

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday December 07, 2017 – 8:45 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb171207/pnb171207a.mp3>
<https://kpftx.org/archives/pnb/pnb171207/pnb171207b.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, *David Beaton, *Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, *Rhonda Garner, *Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, *Andrea Turner, Maskeelah Washington

Absent: TM Scruggs

[Present: 21]

* Arrived after the Roll Call

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

C. Excused Absences – TM Scruggs

2. Agenda Approval

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.

--

Point of Order on Contempt Of Court by Benito Diaz

This is the 6th consecutive time that Sharon Brown has not been included in the roll call, whereas Mansoor Sabbagh 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 this PNB and Ismael Parra taken off the KPFK LSB. 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.

I know that our IED, Mr. Crosier, and a Pacifica lawyer, Mr. Greene, decided to appeal the court's decision. However, let me make clear to those who don't already know that, in the 2011 Bernstein case, the court ruled that an appeal doesn't stay the execution of a court order. Several of the members of this current PNB were also on the PNB at that time and are well aware of this court ruling. The rest of you can follow their lead but at your own risk.

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 in contempt of court, and/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 will also remind the PNB that I sent you the wording of these 3 Bylaw sections shortly before the 11/2/17 OPEN meeting. Here is the wording again:

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.” Finally, I request that the Secretary provide Ms. Brown with the appropriate call-in information; that Mansoor be instructed to get off the call and his contact discontinued; and that we recess this meeting while we wait for Sharon to join us on the call.

Action Taken

The Chair directed the Secretary to include the complete wording of the Point Of Order in the Minutes of the OPEN Session; and separately, of the CLOSED Session.

--

Point of Order: "Illegal additions to the meeting's Agenda posted at kpft.org: by Adriana Casenave

I ask the Chair to stop the Secretary's illegal addition to the Agenda posted with the meeting notice at kpft.org. Per the Pacifica Foundation Bylaws (Article Six, Meeting of the Board of Directors, Section 4: Notice): "...and shall specify the purpose of the business. No additional business not stated in the notice shall be conducted at a special meeting." and Robert's Rules of Order: "With the exception of motions that relate to procedure without direct reference to a particular substantive item of business, only business mentioned in the call of a special meeting can be transacted at such a meeting..."

I am pasting below the citations from Pacifica Foundation Bylaws and Robert's Rules of Order.

Pacifica Foundation Bylaws and Robert's Rules of Order:

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

Notice of every regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director by first class mail, facsimile or email, according to the preference each Director specifies in writing to the Foundation's Secretary, at least thirty (30) days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting. RRONR, § 9, says this about special meetings:

A special meeting (or called meeting) is a separate session of a society held at a time different from that of any regular meeting, and convened only to consider one or more items of business specified in the call of the meeting. Notice of the time, place and exact purpose of the meeting must be mailed to all members a reasonable number of days in advance. The reason for a special meeting is to deal with important matters that may arise between regular meetings and that urgently require action by the society before the next regular meeting....With the exception of motions that relate to procedure without direct reference to a particular substantive item of business, only business mentioned in the call of a special meeting can be transacted at such a meeting.... "

Action Taken

Chair rules that in parliamentary procedure, an agenda is not binding upon an assembly, until it has been adopted as the agenda for the meeting by majority vote at the start of the meeting, so Item 4 and 5 can be added to the agenda.

[Purpose of the Meeting: Board process and operations. Item 4 addresses the removal of Delegate's voting rights without the 2/3 vote of the entire board. Item 5 addresses the Proposed Bylaws Amendments.]

Vote to Uphold the Ruling of the Chair

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

[11Y – 7N: Chair's ruling upheld]

Vote on the Agenda Approval

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

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

Abstain: Robert Mark

[11Y – 6N – 1A: Agenda Approved]

3. Minutes Approval 11-30-17

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

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

Abstain: Rhonda Garner, Sabrina Jacobs, Nancy Sorden

[10Y – 6N -3A: 11-30-17 Minutes approved]

4. Motion: KPFT LSB by Alex Steinberg, Akio Tanaka & Grace Aaron

As the Pacifica National Board has the power to override actions taken by an LSB (see Article 7, Section 4 below), and as the KPFT LSB has taken actions that create legal jeopardy for the Pacifica Foundation and because the KPFT LSB has attempted to make management decisions outside of the authority granted to it by the Bylaws creating unnecessary work and confusion in a time when KPFT and Pacifica are facing severe financial stress, thus putting the Foundation at risk,

And, whereas, LSBs have no power to suspend or revoke the voting rights of their members. The disciplinary powers over Delegates elected by the Members and acting as LSB members are limited to the power to remove them by the LSB or PNB, as set forth in Article 4, Section 9, of Pacifica's Bylaws.

Therefore, pursuant to the supervisory powers of the PNB over the LSBs under Bylaws Article 7, Section 3 and 4, it is hereby resolved that:

The recent actions of the KPFT LSB purporting to suspend the voting rights of its members Bill Crosier and Robert Mark are null and void, and that any future such action by any LSB shall also be null and void.

Further, whereas, the KPFT LSB has failed to use its powers to fulfill its duties in the last year (see Bylaws Article 7, Section 3 below),

Be it resolved that all KPFT LSB members who have resigned or been removed improperly in the last year because KPFT LSB meetings have been scheduled too frequently or without proper notice, or because the LSB has not adhered to its powers and duties and has failed to be productive are hereby invited to return. Their replacements shall be thanked for their service, removed from the LSB, and encouraged to participate in LSB committees.

Further, the PNB hereby adopts a special rule prohibiting the KPFT LSB from conducting disciplinary procedures for a period of 6 months (short of removal of a Delegate per the Bylaws) and is suspending all ongoing disciplinary procedures.

Further, the KPFT is prohibited from meeting more than 1 time per month for the next 6 months unless 2/3 of its members agree, in writing, to an extra meeting in any given month.

If the KPFT fails to follow these strictures, all actions it takes shall be considered null and void until the above guidelines are followed. If the December meeting to elect officers is not properly conducted and the January meeting to elect PNB Directors is not properly conducted, the PNB shall consider the results of these meetings null and void and the current PNB Directors shall remain seated until re-elected or properly replaced.

Motion to Table

Yes: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

No: Grace Aaron, Jonathan Alexander, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

Abstain: Bill Crosier, Kathryn Davis, Robert Mark

[7Y – 9N -3A: Motion to table fails]

Vote on the Main Motion

Yes: Grace Aaron, Jonathan Alexander, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

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

Abstain: Bill Crosier, Kathryn Davis, Robert Mark, Nancy Sorden, Andrea Turner

[9Y – 6N - 5A: Motion Passes]

5. Bylaws Amendment Discussion and Voting [Not addressed]

Motion to Extend Time by 20 min

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka, Andrea Turner,

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

[12Y – 8N: Motion fails to reach 2/3]

6. Adjourn

Meeting is adjourned to closed session at 10:00 PM ET.

Akio Tanaka – 12/12/17

PNB Secretary