

Draft Agenda
Regular Pacifica National Board Open Session
 Teleconference Meeting
Thursday, June 25, 2020 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFK, Listener	Ralph Poynter, WBAI, Listener
Robin Collier, KCEI, Affiliate	Sandra Rawline, KPFT, Listener
Chris Cory, KPFA, Listener	Lawrence Reyes, KPFK, Listener
Vanessa Dixon-Briggs, WPFW, Listener	Shawn Rhodes, WBAI, Staff
Lynden Foley, KPFT, Listener	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFK, Listener	James Sagurton, WBAI, Listener
Heather Gray, WRFG, Affiliate	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Akio Tanaka, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFK, Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director
 Anita Simms, Interim Chief Financial Officer
 Arthur Schwartz, Pacifica Counsel
 Otis Maclay
 John Tatum, Parliamentarian

Item # Description	Time
1. Preliminary items	5 min.
A. Call to Order by Alex Steinberg, Chair	
B. Roll Call	
C. Excused Absences	
D. Identify Timekeepers	
2. Agenda Approval	5 min.
3. Minutes Approval – Approve June 11, 2020 Open Session Minutes	3 min.
4. Governance Committee Recommendations on Bylaws Amendments	10 min.
5. Review and Vote on Bylaws Amendments	60 min.
(see Appendix for full wording of Amendments)	
a) Amendment to Shorten the Amendment Process	15 min.
b) Amendment to Modify Pacifica Foundation Name	15 min.
c) Amendment to Modify Amendment Petition Threshold	15 min.

- d) Amendment to Codify Financial Responsibility 15 min.
- 6. iED Report & Q & A – Lydia Brazon 20 min.
- 7. Motion on Special Rule Limiting Agenda Approval to 20 minutes – Alex Steinberg 10 min.

Be it resolved that the Pacifica National Board adopts the following special rule governing future meetings of the Pacifica National Board:

The time set for agenda approval shall be 20 minutes.

- 8. Motion on the formation of a Task Force to Produce the next Pacifica Town Hall 10 min.
– Alex Steinberg

Be it resolved that a Task Force of PNB Directors shall be formed to plan and produce the next Pacifica Town Hall in conjunction with LSB Members, staff and volunteers as needed.

- 9. New Business

- 10. Adjourn

APPENDIX

- a) **TITLE:** Proposed Bylaws Amendment to Shorten the Bylaws Amendment Process

RATIONALE: The Board of Equalization is now requiring Pacifica to make a minor amendment to Pacifica’s Articles of Incorporation in order to complete the KPFA property tax exemption process without which the KPFA station property is at risk. Since penalties continue to be imposed while the matter is resolved, time is of the essence. This amendment allows for a majority vote of all Directors on the PNB to approve a requisite amendment to comply with Federal, State statute or regulation. However, it also allows for LSBs to also vote on said amendments absent time constraints.

In addition, the bylaws amendment process has long been thought by many to be too lengthy. This amendment also eliminates the two ballot minimum per calendar year, reduces the 45 days to 30 days the amendments are to be held before the earliest voting dates by the PNB and Delegates. And, it also reduces the stations’ announcements from 45 to 30 days and no longer stipulates that the LSBs vote follows the PNB vote since both are required, either may vote first, further facilitating the meeting scheduling of both. And finally the reporting of the results reduced from 15 to 7 days.

EXISTING TEXT:

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

A. PROPOSING AMENDMENTS

Amendments may be proposed by:

- (1) six (6) Directors;
- (2) a majority vote of the Delegates of each of two radio stations;; or
- (3) a petition signed by at least one percent (1%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary.

B. VOTING AND APPROVAL

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of two ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(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.; or

(ii)in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

(3) The Members shall vote on any proposed amendment approved by the Board and the Delegates, even if said amendment was not proposed by Member petition, if said amendment would do any of the following:

- (i)increase or extend the terms of Directors or Delegates;
- (ii)increase the quorum for Members' meetings or Members' actions;
- (iii)change proxy rights;
- (iv)authorize cumulative voting or a change in the voting method or manner of counting ballots; or
- (v)materially and adversely affect a Member's rights as to voting or transfer.

