

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Open Meeting
Thursday, September 24, 2015 - 10:00PM ET

I. **Call to Order**

A. Roll call and establishment of quorum

Teresa Allen, KPFT	Janet Kobren, KPFA
Rodrigo Argueta, KPFK	Janis Lane-Ewart, KFAI Affiliate
Carolyn Birden, WBAI	Robert Mark, KPFT
Lydia Brazon, KPFK	Brenda Medina, KPFK
Jim Brown, WPFW	Tony Norman, WPFW
Stephen Brown, WBAI	Robert Rabin (Siegal), WVQR Affiliate
Adriana Casenave, KPFT	George Reiter, KPFT
Janet Coleman, WBAI	Lawrence Reyes, KPFK
Benito Diaz, WPFW	Cerene Roberts, WBAI
Brian Edwards-Tiekert, KPFA	Pete Tucker, WPFW
Jose Luis Fuentes, KPFA	Margy Wilkinson, KPFA
Staff:	
John Proffitt, ED	

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

C. Excused absences

D. Agenda Approval (30 min)

E. Next meeting: October 15, 2015

II. Vote on proposed bylaws amendments (total 70 min. - 10 min. each)

At this meeting, per the bylaws, “the proposed amendment(s) must be approved by the majority of all Directors on the Board” (see APPENDIX A below).

A. Amendment concerning Change of Membership Class Status (Casenave)

(see http://pacific.org/documents/amendments_150731/ArticleFourSectionTwoProposedBylawsAmendment150731.pdf or APPENDIX B below for the full text)

B. Remote participation and accessibility at in-person meetings (Kobren)

(see http://pacific.org/documents/amendments_150731/RemoteParticipationAndAccessibilityAtInPersonMeetings150731.pdf or APPENDIX C below for the full text)

C. Term limits (Casenave)

(see http://pacific.org/documents/amendments_150731/ArticleFourSection8TermLimitsProposedAmendment150731.pdf or APPENDIX D below for the full text)

D. PNB quorum (Brazon)

(see http://pacific.org/documents/amendments_150731/BylawsAmendPNBQuorumArticleSixSecFive150731.pdf or APPENDIX E below for the full text)

E. LSB quorum (Brazon)

(see http://pacific.org/documents/amendments_150731/LSB%20QUORUMArticleSeven150731.pdf or APPENDIX F below for the full text)

F. LSB Town Hall fundraiser (Brazon)

(see http://pacific.org/documents/amendments_150731/BylawsAmendmentReplacingOneTownHall150731.pdf or APPENDIX G below for the full text)

G. Regular Meetings by Phone (Brazon)

(see http://pacific.org/documents/amendments_150731/RegularMtgsByTelArticleSixSec3_150731b.pdf or APPENDIX H below for the full text)

III. KPFK LSB motion (10 min.)
[approved at 9/20/15 KPFK LSB meeting]

The KPFK LSB recommends to the Pacifica National Board that if the station requires bridge loans, the GM and LSB members are authorized to make such loans. Only loans that do not constitute a conflict of interest according to Pacifica Bylaws and California law shall be accepted.

IV. Motion to Assign the ED search to the Personnel Committee (10 min.)

V. ED Report (20 min.)

VI. Committee Reports and Motions (15 min.)

A. Coordinating Committee

1. Regularly Scheduled Open Session special meetings
[approved by Coordinating Committee, 3/2/15]

(see APPENDIX I below)

B. Archives Taskforce

1. Recording station motion
[passed without objection by Archives Taskforce, 5/9/15]

(see APPENDIX J below)

C. Audit Committee

1. Audit Committee motion on Centralized Accounting
[approved by Audit Committee, 9/22/15]

(see APPENDIX K below)

VII. Old Business

- A. Motion re. Term Inheritance
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

VII. Old Business (cont.)

- B. Motion re. Special Rule re. In-Person Meeting Order
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX L below)

- C. Motion re. Special Rule re. Public Comment
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX M below)

- D. Employee Timesheets Policy (10 min.)
[Kobren, referred at 6/13/15 PNB executive session to open session;
noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX N below)

- E. KPFA Management terminology motion (10 min.)
[Kobren; on 7/9/15 PNB OPEN agenda; referred at 6/13/15 PNB
executive session to open session; noticed 6/14/15]

(see APPENDIX O below)

- F. Motion on KPFA hiring process for temporary and occasional employees
(10 min.)
[Kobren; on 7/9/15 PNB OPEN agenda; noticed 6/14/15; referred at
6/13/15 PNB executive session to open session]

(see APPENDIX P below)

- G. Motion to change the due dates of July 15 to August 15, 2015 for all
reports referenced in the motion Programming Operations motion
(approved June 12-15, 2015)
[Roberts; on 7/9/15 PNB OPEN agenda; noticed 7/6/15]

(see APPENDIX Q below)

- H. Motion to Censure Margy Wilkinson by the Pacifica National Board
[S.Brown, noticed 8/6/15, on 8/6/15 PNB open agenda] (10 min.)

