors permitted under these bylaws) then there shall be one "At-Large" Director elected each year. Candidates for election as an "At-Large" Director shall be nominated by majority vote of the Delegates from a minimum of three radio stations, with the Delegates from each station voting separately by station area. Nominations shall close on February 15th each year and shall be submitted in writing by that date to the Foundation Secretary together the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than March 1st.

B. ELECTION

As the second order of business at the Board meeting in March each year in which an At-large director is to be elected, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) At-Large Director from the nominees submitted by the Delegates, using the Instant Runoff Voting method. The At-Large Director shall serve for a one year term which shall commence immediately upon his/her election.

*Proposed Language:*

Non-existent. Section and at-large position would be eliminated.

Endorsers:

Carolyn Birden-WBAI, Janet Coleman-WBAI, Janis Lane-Ewart -AFFIL., Heather Grey-AFFIL, Kim Kaufman-KPFK, Richard Uzzell-KPFT

## 5. **Proportional reduction in size of the PNB: Art. 5 Sec. 1 (C)**

*Rationale/Description:*

This amendment both reduces the size of the PNB while making it more proportional to the size of the combined total of listener, paid and unpaid staff membership and therefore more reflective of its membership.

The Foundation can ill afford either the cost of the lengthy, frequent and costly PNB meetings necessitated by the size of the Board.

*Current Language:*

Article Five, [Board of Directors of the Foundation](#), Section 1: Board of Directors - Eligibility, Number, Powers and Duties

### C. NUMBER

There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate -- for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws.

**Proposed Amended Text below: Deletions are in parenthesis or in brackets when existing text is already in parenthesis. Added text is CAPS**

### C. NUMBER

There shall be a minimum of ELEVEN (11) {(22)} and a maximum (for) OF twenty-

(three) ONE (21) {(23)} Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have (equal) representation from each of the Foundation's five radio stations PROPORTIONAL TO THE COMBINED TOTAL OF LISTENER, PAID AND UNPAID STAFF MEMBERSHIP. The Delegates from the five Foundation radio stations shall each elect A MNIMUM OF TWO AND A MAXIMUM OF four (4) Directors. (:) THE DELEGATES FROM THE FIVE FOUNDATION RADIO STATIONS SHALL ELECT ONE (1) DIRECTOR FOR EVERY FIVE THOUSAND (5,000) listener, PAID AND UNPAID members OF THAT STATION. THE DIRECTORS ELECTED MAY BE FROM EITHER (three (3) of whom shall be) Listener-Sponsor Delegates (and one (1) of whom shall be a) AND/OR Staff DelegateS. ( -- for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws.) In addition, the Board shall elect ONE (1) (two) {(2)} "Affiliate Representative" Director(s) from nominees submitted as set forth in Section 4 of this Article of the Bylaws. (If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws.)

*Proposed Language:*

C. NUMBER

There shall be a minimum of eleven (11) and a maximum of twenty-one Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have representation from each of the Foundation's five radio stations proportional to the combined listener, paid and unpaid staff membership. The Delegates from the five Foundation radio stations shall each elect a minimum of two (2) and a maximum of four (4) Directors. The Delegates from the five Foundation radio stations shall elect one (1) Director for every five thousand (5,000) listener, paid and unpaid staff members of that station. The Directors elected may be either Listener-Sponsor Delegates and/or Staff Delegates as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect one (1) "Affiliate Representative" Director from nominees submitted as set forth in Section 4 of this Article of the Bylaws.

Proposed by:

Rodrigo Argueta-LPFK, Lydia Brazon-KPFK, Jim Brown-WPFW, Benito Diaz-WPFW, Tony Norman-WPFW, Lawrence Reyes-KPFK, Margy Wilkinson-KPFA

## **6. Election of station representative (Conditional upon Item 5): Art. 5 Sec. 3 (B)**

*Rationale/Description:*

If the Amendment to reduce the size of the PNB and make it proportional to its listener, paid and unpaid membership passes, it would necessitate an amendment of

Article Five, Section 3 as follows:

*Current Language:*

Article Five, [Board of Directors of the Foundation](#), Section 3: Nomination and Election of Station Representative Directors

A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

B. ELECTION

The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates.