In the event that a proposed amendment would do any one of the above-mentioned things, it shall not be adopted unless also approved by the Members; provided however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affects another class.

(4) If a vote of the Members is required hereunder for the approval of any proposed amendment, then no later than 60 days after the vote of the Board and Delegates above, written ballots shall be distributed, or otherwise made available to the Members, pursuant to the provisions of Sections 8(A), 8(B), 8(C) and 8(D) of Article 3 of these Bylaws, to vote on the proposed amendments. To be approved, a proposed amendment must receive the approval of the Members by a majority vote, provided that a quorum must be established by written ballot. If the proposed amendment would impact one class of Members differently from another class, the Members shall vote in classes and the majority vote of the Members of each class shall be required to approve the amendment, provided that a quorum of each class must be established by written ballot. The results of said amendment ballot shall be reported within 30 days of the date the ballots must be returned to be counted and shall be posted on the Foundation's website.

(5) Notwithstanding any of the provisions of this Section 1(B), these bylaws may not be amended or repealed if said amendment or repeal would: (i) violate any state or federal statute or regulation; (ii) conflict with the Foundation's Articles of Incorporation; or (iii) create conflicting provisions in these bylaws.

PROPOSED CHANGES TO TEXT (DELETED TEXT IN STRIKETHROUGH, NEW TEXT ADDED IN CAPS:

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

A. PROPOSING AMENDMENTS

Amendments may be proposed by:

- (1) six (6) Directors;
- (2) a majority vote of the Delegates of each of two radio stations;; or
- (3) a petition signed by at least one percent (1%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary.

B. VOTING AND APPROVAL

(1) ~~Unless the Board by a 2/3 vote decides otherwise,~~ There shall be a ~~maximum of two~~ **ANY NUMBER OF** ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is ~~45~~ **30** days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of ~~45~~ **30** days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within ~~15~~ **7** days of the Board and Delegates meetings to vote on these amendments.

(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 **PNB AND** Delegates shall vote on the proposed amendment(s) within the ~~60~~ **45** day period beginning ~~with the voting date of the PNB ON THE~~ **DAY FOLLOWING THE LAST DAY OF THE NOTICE PERIOD.**; or

(II) IN THE EVENT ANY STATE OR FEDERAL STATUTE OR REGULATION CONFLICTS WITH THE FOUNDATION'S ARTICLES OF INCORPORATION OR PROVISIONS IN THESE BYLAWS, AND THE EXISTING BYLAWS AMENDMENT TIMELINE IS DETRIMENTAL TO THE FOUNDATION, IN THE FORM OF, BUT NOT LIMITED TO, FINES AND PENALTIES, THE PNB BY MAJORITY VOTE OF ALL DIRECTORS MAY APPROVE SAID AMENDMENT IN ORDER TO COMPLY WITH STATE OR FEDERAL STATUTE OR REGULATION. THE RESULTS OF SAID VOTING BY THE BOARD ON THE PROPOSED AMENDMENT(S) SHALL BE REPORTED WITHIN 7 DAYS OF THE BOARD MEETING; OR

(III) IN THE EVENT ANY STATE OR FEDERAL STATUTE OR REGULATION CONFLICTS WITH THE FOUNDATION'S ARTICLES OF INCORPORATION OR PROVISIONS IN THESE BYLAWS, AND IF THE IMPLEMENTATION OF STATE OR FEDERAL REGULATION TIMEFRAME ALLOWS FOR THE BALLOT PROCESS FOR ADOPTING BYLAWS OR BYLAWS AMENDMENTS TO BE CARRIED OUT BY AN APPROVAL VOTE BY THE MAJORITY OF ALL PNB DIRECTORS AND A MAJORITY VOTE OF ALL STATION DELEGATES AT THREE OF THE STATIONS AS DESCRIBED IN SECTION 1(B)(1) AND (2) ABOVE, THE PNB AND DELEGATES SHALL DO SO. THE RESULTS OF SAID VOTING BY THE BOARD AND DELEGATES ON THE PROPOSED AMENDMENT(S) SHALL BE REPORTED WITHIN 7 DAYS OF THE LAST MEETING SCHEDULED FOR THE VOTE ON THE AMENDMENT(S).