(see APPENDIX R below)

VIII. Adjourn

(by 11:45PM ET)

APPENDIX A:

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

B. VOTING AND APPROVAL

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

(i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB.

APPENDIX B:

Amendment concerning Change of Membership Class Status

(see http://pacific.org/documents/amendments_150731/ArticleFourSectionTwoProposedBylawsAmendment150731.pdf)

Existing Bylaws Language:

Article Four, Delegates, Section 2: Eligibility; Nomination of Delegates A. ELIGIBILITY

Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate for the Foundation radio station with which s/he is affiliated by the signatures of fifteen (15) Listener-Sponsor Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public office at any level of government, federal, state, or local, or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

Any Staff Member in good standing may be nominated for the office of Staff Delegate for the Foundation radio station with which s/he is affiliated by the signatures of five (5) Staff Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public office at any level of government, federal, state, or local, or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

B. NOMINATION PROCEDURES

Each Member seeking to be a nominee shall submit: (1) the required number of nominating signatures on the form provided by the local elections supervisor; (2) a statement of whether the candidate is running for election as a Listener-Sponsor Delegate or a Staff Delegate; (3) a written statement of up to 500 words in length by the candidate introducing himself/herself and his/her interest in, or qualifications for, serving as a Delegate, which statement shall be distributed, or otherwise made available, to the Members entitled to vote along with the written ballot; and (4) a statement acknowledging that s/he has read and understood the "Fair Campaign Provisions" set forth in Section 6 of this Article of the Bylaws. The names of up to five (5) of the candidate's nominators may be listed at the end of a candidate's statement. Each candidate also may, but is not required to, for informational purposes indicate his/her gender and racial or ethnic heritage.

PROPOSED AMENDED TEXT:

(PROPOSED TEXT TO BE ADDED FOLLOWING EXISTING TEXT)

C. CHANGE OF CLASS STATUS.

Any Listener-Sponsor Delegate that becomes qualified as a Staff member under Bylaws Section 3.1.B, will be immediately removed from her/his position as Delegate and replaced by a Listener-Sponsor member pursuant to Article Four, Delegates, Section 10: Filling of Vacancies of this Bylaws.

THE REVISED LANGUAGE WILL READ:

Article Four, Delegates, Section 2: Eligibility; Nomination of Delegates A. ELIGIBILITY

Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate for the Foundation radio station with which s/he is affiliated by the signatures of fifteen (15) Listener-Sponsor Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public

office at any level of government , federal, state, or local , or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

Any Staff Member in good standing may be nominated for the office of Staff Delegate for the Foundation radio station with which s/he is affiliated by the signatures of five (5) Staff Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public office at any level of government, federal, state, or local , or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

B. NOMINATION PROCEDURES

Each Member seeking to be a nominee shall submit: (1) the required number of nominating signatures on the form provided by the local elections supervisor; (2) a statement of whether the candidate is running for election as a Listener-Sponsor Delegate or a Staff Delegate; (3) a written statement of up to 500 words in length by the candidate introducing himself/herself and his/her interest in, or qualifications for, serving as a Delegate, which statement shall be distributed, or otherwise made available, to the Members entitled to vote along with the written ballot; and (4) a statement acknowledging that s/he has read and understood the "Fair Campaign Provisions" set forth in Section 6 of this Article of the Bylaws. The names of up to five (5) of the candidate's nominators may be listed at the end of a candidate's statement. Each candidate also may, but is not required to, for informational purposes indicate his/her gender and racial or ethnic heritage.

C. CHANGE OF CLASS STATUS

Any Listener-Sponsor Delegate that becomes qualified as a Staff member under Bylaws Section 3.1.B, will be immediately removed from her/his position as Delegate and replaced by a Listener-Sponsor member pursuant to Article Four, Delegates, Section 10: Filling of Vacancies of this Bylaws.

