

Draft Minutes WBAI LSB 4-9-25 Meeting in Public Session

Present: Milton George Allimadi, Carolyn Birden, John Brinkley, Randy Credico, Elliot Crown, Joan de Lorenzo, Paul de Rienzo, Jim Dingeman, Eleanor Elizabeth Forman, Jim Freund, Sally Gellert (PNB Director), Gloria Guillo (Vice Chair), Queen Mother Imakhu, Bounubti Khammentou, Alejandrina Murphy, Katherine O'Sullivan (Chair), Cerene Roberts (PNB Director), James Sagurton (PNB Director), Max Schmid, Alex Steinberg (PNB Director), M. Kay Williams (Secretary)

Also Present: R. Paul Martin (Treasurer), Bob Hennelly (Interim General Manager)

Absent: Gail Bey, Simon Fitzgerald, Sharonne Salaam

Final Agenda

1. Convene meeting- Ask for recording of the meeting to be started. Note how chat is to be used, plus other preliminary remarks by Chair.
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse Absences. (5 minutes)
5. Approve outstanding minutes: March 12, 2025 Meeting (5 minutes)
6. Reports of interim General Manager and interim Program Director. (10 Minutes report 8 minutes discussion- Questions limited to One minute- Responses limited to 90 seconds)
7. Report on Radio Show– (10 Minutes) – James Sagurton *
8. Treasurer's Report. — (5 Minutes report 5 minutes discussion) — R. Paul Martin *
9. Report from Pacifica National Board Directors. (50 minutes) — Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg
10. Report from Community Advisory Board (2 Minutes) – Neale Vos
11. Discussion: Dealing appropriately with attacks on Public and/or Listener Supported media. (7 minutes)
12. Discussion: Appropriate thoughts for observing minutes of silence during LSB meetings and chance to express opinions about what people might choose to keep in mind. (5 minutes.)
13. One minute of silence. (One minute)
14. Discussion: Improving LSB Meetings efficiency including steps to obviating things that take extra times during meetings on a recurring basis. (5 minutes)
15. Discussion and Update: Non-Disclosure Agreements (5 Minutes)
16. Update on Motion for new special rule: Any changes, additions, or corrections to the minutes should be submitted to the Secretary and the private listserv at least 24 hours before any LSB meeting. Any LSB member may abstain from approving the previous minutes without requiring a vote of the LSB. (5 Minutes) — M. Kay Williams (previously Doug Wood)
17. Discussion: Appropriate conduct when using the listservs created to assist communication among present and former members of the WBAI Local Station Board. (5 Minutes) – Gloria Guillo
18. New Business. (5 minutes)
19. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM.)

20. Adjourn no later than 10:01 PM ET (Note: End time of the meeting extended and includes the meeting's one minute of silence).

7:05 pm ET Meeting called to order by the Chair after quorum determined to be present. Recording started. Usual Chairs remarks, including use of the Chat.

The Chair appointed Jack de Palma as Timekeeper.

7:07 pm ET Motion (James Sagurton) To adopt agenda as sent to the members and screen shared.
Seconded by Gloria Guillo

Amendment (Alex Steinberg) To move item 9 , Director's Reports, to before the IGM/IPD report and extend the reports to 50 minutes. Seconded Eleanor Elizabeth Forman

Objection: Gloria Guillo. Wanted to move it to after the IGM/IPD report.

The Board discussed the amendment.

Amendment (James Sagurton) To separate the amendment into two parts and amend the second part:

1. To extend the time to 50 minutes.
2. To decide where we want it on the agenda.

Not Seconded.

The Chair asked if there were any objections to extending Item 9 to 50 minutes. This was passed without objection.

Amendment (Alex Steinberg) States he misspoke and intended the item to go after both the IGM/IPD report and the Radio Committee Report.

The Chair asked if there were any objections to this amendment, and it passed without objection.

Then the agenda as amended passed without objection.

7:14 pm ET Roll Call was taken, results as above (including late arrivals)

7:18 pm ET Motion (Jim Dingeman) To excuse all absences. Seconded by M. Kay Williams. Passed without objection.

7:19 pm ET Motion (Jim Dingeman) To accept minutes of last meeting 3-12-25, sent on Monday 4-7-25.
Seconded (Sally Gellert). Passed without objection.

7:20 pm ET The Chair then called for the Interim General Manager's/Interim Program Director's reports. Bob Hennelly was present and stated that Keziah was unable to be present that evening. He then gave his report.