C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

**Proposed Amended Text below: Deletions are in parenthesis or in brackets when existing text is already in parenthesis. Added text is CAPS**

Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors

A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

B. ELECTION

The Delegates for each radio station shall meet annually in early January to elect BETWEEN TWO AND four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect (three Listener-Sponsor) THEIR Directors using the Single Transferable Voting method, (and shall elect one Staff Director using the or Instant Runoff Voting method), to represent that radio station on the Board. (The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates.)

#### C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

*Proposed Language:*

Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors

##### A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

##### B. ELECTION

The Delegates for each radio station shall meet annually in early January to elect between two and four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect their Directors using the Single Transferable Voting method to represent that radio station on the Board.

#### C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

Proposed by:

Rodrigo Argueta-KPFK, Lydia Brazon-KPFK, Jim Brown-WPFW, Benito Diaz-WPFW

Tony Norman-WPFW, Lawrence Reyes-KPFK, Margy Wilkinson-KPFA

### **7. Reducing Affiliate Directors by one (after Proportional #5): Art. 5 Sec. 4**

*Rationale/Description:*

If the Amendment to reduce the size of the PNB and make it proportional to its listener, paid and unpaid staff membership passes, it would necessitate an amendment of Article Five, Section 4 as follows. It may also stand on its own as an amendment and reduce by one (1) the size of the PNB.

*Current Language:*

Article Five, [Board of Directors of the Foundation](#), Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable

Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

**Proposed Amended Text below: Deletions are in parenthesis or in brackets when existing text is already in parenthesis. Added text is in CAPS**

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

#### A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for ONE ( the two) Affiliate Director position(s) on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominees shall include with said nominations a written explanation of its procedure for selecting the nominees. Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidates or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

#### B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate {or At-Large} Directors from the vote) shall establish a protocol for balloting and shall elect ONE (two) {(2)} Affiliate Representative Director(s) from the nominees submitted by affiliate stations and/or affiliate station associations, using the (Single Transferable) INSTANT RUNOFF Voting method. THE Affiliate Director(s) shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.



*Proposed Language:*

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for one Affiliate Director position on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominees shall include with said nominations a written explanation of its procedure for selecting the nominees. Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidates or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate Directors from the vote) shall establish a protocol for balloting and shall elect one Affiliate Representative Director from the nominees submitted by affiliate stations and/or affiliate station associations, using the Instant Runoff Voting method. The Affiliate Director shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

Proposed by:

Rodrigo Argueta-KPFK, Lydia Brazon-KPFK, Jim Brown-WPFW, Benito Diaz-WPFW,

Tony Norman-WPFW, Lawrence Reyes-KPFK, Margy Wilkinson-KPFA

**8. At-large Directors (after Proportional #5): Art. 5 Sec. 5**

*Rationale/Description:*

Deletes Article, 5, Sec. 3 Election of At-Large Directors

If the Amendment to reduce the size of the PNB and make it proportional to its listener, paid and unpaid staff membership passes, it would necessitate an amendment of Article Five, by deleting all of Section 5. This amendment may also stand on its own and be passed and potentially eliminate the increase in size of the PNB.

*Current Language:*

Article Five, [Board of Directors of the Foundation](#), Section 5: Nomination and Election of At-Large Directors

A. NOMINATION

In the event that the Board resolves that there shall be twenty three (23) Foundation Directors (the maximum number of Directors permitted under these bylaws) then there shall be one "At-Large" Director elected each year. Candidates for election as an "At-Large" Director shall be nominated by majority vote of the Delegates from a minimum of three radio stations, with the Delegates from each station voting separately by station area. Nominations shall close on February 15th each year and shall be submitted in writing by that date to the Foundation Secretary together the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than March 1st.

B. ELECTION

As the second order of business at the Board meeting in March each year in which an At-large director is to be elected, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) At-Large Director from the nominees submitted by the Delegates, using the Instant Runoff Voting method. The At-Large Director shall serve for a one year term which shall commence immediately upon his/her election.