Rationalization:

It will deter candidates to run for Listener-Sponsor seat at the Board in the hope to obtain and/or bargain for a program at the station after being elected.

It will keep the percentage of representation between the two classes of membership as intended by the Pacifica Foundation Bylaws.

Bylaws amendment proposed by the following Pacifica National Board of Directors:

Adriana Casenave KPFT Lydia Brazon KPFK Brian Edwards-Tiekert KPFA Margy Wilkinson KPFA

Lawrence Reyes KPFK Benito Diaz WPFW

APPENDIX C:

Remote participation and accessibility at in-person meetings

(see http://pacifica.org/documents/amendments_150731/

[RemoteParticipationAndAccessibilityAtInPersonMeetings150731.pdf](#))

Remote participation and accessibility at in-person meetings

Proposed bylaws amendment pertaining to: Art. 6 Sec 3, Art. 6 Sec 9, & Art. 7 Sec 6(B)

Rationale:

This proposed bylaws amendment is to correct an outdated bylaws rule against a class of LSB members, specifically those who are disabled or mobility-impaired and/or have travel challenges, who pay for basic membership, but are disenfranchised and discriminated against because all LSB meetings are conducted in person and the bylaws rule bars members of this class from running for the LSB as for them participation in LSB meetings would be prohibitive. And since 20 of the PNB directors are elected by LSB members, this bylaws rule limits members of this class from ever becoming PNB directors.

As it stands now, elected LSB members must be physically present in the venue where the LSB meetings are held in order to be considered present during roll call and to participate in the meetings to introduce, discuss and vote on motions. LSB members who are disabled, mobility-impaired or have been incapacitated during their term and/or are unable to travel to attend are not allowed to participate remotely by using Skype or other telephonic technologies. Most governing bodies allow telephonic voting by elected officials during meetings in order to be in full compliance with state anti-discrimination law and regulations.

Although the bylaws allow for “special” Pacifica National Board and PNB committee meetings to be conducted telephonically, the bylaws currently require all regular PNB meetings and regular LSB meetings to be conducted in person. The bylaws do not provide a means for LSB members or PNB directors, including the 2 Affiliates directors, who might be disabled or mobility-impaired or might have been incapacitated during their term and/or are unable to travel to attend by participating remotely in LSB meetings or regular in person PNB meetings.

This proposed bylaws amendment would repair the disenfranchisement and discrimination against the class of LSB members described above, per the meeting rules for “Other Committees of the Board of Directors” in *Article Eight, Other Committees of the Board of Directors, Section 5: Meetings and Actions of Committees* that include LSBs (see http://pacifica.org/indexed_bylaws/art8sec5.html). It would also apply to PNB directors who fall into this class and would reduce absences from both regular LSB and PNB in-person meetings.

Remote participation and accessibility at in-person meetings

Current Text	Proposed changes to language: ADDED LANGUAGE IN CAPS	Revised Text
<p>Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings: “The Board may hold special meetings, but not regular meetings, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:</p> <p>A. Each Director participating in the meeting can communicate concurrently with all other Directors.</p> <p>B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.</p> <p>C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.”</p>	<p>Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings: “The Board may hold special meetings, but not regular meetings, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" (REGULAR) meetings is not permitted EXCEPT FOR THOSE WHO ARE DISABLED, MOBILITY-IMPAIRED OR HAVING BEEN INCAPACITATED DURING THEIR TERM AND/OR ARE UNABLE TO TRAVEL TO ATTEND. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:</p> <p>A. Each Director participating in the meeting can communicate concurrently with all other Directors.</p> <p>B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.</p> <p>C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.”</p>	<p>Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings: “The Board may hold special meetings, but not regular meetings, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" (regular) meetings is not permitted except for those who are disabled, mobility-impaired or having been incapacitated during their term and/or are unable to travel to attend. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:</p> <p>A. Each Director participating in the meeting can communicate concurrently with all other Directors.</p> <p>B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.</p> <p>C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.”</p>