Highlights:

- Made payroll \$25K, as we have every month since his taking over management, plus our \$7500 semi-monthly processing fees to the Pacifica Foundation. This holding fund was set up to pay for payroll obligations when stations didn't earn enough money for these. Now it goes to pay for Chris La Pilusa, Arthur Schwartz, and replacement engineers not covered by SAG-Aftra. The Foundation is also taking \$3,500 in subcarrier rent from Radio Maria. He is negotiating whether it is still necessary for the National Office to take \$18K per month when we are \$110K in arrears with Tower Rent.
- We have reached \$101K of our fundraising goal of \$250K. We may have to continue to pre-empt programs to do more pitching. Won't pre-empt the most favorite programs. Milton Allimadi has a model pitching style and has also been asked to lead pitching clinics and volunteered to help.
- We have \$37,681.82 in the bank account.
- Arthur Schwartz is working on the Roche (spelling?) bequest of \$225K which may pay the arrears in Tower Rent.
- Sustaining contributions from Unions:
 - \$6,500K SEIU 32B
 - \$2,500 HPAE New Jersey's largest nurses' union
- Volunteers, Ed Fanning and Daniel Mowry (?spelling), have been working on calling major donors and BAI Buddies and increased the number of BAI Buddies from 1100 to 1300, and 30-40 people have increased their donation amounts, but we need more.
- We received a major donation from Mr. Bearhout (spelling?) of \$12,500 to cover 5 months of studio rent which has been finalized at \$2,500 per month, including taking back the large room, where the transmitter interface and ethernet and internet connections are, to create a news room.
- Major donors (gifts in excess of \$500) have increased to \$350K since last June.
- We have become national leaders in live on the ground news coverage:
 - Demonstration of 10K people in Foley Square led by laid off federal workers – March 2025
 - Die-in at Wall Street – March 2025
 - “Hands Off!” Demonstrations – April 2025 – multiple producers, multiple locations nationally
 - “We Decide – America at the Crossroads with Jenna Flannagan” 2-hr coverage of the 2024 elections have been syndicated and are running nationally. He worked on this broadcast with Ursula Rutenberg, Stephanie Schubert, and Lisa Loving, and it has been broadcast over 20 affiliates nationally.

The Board discussed the report. It was noted that, while we are grateful for this information, we have yet to receive the written profit and loss report that we requested in January.

7:39 pm ET The Chair called for the Report on the Radio Show – James Sagurton.

The Chair also called on Shawn Rhodes, Radio Committee member, former LSB Member and former PNB Director, to help present this item.

Highlights:

- The original dates for the broadcasts of LSB members to the Listeners were cancelled out by the amendments voted at the last meeting.
- The Program Director has had to shift programming around to accommodate fundraising needs and the alternative dates presented in the amendments voted at last meeting are not available. Originally, there were pre-emptions reflected in the original schedule, but stretched 6 months apart. Now all these proposed broadcasts have been pre-empted.
- There are questions about these amendments:
 - the last minute nature of their presentation (i.e. 15 minutes before the last meeting);
 - the fact that the Chair didn't realize she has the ability, under Robert's Rules, to both make and break a tie (which nullifies the motion);
 - the fact that someone, who is a past member of the Radio Committee but didn't attend recent meetings, negated the group process of the Radio Committee, which had already decided at its meetings who was to represent them in negotiations with the Interim Program Director;
 - the fact that these negotiations had, in fact, already taken place.

Notice of Motion to Rescind (James Sagurton) At the next meeting, he will present, and, when seconded, the Board will vote at the next meeting on a motion to rescind the above amendments to the original Radio Committee enabling motion. A noticed motion to rescind requires a majority vote. His proposed motion was screenshared and read by the Chair and is appended to these minutes.

The Chair noted that this was a notice only and did not require discussion at this time.

7:46 pm ET The Chair called for the Treasurer's Report – R. Paul Martin

Highlights:

- [For a summary of WBAI's finances, see minutes for the Finance Committee meeting of 3-19-25.]
- At the 3-25-25 NFC meeting, the new NFC Chair decided not to follow RONR, per Article 16 of the By-laws. He stated that he thought the NFC should be run "more like a conversation." When it was pointed out that he had failed to submit an amended motion to approval or vote of the group, he stated that he didn't think it was necessary. The NFC Chair and the PNB Chair were openly hostile to both of the people who had objected, demonstrating they do not intend to run a meeting that is fair to all participants, threatening to put one in the waiting room and muting others. The NFC Chair still claims WBAI's past debts amount to \$9 million [used to say \$8 million].
- The PNB Chair was corrected in her terminology, using the word "insolvent," which means you can't pay your bills, vs. "illiquid," which means you don't have the liquid cash to pay your bills, but your assets are greater than your liabilities.
- The ED stated that taxes and audits were taking all of her time. She gave a schedule for consideration of FY26 draft budgets:

