

Agenda
Special PNB Meeting, Public/Open Session
Purpose: Rescind motion on Directors terms extension.
Teleconference Meeting
Thursday, January 3, 2019

Directors:

Grace Aaron, KPFK, Listener
Jonathan Alexander, KPFK, Staff
Adriana Casenave, KPFT, Listener
Chris Cory, KPFA, Listener
Bill Crosier, KPFT, Listener
Joseph Davis, KPFT, Staff
Kathryn Davis, WBAI, Staff
Benito Diaz, WPFW, Listener
Jan Goodman, KPFK, Listener
William Heerwagen, WBAI, Listener
Sabrina Jacobs, KPFA, Staff

DeWayne Lark, KPFT, Listener
Ken Laufer, WBAI, Listener
Tony Leon, WPFW, Staff
Efia Nwangaza, WMXP, Affiliate
Alex Randall, WUVI, Affiliate
Mansoor Sabbagh, KPFK, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Carole Travis, KPFA, Listener
Tom Voorhees, KPFA, Listener
Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director
Otis Maclay, Webmaster, web streamer

_____, Secretary
John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	15 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
	E. Elect Pro Tem Secretary	

2 Rescind the following motion approved by the PNB on December 13, 2018: 60 min.

"Whereas Article 5, Section 3 of the Pacifica bylaws specify the dates when nominations for Directors and election of non-Affiliate Directors are due, to wit:

A. NOMINATION

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

B. ELECTION

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

C. SEATING OF STATION REPRESENTATIVE DIRECTORS

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

And whereas due to the 2018 Election cycle being late it will not be possible to meet these deadlines,

And whereas the intent of Article 5 Section 3 was clearly that the nominations process shall begin after the winners of the current election cycle for Delegates are known and have been seated,

And whereas it would clearly contravene the intent of Article 5 Section 3 to allow a committee of lame-duck Delegates to nominate and/or to vote for the Directors of the new yearly cycle,

Be it resolved that

- 1. All non-Affiliate Directors from the 2018 PNB remain in place as hold-over Directors until the 2019 Directors are seated, in accordance with past precedent,*
- 2. That the due date for nominations for 2019 Directors be changed to the end of the month after the election results are announced, currently Feb 28 according to the revised time line for the 2018 elections*
- 3. That the election of non-Affiliate Directors take place early in the following month after the nominations have been sent, currently early March according to the revised time line for the 2018 elections.*
- 4. This new time line for nominations and election of Directors is subject to change if there is a quorum failure or some other occurrence that prevents the election cycle from being completed in February 2019."*

Motivation:

This motion has in effect resolved to extend the terms of the 2018 Directors beyond one year which violates:

1. **Article Five, Board of Directors of the Foundation, Section 2: Term** of the Pacifica Foundation Bylaws which states:

“The term of a Director shall be one (1) year.”

2. California Corporation Code § 5220 for non-profits which states:

...”No amendment of the articles or bylaws may extend the term of a director beyond that for which the director was elected, nor may any bylaw provision increasing the terms of directors be adopted without approval of the members”

And certainly no motion can increase the terms of Directors.

Aside from the PNB having broken the law by having considered no less approving the motion in question, the PNB is in violation of another of its own bylaws, **Article Five, Board of Directors of the Foundation. Section 1: E. SPECIFIC POWERS AND DUTIES** which says the following:

“Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

(2)Ensuring compliance with applicable state and federal laws”

In addition, the Directors who voted in favor of the above motion voted to EXTEND THEIR OWN TERMS which can only be construed as self-serving.

Note that this same PNB, having missed the deadlines spelled out in Article Seventeen, Section 1 for setting up a bylaws amendment process approved by another motion to in effect change those deadlines by extending them into 2019 and schedule two bylaws amendment ballots. The motion in question among

other things allows the 2018 PNB to vote on their own proposed bylaws amendments in both ballots and deprive the 2019 PNB from exercising their opportunity to propose and vote on bylaws amendments.

With the rescinding of the motion in question, 2019 station Directors nominations must take place by December 31st per the bylaws, the election of 2019 Directors must take place at the January LSB meetings per the bylaws and the seating of the 2019 PNB must take place in late January per the bylaws. No motion to this effect is necessary.

3 Adjourn