Remote participation and accessibility at in-person meetings

Current Text	Proposed changes to language: ADDED LANGUAGE IN CAPS	Revised Text
<p>Article Six, Meetings of the Board of Directors, Section 9: Accessibility: “All public Board meetings shall be held in spaces fully accessible as defined in the Americans with Disabilities Act and any other applicable state and federal laws. Properly closed sessions may be held otherwise unless this would preclude access for any individual entitled to attend.”</p>	<p>Article Six, Meetings of the Board of Directors, Section 9: Accessibility: “All public (REGULAR) Board meetings shall be held in spaces fully accessible as defined in the Americans with Disabilities Act and any other applicable state and federal laws. THOSE WHO ARE DISABLED, MOBILITY-IMPAIRED OR HAVING BEEN INCAPACITATED DURING THEIR TERM AND/OR ARE UNABLE TO TRAVEL TO AN IN PERSON REGULAR MEETING MAY ATTEND THAT IN PERSON REGULAR MEETING REMOTELY VIA TELEPHONIC TECHNOLOGIES. IN ORDER TO PARTICIPATE REMOTELY IN A REGULAR MEETING UNDER THESE CIRCUMSTANCES, A DIRECTOR IS REQUIRED TO PROVIDE WITHIN FIVE (5) DAYS OF THE MEETING NOTICE EITHER CERTIFICATION FROM A HEALTH CARE PROVIDER STATING THE INABILITY OF THE DIRECTOR TO PHYSICALLY ATTEND THE INDIVIDUAL IN PERSON MEETING OR A NOTARIZED SIGNED STATEMENT FROM THE DIRECTOR EXPLAINING REASONS FOR HIS/HER INABILITY TO PHYSICALLY ATTEND THE INDIVIDUAL IN PERSON REGULAR MEETING. Properly closed sessions may be held otherwise unless this would preclude access for any individual entitled to attend.”</p>	<p>Article Six, Meetings of the Board of Directors, Section 9: Accessibility: “All public (regular) Board meetings shall be held in spaces fully accessible as defined in the Americans with Disabilities Act and any other applicable state and federal laws. Those who are disabled, mobility-impaired or having been incapacitated during their term and/or are unable to travel to an in person regular meeting may attend that in person regular meeting remotely via telephonic technologies. In order to participate remotely in a regular meeting under these circumstances, a director is required to provide within five (5) days of the meeting notice either certification from a health care provider stating the inability of the director to physically attend the individual in person meeting or a notarized signed statement signed from the director explaining reasons for his/her inability to physically attend the individual in person regular meeting. Properly closed sessions may be held otherwise unless this would preclude access for any individual entitled to attend.”</p>

Remote participation and accessibility at in-person meetings

Current Text	Proposed changes to language: ADDED LANGUAGE IN CAPS	Revised Text
<p>Article Seven, <u>Local Station Boards</u>, Section 6: Meetings, B. TIME AND PLACE: “The LSB shall establish, by majority vote, the time and place of each meeting, provided, however that no meeting shall occur sooner than ten (10) days from the date of the vote scheduling said meeting without the unanimous agreement of all the LSB officers that a shorter period is required to address urgent matters and, in the event of less than 10-days notice, notice shall be given by telephone message to all LSB members at least 24 hours before the meeting. There shall be a meeting of the LSB in December each year to seat newly elected Delegates and to elect LSB officers, and in early January to elect Director(s). Meetings shall be held within the local radio station area in facilities of sufficient size to accommodate Members affiliated with that radio station and the public, preferably in the station.”</p>	<p>Article Seven, <u>Local Station Boards</u>, Section 6: Meetings, B. TIME AND PLACE: “The LSB shall establish, by majority vote, the time and place of each meeting, provided, however that no meeting shall occur sooner than ten (10) days from the date of the vote scheduling said meeting without the unanimous agreement of all the LSB officers that a shorter period is required to address urgent matters and, in the event of less than 10-days notice, notice shall be given by telephone message to all LSB members at least 24 hours before the meeting. There shall be a meeting of the LSB in December each year to seat newly elected Delegates and to elect LSB officers, and in early January to elect Director(s). Meetings shall be held within the local radio station area in facilities of sufficient size to accommodate Members affiliated with that radio station and the public, preferably in the station. MEMBERS WHO HAVE ACCESSIBILITY ISSUES MAY ATTEND REMOTELY PER ARTICLE 6, SECTION 9 OF THESE BYLAWS AND ARE TO BE ACCOMMODATED BY THE LSB OFFICERS.”</p>	<p>Article Seven, <u>Local Station Boards</u>, Section 6: Meetings, B. TIME AND PLACE: “The LSB shall establish, by majority vote, the time and place of each meeting, provided, however that no meeting shall occur sooner than ten (10) days from the date of the vote scheduling said meeting without the unanimous agreement of all the LSB officers that a shorter period is required to address urgent matters and, in the event of less than 10-days notice, notice shall be given by telephone message to all LSB members at least 24 hours before the meeting. There shall be a meeting of the LSB in December each year to seat newly elected Delegates and to elect LSB officers, and in early January to elect Director(s). Meetings shall be held within the local radio station area in facilities of sufficient size to accommodate Members affiliated with that radio station and the public, preferably in the station. Members who have accessibility issues may attend remotely per Article 6, Section 9 of these bylaws and are to be accommodated by the LSB officers.”</p>