- KPFK -April 22
 - WPFW May 13
 - **WBAI May 27,**
 - KPFT June 10,
 - Pacifica Affiliates Network June 24,
 - KPFA July 8,
 - National Office and Pacifica Radio Archives July 22.
- The KPFA Treasurer questioned WBAI's rent at 388 Atlantic Ave. The ED supported the agreement, which was due to be signed the next day, only wanted to add that WBAI would not be responsible for the building's air conditioning system.
 - **The NFC meeting of 4-8-25 began with an announcement from the PNB Chair that the New Day bylaws had been approved by a California judge and that those bylaws were in effect. She said that the position of LSB Treasurer no longer exists, and that LSB members will no longer be delegates and can't serve on national committees.**
 - Again, the NFC Chair and the PNB Chair both showed hostility to those who objected to this announcement as premature, since proper procedure for changing the by-laws has not been followed, there is a pending court date, and again noting that it was a continuing breach for the PNB Chair to be on the NFC.
 - The ED reported that all five stations and the Pacifica Radio Archives were paying Central Services now although WBAI and KPFK were paying "a small percentage."
 - The ED said that the National Office is posting all of the General Manager positions on a rolling basis. **So far two people have applied for the WBAI General Manager position.** The WBAI position will be officially posted with a 45-day deadline on May 30. She said that there will be interview panels that will involve "volunteers, staff, co-workers and peers."
 - The ED said that she did not have the consolidated financials for the first quarter of FY25 yet and that it would be helpful if the National Business Manager would attend the NFC meetings.
 - There was a short discussion of how the accounting was done for the approximately \$220,000 bequest that was donated for WBAI last year but not included in the 2024 financials. The Executive Director said that she needs a copy of the bequest, but that once the books are closed, it's almost impossible to change the accounting of things then.
 - The ED mentioned WBAI putting together the feeds from various affiliates and other stations to make a three hour special, covering the protest marches over the weekend.
 - There was a discussion about there no longer being local Finance Committees. The ED said that she hoped that Pacifica wouldn't push aside the volunteers who can help.
 - There was a discussion of the meaning of the phrase "self-sustaining" in all versions of the bylaws, which seems to be aimed at WBAI.
 - The PNB Chair (Susan Young) made the following **Motion**: "That the 2025 Treasurers be invited to continue to serve on the NFC as resource persons in a non-voting capacity." (Passed 5 for, 3 against, 1 abstention).
 - R. Paul isn't sure he will continue on the NFC as a "resource person," although someone needs to speak up for WBAI there.

The Board discussed the report.

7:55 pm ET Due to time constraints, the Chair deferred questions on the Treasurer's Report, and called for the PNB Directors reports: Sally Gellert, Cerene Roberts, James Sagurton, and Alex Steinberg.

Highlights:

- Alex Steinberg read his report to the PNB re "New Day Hijacking of Pacifica" (appended to these minutes, along with Arthur Schwartz's brief, which was by-passed).
- On 4-3-25, in closed session, the PNB voted to accept the "mediation" of the New Day lawsuit vs Pacifica, which includes replacing the current Pacifica by-laws with the amended New Day by-laws. Directors were forbidden to reveal how this vote went.
- A director who was present on the zoom call, reported on the court appearance on 4-8-25. She stated the report of the mediation was filed, the clerk checked in the participants, but the expected hearing was deferred to July 3rd.
- The ED nevertheless issued a press release stating that the mediation was a done deal and the amended New Day By-Laws were "now in effect."
- Those who wish to protest this illegal takeover of Pacifica are in the process of creating a website and will be collecting funds for legal procedures.
- By whatever set of Bylaws, the original Pacifica By-laws, or the New Day versions, there is a process of amending the By-laws:
 - The amendments must be properly proposed, i.e. from a percentage of listener-members PNB Directors, or LSB's
 - They must be noticed on-air and on-line for 45 days
 - [Since they restructure the entire network, they should be submitted to the entire membership to vote.]
- Four women went into closed session to "mediate" a lawsuit which Pacifica was well on its way to winning, before the Pacifica counsel was sidelined. These four women cannot change the By-laws by violating the By-laws.
- There may be also violations of the California Corporation Codes.
[i.e. violating our by-laws, absence of an Audit Committee]
- The PNB now only meets once a month. There is no executive committee. New developments are not passed on to the full board. We should act as if the situation is urgent.
- Also, just like there are undemocratic things that happen on the PNB, there are also undemocratic things that happen on the WBAI LSB.

The Board discussed the reports.

8:11 pm ET Motion (Eleanor Elizabeth Forman) That the LSB draw up a statement for the judge that we are opposed to this settlement. (Not seconded).

The Board continued to discuss the reports.

8:26 pm ET Eleanor Elizabeth Forman repeated her motion. Seconded by Cerene Roberts.

The Board continued to discuss the reports.

Amendment (Alex Steinberg) To change the wording to say that “The WBAI LSB recommends to the PNB that ... ” because the LSB can’t speak directly to the judge. Seconded by Carolyn Birden.

The Board discussed the motion and the amendment.

8:47 pm ET Alternative Motion (John Brinkley) To establish an Ad Hoc Committee to develop strategy to address the threat from current New Day actions on the Pacifica National Board. This Ad Hoc committee should have at least one LSB member who is also a Pacifica Director. This Ad Hoc Committee can: set up a GoFundMe account to pay for an attorney; call, if necessary, a special LSB meeting; and make recommendations to the LSB. Seconded by Joan De Lorenzo and Eleanor Elizabeth Forman, who withdrew her original motion.

The Board discussed the new motion.

8:49 pm ET Motion (John Brinkley) To extend the discussion 5 minutes. Seconded (?Sally Gellert). Passed without objection.

The Board continued to discuss the new motion.

The substitute motion about the ad hoc committee passed without objection.