Proposed by:

Rodrigo Argueta-KPFK, Lydia Brazon-KPFK, Jim Brown-WPFW, Benito Diaz-WPFW,

Tony Norman-WPFW, Margy Wilkinson-KPFA

**9. Concerning In-person Meetings of the PNB: Art. 6 Sec. 1**

*Rationale / Description:*

The amendment intends to allow greater flexibility and latitude to the Board in keeping with the needs and realities of the Pacifica Foundation in any given year. Financial constraints and weather events are among the considerations the board may factor into their yearly scheduling of in-person meetings. The amendment allows for a range of

between one to four meetings per calendar year. It also removes the specificity of naming the months in which in-person meetings are held, beyond that of the “Annual Meeting” in late January.

*Current Language:*

Article Six, Meetings of the Board of Directors, Section 1: Time and Place of Meetings

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall also regularly meet in March, June and September of each year. The four regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

DELETED LANGUAGE IN BRACKETS, ADDED LANGUAGE IN CAPS

Article Six, Meetings of the Board of Directors, Section 1: Time and Place of Meetings

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall {also} {regularly} meet {in March, June and September of} ONE TO FOUR TIMES each calendar year AS AGREED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS. The ONE TO four IN- PERSON regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

*Proposed Language:*

Article Six, Meetings of the Board of Directors, Section 1: Time and Place of Meetings

The in-person "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall meet in person one to four times each calendar year as agreed by a majority vote of the Board of Directors. The one to four in-person regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a

meeting has been held in all other station areas.

Endorsers:

Rodrigo Argueta-KPFK, Lydia Brazon-KPFK, Benito Diaz-WPFW, Hank Lamb-KPFT, Brian Edwards-Tiekert-KPFA, Lawrence Reyes-KPFK, Margy Wilkinson-KPFK.

## **10. Concerning meeting notice: Art. 6 Sec. 4**

*Rationale/Description:*

Reconciles Notice Compliance of PNB Meetings with PNB's Meeting Practice and Needs to Conduct Foundation Business

This amendment proposes to remedy two issues. The PNB has, almost always, held regular meetings of the PNB on the telephone, side-stepping the criteria of a special meeting. In the interest of proper compliance, and having experienced the constraints of attempting to hold to the special meeting criteria in recent months, we need to bring the Notice requirements in line with our established and necessary practice. Pacifica's meeting notice requirements have gone beyond what is required by CPB and this amendment seeks to provide for reasonable "notice directed toward those individuals who could be most reasonably expected to have an interest in attending the meetings" as articulated in the Open Meeting Requirements of the Communications Act. The proposing directors believe this amendment provides proper notice of meetings while removing elements which put Pacifica at risk for non-compliance.

*Current Language:*

Article Six, [Meetings of the Board of Directors](#), Section 4: Notice

Notice of every regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director by first class mail, facsimile or email, according to the preference each Director specifies in writing to the Foundation's Secretary, at least thirty (30) days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

Proposed amended text below: Deletions are enclosed in parenthesis ( ) and added text is in CAPS:

Article Six, Meetings of the Board of Directors, Section 4: Notice

Notice of every regular OR SPECIAL IN-PERSON meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director , AT LEAST THIRTY (30) DAYS BEFORE ANY SUCH MEETING by (first class mail, facsimile or) email, UNLESS AN ALTERNATIVE MEANS OF NOTICE BY A DIRECTOR IS SPECIFIED (according to the preference each Director specifies) in writing to the Foundation's Secretary. (at least thirty (30) days before any such meeting) REGULAR OR Special meetings shall require only seven (7) days advance notice, (but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director,) and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website. IN-PERSON REGULAR OR SPECIAL MEETINGS (and) SHALL BE announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

*Proposed Language:*

Article Six, Meetings of the Board of Directors, Section 4: Notice

Notice of every regular or special in-person meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director at least thirty (30) days before any such meeting by email, unless an alternative means of notice by a Director is specified in writing to the Foundation's Secretary. Regular or special meetings shall require only seven (7) days advance notice, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website. (and) In-person regular or special meetings shall be announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten

days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

Proposed by:

Rodrigo Argueta-KPFK, Lydia Brazon-KPFK, Jim Brown-WPFW, Benito Diaz-WPFW,

Tony Norman-WPFW, Lawrence Reyes-KPFK, Margy Wilkinson-KPFA

**11. Restriction of LSB Treasurer Position: Art. 7 Sec. 5**

*Rationale / Description:*

The proposed amendment seeks to preclude any appearance of a conflict of interest the position of LSB Treasurer shall not be a member of the station's paid staff since the role of LSB Treasurer involves the preparation of the budget of his/ her station and also, as a member of the National Finance Committee makes recommendations on the annual Pacifica budget (see Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees).