Remote participation and accessibility at in-person meetings

The above bylaws amendment has been proposed Janet Kobren and co-signed by the following Pacifica National Board Directors:

Janet Kobren, KPFA
Benito Diaz, WPFW
Lydia Brazon, KPFK
Janis Lane-Ewart, Affiliate
Lawrence Reyes, KPFK
Brenda Medina, KPFK
Adriana Casenave, KPFT
Margy Wilkinson, KPFA

APPENDIX D:

Term limits

(see http://pacific.org/documents/amendments_150731/ArticleFourSection8TermLimitsProposedAmendment150731.pdf)

Existing Bylaws Text:

Article Four, Delegates, Section 8: Terms of Office; Term Limits

A Delegate's term of office, shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3-year terms, and in no event more than six (6) consecutive years. A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term.

PROPOSED AMENDED TEXT:

Eliminated language ~~crossed out~~.
Added language in *italic* and **bold**.

Article Four, Delegates, Section 8: Terms of Office; Term Limits

A Delegate's term of office, shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3-year terms, and in no event more than six (6) ~~consecutive~~ **cumulative** years **without a one year (12 consecutive months) break. If a Delegate serves as elected or alternate for an incomplete year, those month/s of service must be counted towards the six years cumulative limit. Only a one year (12 consecutive months) lapse as Delegate will trigger the reset of the 6 years cumulative limit.**

A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term.

The term six years cumulative limit is also applicable regardless of which station or stations a Delegate has served as its Delegate. For example, if a Delegate serves six years on the Local Station Board at any station, that Delegate may not serve at another station where the Delegate may be a member, until one year has elapsed after the six years cumulative limit. Also, if any Delegate serves any portion of a term or the cumulative six years limit at one station that time of service carries over as cumulative toward service as a Delegate at another station.

THE PROPOSED AMENDED LANGUAGE THEN WILL READ:

Article Four, Delegates, Section 8: Terms of Office; Term Limits

A Delegate's term of office, shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3-year terms, and in no event more than six (6) cumulative years without a one year (12 consecutive months) break. If a Delegate serves as elected or alternate for an incomplete year, those month/s of service must be counted towards the six years cumulative limit. Only a one year (12 consecutive months) lapse as Delegate will trigger the reset of the 6 years cumulative limit.

A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term.

The term six years cumulative limit is also applicable regardless of which station or stations a

Delegate has served as its Delegate. For example, if a Delegate serves six years on the Local Station Board at any station, that Delegate may not serve at another station where the Delegate may be a member, until one year has elapsed after the six years cumulative limit. Also, if any Delegate serves any portion of a term or the cumulative six years limit at one station that time of service carries over as cumulative toward service as a Delegate at another station.

Rationalization

This amendment will close the loophole that the actual language has on it. The loophole allows the eternal perpetuation of a Delegate on the Boards.

Recent review of Board Delegates terms (because of the 2015 election), led to the discovering of a loophole being used, at least in one case, allowing a Delegate to bypass the intention of the term limits clause in the Bylaws.

The term limits clause on **Article Four, Delegates, Section 8: Terms of Office; Term Limits** has the intention of limiting Delegates participation on the Boards without a whole year (12 month) lapse. The loophole allows some Delegates to stay on the Boards during decades with little lapses (as short as one month), in between terms.

Bylaws amendment proposed by the following Pacifica National Board of Directors:

Adriana Casenave **KPFT**

Brenda Medina **KPFK**

Lydia Brazon **KPFK**

Margy Wilkinson **KPFA**

Lawrence Reyes **KPFK**

Benito Diaz **WPFW**

Janet Kobren **KPFA**

APPENDIX E:

PNB quorum

(see http://pacifica.org/documents/amendments_150731/ByawsAmendPNBQuorumArticleSixSecFive150731.pdf)

Bylaws Amendment to produce Minutes to Include Roll Call, Record Lack of Quorum and Next Meeting of the PNB.