8:54 pm ET The Chair called for the CAB Report – Neale Vos

Highlights:

- Request for a tarot or psychic reading on air.
- Request to rotate programs on a fixed schedule.
- Request to get Gary Null back.
- Request that the station prove to listeners that the \$25K FCC fine was paid.
- Request to post on the wbai.org website instructions how to get programs on the air.
- Request Jimmy Dore allow listener call-ins with opposing opinions.
- Need young people on the air.
- Need to advertise to get more listeners.
- Need to find out what listeners want.

8:55 pm ET The Chair called for Item 11: Discussion: Dealing appropriately with attacks on Public and/or Listener Supported media.

The Board discussed the topic.

9:01 pm ET The Chair called for Item 12: Discussion: Appropriate thoughts for observing minutes of silence during LSB meetings and chance to express opinions about what people might choose to keep in mind.

The Board discussed the topic.

9:04 pm ET The Chair called for a Moment of Silence. There was no particular passing noted by anyone.

9:05 pm ET The Chair called for Item 14: Discussion: Improving LSB Meeting efficiency including steps to obviate things that take extra time during meetings on a recurring basis.

The Board discussed the topic.

9:06 pm ET The Chair called for Item 15: Discussion and Update: Non-Disclosure Agreements

The Board discussed the topic.

9:12 pm ET The Chair called for Item 16: Update on Motion for new special rule: Any changes, additions, or corrections to the minutes should be submitted to the Secretary and the private listserv at least 24 hours before any LSB meeting. Any LSB member may abstain from approving the previous minutes without requiring a vote of the LSB. Originally presented by Doug Wood, who has now resigned from the LSB for health reasons.

M. Kay Williams reviewed background on this motion.

The Board discussed the item.

The Chair ruled that actions on this item can be proposed as needed at future meetings.

9:16 pm ET The Chair called for Public Comment

The Board heard Public Comment.

9:46 pm ET The Chair called for Item 17: Discussion: Appropriate conduct when using the listservs created to assist communication among present and former members of the WBAI Local Station Board.

Gloria Guillo requested to defer this discussion to 3 or 4 months from now.

9:48 pm ET The Chair called for New Business.

Motion (Eleanor Elizabeth Forman) To open the chat to all, the way it used to be. (not seconded)

The Chair ruled this motion out of order, after consultation with R. Paul Martin, who is very familiar with Robert's Rules.

There was no other new business.

9:53 pm ET The Chair called for a motion to adjourn.

Motion (Sally Gellert) Move to adjourn. Seconded by M. Kay Williams.

The Chair adjourned the meeting.

Submitted by M. Kay Williams, WBAI LSB Secretary

Notice of Motion to Rescind

From:James Sagurton <james.sagurton@gmail.com>

To:Matilda Katherine Williams <katherinewill@earthlink.net>

Subject:Notice of Motion to Rescind

Date:Apr 9, 2025 5:54 PM

Notice is hereby given that I, James Sagurton, an elected Listener Member of the WBAI Local Station Board (LSB), will move at the May 14, 2025 WBAI LSB meeting to rescind the Resolution passed at the March 12, 2025 WBAI LSB meeting that amended the Radio Committee Empowering Resolution and purported to change the scheduling and structure of the WBAI Radio Show.

WBAI Treasurer's Report or Ex-Treasurer's Report April 9, 2025

The WBAI local Finance Committee met on March 19, 2025. The National Finance Committee (NFC) met on March 25, and April 8, 2025. These meetings were held by teleconference. At the March 19, 2025, local Finance Committee meeting the committee reelected M. Kay Williams as committee Secretary.

The interim General Manager reported that he was really pleased with WBAI's three hour coverage of the recent mass rally by labor and other organizations protesting the actions of the current Trump/Musk administration. He said that the station had \$50,885 cash in bank, and that there was \$790 in WBAI's PayPal account. He said that the station had raised \$75,770 of the on air fund raiser's \$250,000 goal. He said that since the change in WBAI Management the station had gone from about 1,100 BAI Buddies to close to 1,300 which results in about \$24,000 in recurring monthly income. He said that he was also seeing a trend of people increasing their BAI Buddy commitment which he attributed to two volunteers who were calling folks up. He said that in the nine months from August 26, 2023, to June 6, 2024, the station had gotten \$133,415 in major gifts as defined as donations of \$500 or more. He said there had been revenue of \$15,375 from the City of New York for the "Vision Zero" public service announcements. He said that in the comparable period from June 7, 2024, to March 19, 2025, the station had brought in about \$334,000 in major gifts which includes a total of \$228,590 from Unions. He said that Business Manager Chris LaPilusa had gotten a sense of some of the flows of monthly expenses. He told the committee that WBAI's payroll expenses run about \$33,000 a month and \$15,000 or \$16,000 for each of the semi-monthly pay periods, and that Pacifica charges a "Payroll Processing Fee" of \$7,400 for every pay period, which Pacifica Management told him was because stations, more than just WBAI, had missed making payroll and that insurance payments had not been paid in the past. He said that Pacifica Management had wanted to create a cash reserve that could be counted on and that's why there's a Payroll Processing Fee every payroll period.

