

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday November 16, 2017 – 8:45 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb171116/pnb171116a.mp3>

1. Open/Public Session Call to Order.

Chair Jonathan Alexander called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jonathan Alexander, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, *Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, *Alex Steinberg, Akio Tanaka, Themba Tshibanda, Andrea Turner, Maskeelah Washington

Absent: David Beaton

[Present: 21]

* Arrived after the Roll Call

Excused Absence: David Beaton

B. Identify Timekeepers – Sabrina Jacobs, Akio Tanaka

Point of Order by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

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

[Amended December 14, 2015]

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.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] (Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] (Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] (Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260] (Chapter 2 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5210 - 5215] (Article 1 added by Stats. 1978, Ch. 567.)

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting

can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

Action Taken:

Adriana Casenave requested to put the Point of Order in the Minutes.

The Point of Order has been voted on in many previous meetings where the Chair's ruling against the Point of Order was sustained; however, Chair directed Secretary to include the Point Of Order to the Minutes.

Motion to Adjourn by Sabrina Jacobs

Yes: Jonathan Alexander, Bill Crosier, Rhonda Garner, Sabrina Jacobs, TM Scruggs, Aki Tanaka

No: Grace Aaron, Jim Brown, Adrianna Casenave, Kathryn Davis, Benito Diaz, Jan Goodman, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

Abstain: Ken Laufer, Robert Mark, Mansoor Sabbagh, Andrea Turner

[6Y – 10N – 4A: Motion fails]

2. Agenda Approval

Point of Order by Benito Diaz

I see that, for the 3rd consecutive time, Sharon Brown was not included in the roll call, whereas Mansoor Sabaggh continues to be included in the roll call as a member of this PNB. As we all know, on 10/26/17, a court in California ruled that Sharon Brown is to be returned as a member of her Los Angeles LSB, and as a member of this PNB; and that Mansoor Sabbagh is to be taken off both the LSB & PNB.

The PNB is hereby ordered by the court. If this PNB doesn't want to be held in contempt of court, it would be wise to reseal Sharon Brown and unseat Mansoor Sabbagh. Accordingly, Mansoor's name is to be taken off of the roll and substituted with that of Sharon.

Furthermore, I will take this opportunity to remind the members of this PNB that Article 11, Sections 1, 2 and 9 of the Pacifica Bylaws make crystal clear that directors will not be indemnified if they willfully violate a court order.

Therefore, unless you want to be held or risk jail time I suggest that this PNB obey the court order.[17:26]

I will remind the PNB that if there is any doubt as to the accuracy of this Point of Order they should review what happened to Summer Reese and Carolyn Birden in the case of Dan Siegel. [17:42]

I request and I would add I sent wording of three sections of Article Eleven ["Time"]

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 1: Non-Liability of Directors, Officers & Delegates

Directors, Officers and Delegates shall not be personally liable for the debts, liabilities, or other obligations of the Foundation and private property of such individuals shall be exempt from Foundation debts or liabilities, subject to the applicable provisions of California's Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct by a Director, Officer or Delegate. The personal liability of Directors, Delegates and Officers shall be eliminated to the fullest extent permitted by California law.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 2: Definitions: Agents, Proceedings and Expenses

For the purposes of this Article 11, "agent" means any person who is or was a Director, Officer, Delegate, employee or agent of this Foundation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or Section 4 of this Article.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 9: Limitations

No indemnification shall be made hereunder, except as provided in Section 5 and Section 6(B) of this Article, or as otherwise required by law, in any circumstance where it appears: A. That it would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement."

B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.”

Action Taken On Point Of Order

The Chair, Jonathan Alexander, ruled against the Point Of Order; Benito Diaz challenged the ruling of the Chair.

Vote To Uphold the Ruling of the Chair

Yes: Grace Aaron, Bill Crosier, Katheryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Aki Tanaka, Andrea Turner

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

Abstain: Jonathan Alexander

[12Y – 7N – 1A: Chairs ruling upheld]

Agenda approved without objection.

3. Minutes Approval 11-9-17

Vote on the Minutes Approval: 11-9-17

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka, Andrea Turner

No: Adriana Casenave, Cerene Roberts, Themba Tshibanda

Abstain: Jonathan Alexander, Jim Brown, Nancy Sorden, Maskeelah Washington

[13Y – 3N – 4A: 11-9-17 Minutes approved]

4: Motion: National Fund raising: Campaign to stabilize the network, expand audience, and improve capacity for growth and development. – by Kathryn Davis

Whereas local on-air fund raising has... to varying degrees at each radio station, dropped below what is necessary to sustain the network,

Whereas, due to the temporary decreased capacity of some stations to sufficiently fulfill their obligations.

Whereas, there is a benefit to expand the network rather than contract the network.

Be it resolved that the Pacifica Network embark on a national fundraising campaign, to provide sufficient resources, to allow the network to function, grow in capacity and audience reach.

By the following measures:

Conduct 3-5 national, 1-Day, on-air fundraisers over the next 3-5 months, and continue to conduct up to 5 national fundraisers per year, over the next five years, with a goal to raise \$500,000 per year to supplement Central Services, regional expenses, and to build a national emergency fund.

With:

Local on-air fundraisers to either be linked to the national fundraiser or be scheduled between the national fundraisers.

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With the income of the first \$500,000 in the first 3-5 months applied to payment of emergency based obligations, such as: pension funds, loan payments. and/or payments to satisfy ESRT settlement.

Following the fulfillment of the first stated emergency based payments.

Income in the first full year of the national on-air fundraising campaign, to be set aside to implement a strategy, to sustain function, expand capacity, expand audience, improve professionalism, and raise capital for continued growth.

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As follows:

\$100,000 to be used to generate an online platform with the capacity to provide audio and video podcasting for producers and program directors throughout the network and affiliates. Through which the Pacifica Mission can be expanded. Through which younger audiences can be reached. And through which national on-line fundraising can be executed.

\$200,000 to hire Executive staff, perhaps, initially contracted for 1-2 years, pending additional fund raising.

Executive Director, to provide leadership and structure, carry out the business of the network and coordinate the efforts of National staff and local management.

National Program Director to provide creative leadership for mission based programming, coordinate national programming and to provide standards and guidance to local Program Directors.

\$200,000 to hire professional staff and/or consultants contracted for 1-2 years, with extension pending the success of this effort.

The measure of success being, first the capacity to raise sufficient funds to pay into salary line. And second to raise sufficient funds to contribute to function and expansion of the Pacifica Network.

In the following capacity.

National Development Director to execute national off-air fund raising campaigns and events and to provide standards, guidance and leadership to local development efforts. And where possible, expand local efforts to a national scale.

National Director of Marketing and Social Media, to coordinate and execute on-line campaigns to promote the Pacifica brand and facilitate on-line fund raising campaigns.

Amendment: Form a committee to implement the Motion

Yes: Grace Aaron, Jonathan Alexander, Jim Brown, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Andrea Turner,

No: Cerene Roberts, Themba Tshibanda, Maskeelah Washington

[17Y – 3N: Amendment passes]

Vote on the Main Motion:

Passed by unanimous consent

5. Adjourn

Meeting is adjourned to closed session at 9:45 PM ET.

Akio Tanaka – 11/18/17

PNB Secretary