Robert's already allows for the setting of the next meeting as the only piece of business absent a quorum. As long as a meeting is properly noticed, it seems only logical that in order to determine if there is a quorum, that roll would need to be taken and therefore should be recorded and minutes produced which reflect the roll call and the lack of quorum achieved and the setting of another PNB meeting if those in attendance do so. This bylaws amendment is proposed by the Pacifica National Board Directors listed below the proposed text.

Article Six, Meetings of the Board of Directors, Section 5: Quorum and Approval

A quorum at any meeting of the Board of Directors shall consist of a majority of the then serving Directors. If after a quorum has been established at a meeting of the Directors some Directors leave the meeting and there is no longer a quorum present, those Directors remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 12 Directors, and a majority of a quorum is 7 Directors, then so long as 7 Directors remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided herein, the approval of a majority of the Board present and voting shall be required for any action of the Board.

Proposed Bylaws amended text:

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote. Those present may also schedule the next meeting.

Bylaws Amendment would then read:

Article Six, Meetings of the Board of Directors, Section 5: Quorum and Approval

A quorum at any meeting of the Board of Directors shall consist of a majority of the then serving Directors. If after a quorum has been established at a meeting of the Directors some Directors leave the meeting and there is no longer a quorum present, those Directors remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 12 Directors, and a majority of a quorum is 7 Directors, then so long as 7 Directors remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided herein, the approval of a majority of the Board present and voting shall be required for any action of the Board.

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote. Those present may also schedule the next meeting.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon, Jim Brown, Adriana Casenave, Benito Diaz, Janet Kobren, Brenda Medina, Lawrence Reyes

APPENDIX F:

LSB quorum

(see http://pacifica.org/documents/amendments_150731/LSB%20QUORUMArticleSeven150731.pdf)

Bylaws amendment to produce minutes to include roll call, record lack of quorum and next meeting of the Local Station Boards.

Regardless of which side of aisle one is in, I think we've all experienced not only quorum attacks but also as the year ends and as terms were extended, full attendance is often more difficult to achieve. Robert's already allows for the setting of the next meeting as the only piece of business absent a quorum. As long as a meeting is properly noticed, it seems only logical that in order to determine if there is a quorum, that roll would need to be taken and therefore should be recorded and minutes produced which reflect the roll call and the lack of quorum achieved and the setting of another meeting if those in attendance do so. This bylaws amendment is proposed by the Pacifica National Board Directors listed below the proposed text.

Article Seven, Local Station Boards, Section 7: Quorum and Approval

A quorum at any meeting of an LSB shall be a majority of the then currently serving LSB members, not including the Station Manager. Associate station representatives shall not be counted for purposes of establishing a quorum for matters on which they are not entitled to vote. If after a quorum has been established at a meeting of the LSB some of the LSB members leave the meeting and there is no longer a quorum present, those LSB members remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 13 LSB members, and a majority of a quorum is 7, then so long as 7 LSB members remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided in these Bylaws, the approval of a majority of the LSB members present and voting shall be required for any action of said LSB. In the event that the vote on any motion results in a tie, the motion shall not pass.

Proposed Text following existing text:

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote, the failure to achieve quorum and the next meeting if those present set one.

Proposed Bylaws Amendment would read:

Article Seven, Local Station Boards, Section 7: Quorum and Approval

A quorum at any meeting of an LSB shall be a majority of the then currently serving LSB members, not including the Station Manager. Associate station representatives shall not be counted for purposes of establishing a quorum for matters on which they are not entitled to vote. If after a quorum has been established at a meeting of the LSB some of the LSB members leave the meeting and there is no longer a quorum present, those LSB members remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 13 LSB members, and a majority of a quorum is 7, then so long as 7 LSB members remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided in these Bylaws, the approval of a majority of the LSB members present and voting shall be required for any action of said LSB. In the event that the vote on any motion results in a tie, the motion shall not pass.

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote, the failure to achieve quorum and the next meeting if those present set one.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon, Adriana Casenave, Benito Diaz, Janet Kobren, Brenda Medina, Lawrence Reyes

APPENDIX G:

LSB Town Hall fundraiser

(see http://pacificafoundation.org/documents/amendments_150731/BylawsAmendmentReplacingOneTownHall150731.pdf)

Adds a Local Station Board Fundraiser to Art. Seven, Sec. 3

In light of the financial challenges facing Pacifica, the Foundation may be best served by replacing one of the LSB conducted Town Halls, with a fundraiser organized by the LSB. "At least" one Town Hall and at "At least" on fundraiser is the new text. Any LSB able to hold more than one of each is still encouraged to do so. Therefore, the directors listed below, propose the fo (strike through to deleted text, added text in CAPS):

Existing Bylaws Text:

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

H. To conduct "Town Hall" style meetings at least twice a year, devoted to hearing listeners views, needs and concerns.

I. To assist in station fundraising activities.

Proposed amended Text:

H. To conduct "Town Hall" style meetings at least twice ONCE a year, devoted to hearing listeners views, needs and concerns.