The interim General Manager told the committee that with regard to the Subsidiary Communications Authorization (SCA) at least one of the religious broadcasters, Radio Maria, was making monthly payments of \$3,500. He said that WBAI is therefore sending Pacifica close to \$18,000 on a monthly basis.

Later in the meeting he noted that it had taken him six months to get the confirmation that Radio Maria was paying \$3,500 a month and he said that he was still trying to find out what became of the other SCA lease holder.

The interim General Manager told the committee that the Tower Rent bill was back over \$100,000 in arrears. He said that as a result WBAI Management was in the process of negotiating with Pacifica and pushing back on the Payroll Processing Fee. He said that it was disconcerting that he'd been involved with fund raising in the \$50,000 to \$60,000 range for creating national programming for the convention over the Summer prior to becoming interim General Manager and yet and yet Pacifica is charging WBAI for things related to that project. He said that three of the low power FM stations that are Pacifica affiliates that he'd been working with were paid \$5,000 each for their work on the convention coverage, but one station didn't cash their \$5,000 check until February, and the bank wouldn't honor a check that old. He said that another check had to be issued and that \$5,000 was taken out of WBAI's account. He said that a technical worker on the convention had submitted a bill for \$2,700 for work on the convention and the interim General Manager noted that he'd raised the money for the convention and he made sure that the \$2,700 was not taken out of the WBAI account.

The interim General Manager told the committee that the station was paying studio rent at 388 Atlantic Ave. of \$2,500 a month and that we were getting some space back so that the station can create a News Room.

The interim General Manager said that there was an additional \$15,000 from Unions that had been raised as part of the on-air fund raiser. He said that some of the donations from Unions were sustaining sponsorships and so would continue through the year.

The committee discussed the report with the interim General Manager. I requested that he send us financial documents before the meeting, especially the current Accounts Payable. I asked him for the current Accounts Payable and he said that payroll was \$33,215 a month, the additional contract workers cost about \$6,000 a month, other monthly expenses are software services cost \$1,400, Studio Rent costs \$2,500, the copy machine lease is \$390, the Verizon Business account costs \$274, a service that allows people to call in on the phone and be put on the air costs \$459, Spectrum Cable costs \$554 and Tower Rent \$18,000. In answer to a question the interim General Manager said that monthly expenses were about \$80,000 to \$100,000 for WBAI. I asked about his previous statement that WBAI costs \$70,000 to \$75,000 a month to operate. He said that the Pacifica Payroll Processing Fee was something WBAI Management had just gotten its arms around and started asking questions about. I asked once again that he send the committee things like the Accounts Payable before local Finance Committee meetings so that we can get a handle on revenue and expenses. I noted that the Executive Director had said at a recent NFC meeting that we had been getting bank statements and other things but that this had not happened. The interim General Manager amended his previous statement and said that he'd just added up the figures and that WBAI cost closer to about \$85,000 a month to run. He said he would send it to me. Unfortunately, he has not sent it to me as of the time I'm sending out this Treasurer's Report.

The interim General Manager answered a question about the Payroll Processing Fee saying that a number of items were related to it including the Health Insurance premiums and the \$5,000 a month retainer for the Pacifica General Counsel which is paid by Pacifica. He said that he had received positive response to

negotiating it downward. He said that Pacifica does need to look at its financial structure with regard to what the stations are responsible for. He said that all bills are Pacifica's and they take \$18,500 month from WBAI and let the Tower Rent go delinquent. He said that he thought that we'd find an accommodation with Pacifica.

The interim General Manager told the committee that BAI Buddies, needed to bring in \$50,000 to \$60,000 per month. He said that people were working the phones and having conversations with people.

In answer to a question the interim General Manager said that he did not have any more on the accounting for the approximately \$220,000 bequest that WBAI had gotten. He said that it was on the same list of inquires as the second SCA lease holder. He also said that he was asking for more details on the Payroll Processing Fee.

At the March 25, 2025, NFC meeting we ran into issues with the NFC Chair not wanting to run the meeting according to Robert's Rules of Order Newly Revised (12th ed.) (RONR 12) which is mandated as the parliamentary authority for Pacifica, as per Article 16 of the bylaws. He did not keep track of an amended motion, having only the amendment passed. I pointed out that we still needed to pass the amended motion. He was unsure if we'd passed it, we hadn't. He said that his fellow KPFA member on the NFC had suggested that the meetings be run more like a conversation instead of motions and seconds and discussions. Of course this violates the rules that the bylaws mandate for running meetings. As I tried to explain why order is a good thing the PNB Chair started shouting over me and trying to move the meeting on without the motion being passed. James Sagurton raised a point of order saying that I should be allowed to complete my statement and the Chair just went on without recognizing him. When James Sagurton challenged the ruling of the Chair the Chair said, "Everyone who supports James Sagurton's continued interruptions please say," At this point both James Sagurton and I objected to that kind of phrasing, which is so clearly prejudicial intended to berate a member and in violation of RONR 12. The Chair then said, "I'm not going to play nice." In the course of the back and forth he told James Sagurton that if he didn't like it he should leave. After more back and forth the Chair said, "Oh, piss off James." This is not how a Chair is supposed to behave.