*Current Language:*

Article Seven, Local Station Boards, Section 5: Election of Officers

Each Local Station Board shall elect a Chair, a Vice-Chair, a Recording Secretary, and a Treasurer, who shall be elected annually at the December meeting of the LSB for a term of one year using the Instant Runoff Voting method. Each of these officers shall serve at the pleasure of the LSB and shall have those powers and shall perform those duties as may be prescribed by its LSB. With the exception of the Chair and the Vice Chair, an officer of an LSB is not required to be a Delegate. Local Station Board officers may not serve concurrently as Foundation Directors, and must resign their position as an LSB officer if elected to the Board of Directors.

*Proposed Language:*

NOTE: Words to be added are in bold and in CAPS.

Each Local Station Board shall elect a Chair, a Vice-Chair, a Recording Secretary, and a Treasurer, who shall be elected annually at the December meeting of the LSB for a term of one year using the Instant Runoff Voting method. Each of these officers shall serve at the pleasure of the LSB and shall have those powers and shall perform those

duties as may be prescribed by its LSB. With the exception of the Chair and the Vice Chair, an officer of an LSB is not required to be a Delegate, AND THE POSITION OF TREASURER SHALL NOT BE A MEMBER OF THE STATION'S PAID STAFF. Local Station Board officers may not serve concurrently as Foundation Directors, and must resign their position as an LSB officer if elected to the Board of Directors.

Endorsers:

Carolyn Birden-WBAI, Janet Coleman-WBAI, Kim Kaufman-KPFC, Janet Kobren-KPFA, George Reiter-KPFT, Manijeh Saba-WBAI.

## **12. Doubling the frequency of Bylaw amendments: Art. 17 Sec. 1(B)**

### *Rationale / Description:*

The proposed amendment seeks to increase the number of annual Bylaws Amendment periods from the current once per year to twice per year.

The purpose is to facilitate such changes by increasing the objective opportunities for members, LSBs and the PNB to propose and enact such changes.

LSBs and the PNB are often overwhelmed with other work, and as a result, the annual bylaws amendment process creeps-up on us, filing deadlines are missed, and we end-up having to wait until the following year, when the cycle repeats itself. Shortening the length of time in between amendment periods would help keep the timeline on people's minds and schedules. The end result would be bylaws that more accurately reflect current Pacifica reality and needs.

### *Current Language:*

**Article Seventeen, Amendment of Articles of Incorporation and Bylaws, Section 1: Proposing Amendments**

### **B. VOTING AND APPROVAL**

(1) "Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be

posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments."

**NOTE:** Words to be deleted have a **strikethrough** and are in **bold**. Words to be added are in **bold** and in **CAPS**.

**Article Seventeen, [Amendment of Articles of Incorporation and Bylaws](#), Section 1: Proposing Amendments**

**B. VOTING AND APPROVAL**

(1) "Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of **one ballot TWO BALLOTS** per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. ..."

*Proposed Language:*

**Article Seventeen, [Amendment of Articles of Incorporation and Bylaws](#), Section 1: Proposing Amendments**

**B. VOTING AND APPROVAL**

(1) "Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of two ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. ..."

**Endorsers:**

George Reiter-KPFT, Benito Diaz-WPFW, Lawrence Reyes-KPFK, Hank Lamb-KPFT, Lydia Brazon-KPFK, Margy Wilkinson-KPFA, Brian Edwards-Tiekert-KPFA, Tony Norman-WPFW, Adriana Casanave-KPFT, Janet Kobren-KPFA, Richard Uzzell-KPFT.