I. To assist in station fundraising activities, AND TO ORGANIZE AT LEAST ONE LSB FUNDRAISING EVENT PER YEAR.

Amended BylawsText would then read:

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

H. To conduct "Town Hall" style meetings at least once a year, devoted to hearing listeners views, needs and concerns.

I. To assist in station fundraising activities, and to organize at least one LSB fundraising event per year.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon, Jim Brown, Adriana Casenave, Benito Diaz, Brenda Medina, Lawrence Reyes

APPENDIX H:

Regular Meetings by Phone

(see http://pacificanational.org/documents/amendments_150731/RegularMtgsByTelArticleSixSec3_150731b.pdf)

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

The Board may hold special meetings, but not regular meetings, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

PROPOSED CHANGES TO EXISTING TEXT (strike through of deleted text, added text in CAPS:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

The Board may hold **REGULAR AND** special meetings ~~but not regular meetings~~, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

AMENDED TEXT WOULD READ:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon, Jim Brown, Adriana Casenave, Benito Diaz, Brenda Medina, Lawrence Reyes, Margy Wilkinson

APPENDIX I:

Regularly Scheduled Open Session special meetings

[approved by Coordinating Committee, 3/2/15]

That the PNB set as its regularly scheduled Open Session special meetings the first Thursday of every month from 8:30PM, E.T. to 11PM E.T. and other meetings, including executive sessions will be scheduled, as needed.

APPENDIX J:

Recording station motion

[passed without objection by Archives Taskforce, 5/9/15]

That each Pacifica station dedicate a “recording station” that replicates the PRA/ KPFK "Total Recorder" Program (128 kb's; mp3 file format)and sends a hard drive to PRA quarterly.

APPENDIX K:

Audit Committee motion on Centralized Accounting

[approved by Audit Committee, 9/22/15]

Move that Audit committee recommends PNB take immediate action to investigate and report on options available to centralize accounting functions INCLUDING WHICH SPECIFIC FUNCTIONS WOULD BE CENTRALIZED as recommended by 2013 audit letter.

APPENDIX L:

Motion for Special Rule re. In-Person Meeting Order

[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

Whereas, in 2013 the PNB met in-person twice (February and November); and in 2014 in-person once (February); and its first and likely only 2015 meeting in June; and

Whereas the current meeting rotation of New York, Houston, Washington D.C., Los Angeles, and Berkeley means that with one in-person meeting per year, it would be years before an in-person meeting again occurs outside California, be it hereby resolved

That in order to guarantee greater member access to the PNB, in-person meetings shall not just alternate among the stations but among regions, so that serial meetings are not held in a single region before being held in another.

The effect of this motion will be to change the meeting cycle by reversing the order of meetings in New York and Berkeley:

West (Stn 1)... East (Stn 1)... West (Stn 2)....Central....East (Stn 2)
Los Angeles.....New York.....Berkeley.....Houston...Wash. D.C. ...

Prior meetings and proposed cycle:

1/2010 DC
4/2010 LA
7/2010 Bk
10/2010 NY
2/2011 Hou
9/2011 DC
2/2012 LA
7/2012 Bk
2/2013 NY
11/2013 Hou
2/2014 DC
6/2015 LA

next NY
then Bk

future Hou
future DC
future LA
future NY
future Bk
future Hou

APPENDIX M:

Motion for Special Rule re. Public Comment at In-Person Meetings

[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

Whereas, the Pacifica Bylaws, in Article 6, Section 7, state that “With the exception of telephone meetings, all public meetings of the Board and its committees shall include public comment periods. Public comment periods at Board meetings shall be not less than one hour, and at committee meetings, not less than one-half hour.”

Be it resolved, that in the case of multi-day in-person meetings, “not less than one hour” shall be interpreted to mean “not less than one hour per day” with those who have not spoken being given priority over those who have spoken on previous days.