I'm relating this incident because it illustrates the New Day et al. faction's attitude that they can just do what they please and sweep aside anyone who doesn't agree with them. It's clear that the NFC Chair does not know how to run a meeting, at least he does not understand how to run a meeting that's fair to all participants.

The Chair then made a statement which I think it is important for everyone at WBAI, and everyone around the Pacifica network, and beyond, to know about. He said, "This is why nothing ever gets done. It's because WBAI consistently interrupts everybody with pointless order pointless points of orders," at this point I spoke up and we both spoke at once with me referring to people trying to railroad things. This illustrates the hostility of the New Day et al. faction, and they are now openly showing their hostility.

The Executive Director said that taxes and audits were taking her full time. She talked about the timing for the consideration of the FY26 draft budgets. She gave this schedule: KPFA April 22, WPFW May 13, WBAI May 27, KPFT June 10, Pacifica Affiliates Network June 24, KPFA July 8, National Office and Pacifica Radio

Archives July 22. She said that the NFC would have station financials to look at. She said that she could not give us a date for when the consolidated financials for the first quarter of FY25 would be available.

The KPFA Treasurer questioned WBAI's rent at 388 Atlantic Ave. and the Executive Director explained that she had been involved with the discussion with the landlord and that there is an agreement in writing that's under discussion, she said we've been paying rent and we have a good relationship with the landlord at 388 Atlantic Ave. She said that Pacifica would probably be signing everything related to the studio rent the next day. She said that there were a few things that she wanted to tweak e.g. WBAI should not be responsible for the building's air conditioning system.

The NFC discussed a proposal from a former NFC member regarding more timely financial reporting. The lack of personnel and money to do this was noted.

At this meeting the PNB Chair stated that Pacifica has been insolvent since 2022. This is not correct. Pacifica has been illiquid since before that year. Insolvent means you not only can't pay your bills but your assets can't cover your liabilities. Illiquid means you lack sufficient cash flow to pay your bills, but your assets are greater than your liabilities. It's an important difference.

The April 8, 2025, NFC meeting started as no other ever has in my 17 years on the committee. The PNB Chair told us that the New Day et al. bylaws had been approved by a California judge and that those bylaws were in effect. She said that the position of LSB Treasurer no longer existed. So the NFC suddenly had a much smaller membership. She also said that LSB members will no longer be delegates and can't serve on national committees.

James Sagurton contended that the new bylaws do not really replace the pre-existing bylaws due to the way in which it was done. When he again just mentioned that it was a continuing breach for the PNB Chair to be on the NFC, the NFC Chair called him out of order and threatened to put him in the waiting room. I said that from what I can see there was just a bunch of self-dealing going on with regard to the court proceedings. The NFC Chair then asked what this had to do with the NFC, and I said that it would take the Treasurers off the NFC and the Treasurers just might be in touch with things locally. The NFC Chair then started speaking over me and making some odd, false accusation about the Treasurers not being able to do that previously. James Sagurton called the NFC Chair to order for trying to speak over me. I went on to say that the Chair hasn't been on the NFC for long and hasn't seen the Treasurers prevent some idiotic things from being done by Directors who think they know it all. I said that the new bylaws are terrible and the way it was done did not smell very good.

So, this may be how the NFC works from now on.

The Executive Director reported that all of the stations and the Pacifica Radio Archives were paying Central Services fees now with KPFK and WBAI paying "a small percentage" of their Central Services fees.

The Executive Director said that the National Office is posting all of the General Manager positions on a rolling basis. So far two people have applied for the WBAI General Manager position. The WBAI position will be officially posted with a 45 day deadline on May 30, She said that there will be interview panels that will involve volunteers, Staff, co-workers and peers.

The Executive Director said that she did not have the consolidated financials for the first quarter of FY25 yet and she didn't know when we would have them. She said that it would be helpful to have the National Business Manager attend the NFC meetings, but she has a family obligation every Tuesday night. She said she'd try to get her to attend.

There was a short discussion of how the accounting was done for the approximately \$220,000 bequest that had been for WBAI last year. The Executive Director said that she needs a copy of the bequest and that once we close the books they are closed and it's almost impossible to change the accounting of things then. She seemed to say that we shouldn't talk about who owes whom what. The PNB Chair said she appreciated that.

The Executive Director talked about the coverage of the protest marches over the weekend and told about WBAI putting together the feeds from various affiliates and other stations to make a three hour special covering the protests.

There was a discussion about there no longer being local Finance Committees. The Executive Director said that she hoped that Pacifica wouldn't push aside the volunteers who can help us. She said she would reach out.

There was a discussion of the meaning of the phrase "self-sustaining" in all versions of the bylaws. I think that someone clearly wants to aim that at WBAI.

The PNB Chair made the following Motion: (Susan Young) "That the 2025, Treasurers be invited to continue to serve on the NFC as resource persons in a non-voting capacity." (Passed 5 for, 3 against, 1 abstention) Yes, they had us vote on this motion about how we can't vote anymore. After this, the meeting adjourned.