APPENDIX N:

Employee Timesheets Policy

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

All employees at Pacifica units are non-exempt and that in order for an employee to be issued a paycheck for his/her work, whether for regular, temporary or occasional work hours, the employee is to complete an employee timecard for the hours worked during a particular pay period, have it signed by the Program Director or General (or unit Manager) or designated manager, and submit the timecard to the unit Business Manager or equivalent manager.

APPENDIX O:

KPFA Management terminology motion

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the following information:

1. A document containing the definition for each of the following positions at KPFA:
 - supervisor
 - department head
 - director (or co-director)
 - work leader
 - manager (other than the GM, PD or Business Manager);
2. The application policy and hiring process for each of the above positions;
3. The job description and/or roles and responsibilities, where applicable, for each of the above positions, including whether the position is an employee or management position, and if the position has approval authority for an employee timecard;
4. A confidential listing for each of the above positions of the names of current staff members who hold any of these positions at KPFA and whether the staff member is a union member;
5. The members of the KPFA GM's "management team".

APPENDIX P:

Motion on KPFA hiring process for temporary and occasional employees

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the application policy and hiring process for temporary and occasional employees at KPFA.

APPENDIX Q:

Motion #1 PROGRAMMING OPERATIONS

(approved by PNB on June 13, 2015)

Whereas the Pacifica Bylaws require that each Local Station Board (LSB) “work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming”, be it hereby resolved that

The Executive Director (ED) shall be required to direct each station’s General Manager (GM) to provide, by July 15, 2015, a written station programming report to their LSB and to the PNB that includes the following:

- the process and problems if any by which programs are evaluated, moved, removed, and added, including how audience support (financial and otherwise) is measured and incorporated
- the process and problems if any of producer development and training
- the process and problems if any which interns are integrated into station programming
- the process and problems if any which preemptions are decided upon and applied
- the process and problems if any which programs are made national
- the process and problems if any which themes and staffing of special national programs are identified
- the use of the internet in promoting station programming, including station website innovations, I-tunes, Tuned-in, tumblr, twitter, facebook, and blogs etc.
- the use of audio-video live streaming on station websites for real-time coverage of actions and events that are news in the making.

The Pacifica National Board (PNB) also requires that the ED direct each GM to obtain and provide a written report to their LSB and to the PNB, by August 1, 2015, from the station’s Community Advisory Board that lists its membership, describes its functioning, and reprises all work done with regard to community needs assessments since March 2013; and further, that

The PNB directs that each National Board Member who serves on a station Committee of Inclusion shall provide a written report prepared by the committee to their LSB and to the PNB, by July 15, 2015, that lists its membership, describes its functioning, and reprises work done this year.

These reports and any structured responses thereto, including minority reports, from local station boards shall be the basis for discussion on the PNB Programming Committee.

APPENDIX R:

Motion to Censure Margy Wilkinson by the Pacifica National Board

[S.Brown, noticed 8/6/15; on 8/6/15 PNB OPEN agenda]

WHEREAS it was recently discovered that, on or about September 24, 2013, Margy Wilkinson (while serving as a director of the Pacifica Foundation) had conspired in secret with Dan Siegel (who was also serving as a director of the Pacifica Foundation) to create, file, and register with the California Secretary of State, a shadow corporation named “KPFA Foundation”; and

WHEREAS Wilkinson and Siegel named their shadow corporation “the KPFA Foundation,” thus intentionally and without permission misappropriating the call letters of KPFA Radio, a legally owned trademark of the Pacifica Foundation (then known as Pacifica Foundation Radio), and also intentionally misappropriating without permission, in its articles of incorporation, the exact wording of the Pacifica Foundation mission statement; and

WHEREAS Wilkinson and Siegel represented to the California Secretary of State that Dan Siegel was the legal agent of this shadow corporation, and that its legal address was that of the Siegel & Yee law firm, at 499 14th Street, Suite 300, Oakland, CA 94612; and

WHEREAS the purpose and intent of this shadow corporation, according to a public explanation by Dan Siegel, was to acquire the broadcasting license and assets of KPFA Radio from the Pacifica Foundation; and

WHEREAS the existence of this shadow corporation was hidden and kept secret from the Pacifica National Board, of which Margy Wilkinson was then, and is now, a member, and was also hidden and kept secret from the executive director of Pacifica, John Gladney Proffitt;

THEREFORE be it resolved that the Pacifica National Board censure director Margy Wilkinson for engaging in unethical behavior that breaches her duty as a board member and violates her fiduciary obligation and duty of loyalty to the Pacifica Foundation.