So, the NFC looks like it may be functionally seriously impaired. The New Day et al. faction's bylaws have been enacted by acts of self-dealing by that faction in front of a friendly California judge. The WBAI local Finance Committee is now extinct, according to the New Day et al. faction, after having served for over 21 years, as are all other local Finance Committees.

I think we are watching the destruction of Pacifica here. The way that NFC meetings are being run now is unprecedented. There have been serious disagreements on the NFC in the past, but the worst of them have not been quite like this.

The PNB Chair said that the New Day et al. bylaws have the same requirements for selling a station or other assets that the Pacifica bylaws have had in them for the past 21 years.

All of the now former Treasurers have been invited to continue as "resource persons." I have to consider whether or not I'm going to do that. On the one hand I do not need the abuse of the New Day et al. super majority but on the other hand WBAI is going to need all of the help it can get with the new situation, unless we can all find a way to reverse this travesty.

I am more pessimistic than ever about WBAI and Pacifica's survival.

R. Paul Martin WBAI LSB Treasurer

New Day Hijacking of Pacifica

Alex Steinberg, Report to the WBAI LSB, April 9, 2025

In order to understand what is happening today in Pacifica we need a little bit of historical context. I will start with the adoption of Pacifica's new bylaws in 2002 that for the first time allowed listeners and staff to vote for who represents them on the Board of Directors and created Local Station Boards that provided some input for listeners and staff to influence programming, a performance review and hiring of local management and work on a budget in partnership with local management.

At the time of the new bylaws in 2004 WBAI had over 20,000 member subscribers and KPFA had approximately 28,000.

As of the last election in 2024 WBAI had 6,766 members and KPFA 14,936 members. (The figures for the other stations were WPFW: 7,218 members, KPFA: 11,451 members, KPFT: 3,647 members.)

This huge drop in listeners' subscribers in the past two decades was matched by a huge drop in listeners and to our revenues at each of the Pacifica stations.

There are many reasons for this drop both structural and managerial that I will not go into but what it did to Pacifica internal political life was begin a long process of a zero-sum blame game. The stations on the West Coast, particularly KPFA, whose subscriber base and revenue was also dropping precipitously, but not as precipitously as WBAI, began scapegoating WBAI for Pacifica's problems.

Many battles within Pacifica ensued in this zero-sum game where there are no winners. One historic event was the illegal shutdown of WBAI on October 7, 2019 by a minority group of the Board of Directors together with the then Executive Director. We were able to reverse that in court and brought WBAI back on the air a month later in November. However the combination of legal bills and WBAI being unable to raise funds for more than a month cost Pacifica somewhere between \$500,000 - \$1,000,000.

The scapegoating of WBAI continued and those who were behind the illegal shutdown of WBAI decided on another plan of attack. They would change the bylaws so that the democratic governance system that came into being in 2002 would be replaced with a far more centralized and top-down structure in which the autonomy of each radio station would be eliminated and create a new Board of Directors with a new set of rules that would defacto guarantee the Board would always be dominated by the KPFA Directors and their allies.

So, they forced a bylaws referendum on us in 2020 when we had barely recovered from the events of 2019. That referendum was soundly defeated by a vote of both listeners and staff.

The people behind that referendum, largely the same crowd that supported the shutdown of WBAI, were persistent and forced yet another referendum on us in 2021. That was the referendum backed by a group calling themselves New Day Pacifica. They met with the Executive Director, Pacifica's attorney at the time, and a group of Directors, behind the backs of the rest of the PNB.

The New Day Pacifica group had lots of money to finance their campaign through a list of contacts they gathered in an illicit manner. They were also guilty of numerous violations of the fair campaign provisions during the balloting for the referendum. When the votes were counted, they were able to convince about 55% of the listeners to support their bylaws rewrite. However, thanks especially to the solid opposition among staff at WBAI and WPFW they lost the vote among staff. WBAI staff, no doubt recalling the events of 2019, during which all WBAI paid staff were fired, voted 131 to 1 against the New Day rewrite of the bylaws. WBAI listeners voted by a margin of 93% against the bylaws. WPFW staff voted by a margin of 90% against the New Day bylaws. Because the referendum had a different impact on staff and listeners, the referendum had to be approved by both classes of members in order to be approved. Since it was defeated in the staff election, the National Elections Supervisor declared the Referendum to have been defeated. I was the Chair of the PNB when that referendum happened and was very active in the campaign to defeat it.

That should have been the end of the matter, but the New Day Pacifica group decided that no matter what the Elections Supervisor had declared, the New Day Referendum had won. In order to prevent New Day from doing any more damage to Pacifica, by proclaiming that they won the referendum, the Pacifica Attorney, Arthur Schwartz, went to court to enjoin New Day from continuing their destructive actions.

The case was finally heard and after discovery motions were completed a judgement was issued on April 23, 2023. The ruling from Judge Tavelman stated that,

“... Pacifica’s Motion for Summary Judgment/Adjudication on its first cause of action for Declaratory Relief is GRANTED, the Court concludes that a parallel vote was needed. “

That should have been the end of the matter again.

But a year later, the New Day Pacifica group came up with the novel theory that the Referendum actually won because the staff vote at WBAI was fraudulent. They managed to file a cross complaint with the court making that claim. Their argument was not based on any evidence but expressed the opinion that the vote must have been fraudulent because it was otherwise not credible that 99% of WBAI staff had voted against the referendum. In fact, it was perfectly credible once you understand this history and how profoundly the WBAI staff despised the New Day Referendum. In any case the time to adjudicate allegations of fraud during the balloting would have been during the balloting when the National Elections Supervisor could adjudicate such disputes. In fact, many disputes were adjudicated by the National Elections Supervisor during the balloting. Such an allegation, made 3 years after the election was certified and a year after a summary judgement was issued, should never have been entertained but the Pacifica National Board took it seriously in 2024. Some members of the PNB proposed that there should be a settlement of the case through negotiations between New Day and Pacifica. When this attempt to replace Pacifica’s bylaws through the back door was placed before the entire PNB, it was met with outrage and promptly withdrawn.

Now let’s skip ahead to 2025 and the current PNB. In January, a new PNB was seated that had a large majority of supporters of the New Day bylaws. They decided to bring back the settlement agreement that failed to gain a majority the previous year. In order to make that happen they first had to remove Pacifica’s legal counsel, Arthur Schwartz, who was strongly opposed to caving in to the demands of New

Day, especially since Pacifica had obtained a summary judgment against New Day. So, the PNB majority removed the counsel who had been arguing the case since 2021, and substituted for him a hand-picked attorney who had no history with Pacifica, but who would do what he was asked to do on behalf of the PNB majority.

All this was sprung on the PNB at a closed meeting on March 13, 2025 and we were forced to vote on a so-called mediation between Pacifica and New Day. We are not allowed to publicize who voted for and who voted against the proposed mediation. The mediation was in fact fraudulent because the side nominally representing Pacifica was not in reality opposed to the side representing New Day, and refused to defend Pacifica's arguments in the legal case. Those of us on the PNB opposed to this agreement tried to send a letter to the mediator alerting him to the fact that he may be participating in a charade meant to deceive the court. But we were not given the contact information for the mediator. We then requested that Executive Director forward a letter from us to the mediator but she did not respond to our request.

The following week, at another secret meeting of the PNB, the results of the mediation were announced, and surprise, surprise, Pacifica agreed to New Day's demands that a version of the New Day bylaws should be adopted. The new bylaws that were agreed to in the settlement were for the most part the rewrite of the Pacifica bylaws proposed by New Day in the 2021 Referendum, but also included a few bylaw changes that were neither part of the original New Day bylaws nor the original Pacifica bylaws. This new set of bylaws were arrived at through a previously unknown mechanism of a half a dozen people meeting behind closed doors and imposing their will on the 45,000 members of Pacifica.

The settlement was then announced as if it were a done deal. There was a court hearing on the matter on Tuesday, April 8, but the Pacifica Executive Director treated the court hearing as a largely superfluous formality and went ahead and issued a Press Release proclaiming the New Day Bylaws are now in effect on the weekend prior to the court hearing.

Those of us opposed to this unlawful and unethical deal had hardly any time to prepare. A brief was filed with the court but was rejected by the court due to a technical error so we were not able to argue our case. There was in fact no hearing on April 8, just the filing of the proposal for the settlement. The Judge signed the papers on April 10 but left room for arguments to be heard against acceptance of the settlement. A further hearing on the matter has been scheduled for July 3. A small group is currently working on getting a hearing prior to that date so that the Judge is made aware that there is opposition to the settlement.

Others can speak about how undemocratic the new bylaws are but I want to alert you to the fact that the ED and Pacifica's Officers are trying to establish a *fait accompli* by claiming the bylaws are already in effect. R. Paul Martin was told at a meeting of the National Finance Committee that he is no longer a member of that committee because the new bylaws do not allow LSB treasurers to be on the committee.

If you see an analogy to the way the PNB aligned New Day majority is behaving with Trump and Musk you are not wrong. They are tearing down whatever is left of democracy and input from listeners in Pacifica in the same manner that Trump and Musk are destroying our democratic rights and killing all the institutions that protect the public good. Even before imposing the new bylaws this PNB made it clear they want no input from the LSB or from committees. They have shut down virtually all the committees where

listener members can participate such as the Programming and Elections Committees. They took away the right of the LSB to select candidates for General Manager. And they are as arrogant as Musk and Trump in their conviction that they can do whatever they want, regardless of its legality, with complete impunity.

We can and will resist this takeover.

Thank you.

Alex Steinberg

Listener Representative from WBAI to the Pacifica National Board, member of the WBAI Local Station Board, former Chair of the Pacifica National Board

Declaration of Support of Motion to Dismiss, Brief filed by Arthur Schwartz, Esq., filed 4-3-25 in the Superior Court of LA County, California, sent by pdf along with these minutes.