(IV) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

(3) The Members shall vote on any proposed amendment approved by the Board and the Delegates, even if said amendment was not proposed by Member petition, if said amendment would do any of the following:

- (i) increase or extend the terms of Directors or Delegates;
- (ii) increase the quorum for Members' meetings or Members' actions;
- (iii) change proxy rights;
- (iv) authorize cumulative voting or a change in the voting method or manner of counting ballots; or
- (v) materially and adversely affect a Member's rights as to voting or transfer.

In the event that a proposed amendment would do any one of the above-mentioned things, it shall not be adopted unless also approved by the Members; provided however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affects another class.

(4) If a vote of the Members is required hereunder for the approval of any proposed amendment, then no later than 60 days after the vote of the Board and Delegates above, written ballots shall be distributed, or otherwise made available to the Members, pursuant to the provisions of Sections 8(A), 8(B), 8(C) and 8(D) of Article 3 of these Bylaws, to vote on the proposed amendments. To be approved, a proposed amendment must receive the approval of the Members by a majority vote, provided that a quorum must be established by written ballot. If the proposed amendment would impact one class of Members differently from another class, the Members shall vote in classes and the majority vote of the Members of each class shall be required to approve the amendment, provided that a quorum of each class must be established by written ballot. The results of said amendment ballot shall be reported within 30 days of the date the ballots must be returned to be counted and shall be posted on the Foundation's website.

(5) Notwithstanding any of the provisions of this Section 1(B), these bylaws may not be amended or repealed if said amendment or repeal would: (i) violate any state or federal statute or regulation; (ii)

conflict with the Foundation's Articles of Incorporation; or (iii) create conflicting provisions in these bylaws.

PROPOSED TEXT AS AMENDED:

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

A. PROPOSING AMENDMENTS

Amendments may be proposed by:

- (1) six (6) Directors;
- (2) a majority vote of the Delegates of each of two radio stations; or
- (3) a petition signed by at least one percent (1%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary.

B. VOTING AND APPROVAL

(1) There shall be any number of ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 30 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 30 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 7 days of the Board and Delegates meetings to vote on these amendments.

(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 PNB and Delegates shall vote on the proposed amendment(s) within the 45 day period beginning on the day following the last day of the Notice Period.; or

(ii) in the event any state or federal statute or regulation conflicts with the Foundation's Articles of Incorporation or provisions in these bylaws, and the existing bylaws amendment timeline is detrimental to the Foundation, in the form of, but not limited to, fines and penalties, the PNB by majority vote of all Directors may approve said amendment in order to comply with state or federal statute or regulation. The results of said voting by the Board on the proposed amendment(s) shall be reported within 7 days of the Board meeting; or

(iii) in the event any state or federal statute or regulation conflicts with the Foundation's Articles of Incorporation or provisions in these bylaws, and if the implementation of state or federal regulation timeframe allows for the ballot process for adopting bylaws or bylaws amendments to be carried out by an approval vote by the majority of all PNB Directors and a majority vote of all station Delegates at three of the stations as described in Section 1(B)(1) and (2) above, the PNB and Delegates shall do so. The results of said voting by the Board and Delegates on the proposed amendment(s) shall be reported within 7 days of the last meeting scheduled for the vote on the amendment(s).

(iv) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the

Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

(3) The Members shall vote on any proposed amendment approved by the Board and the Delegates, even if said amendment was not proposed by Member petition, if said amendment would do any of the following:

- (i) increase or extend the terms of Directors or Delegates;
- (ii) increase the quorum for Members' meetings or Members' actions;
- (iii) change proxy rights;
- (iv) authorize cumulative voting or a change in the voting method or manner of counting ballots; or
- (v) materially and adversely affect a Member's rights as to voting or transfer.

In the event that a proposed amendment would do any one of the above-mentioned things, it shall not be adopted unless also approved by the Members; provided however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affects another class.

(4) If a vote of the Members is required hereunder for the approval of any proposed amendment, then no later than 60 days after the vote of the Board and Delegates above, written ballots shall be distributed, or otherwise made available to the Members, pursuant to the provisions of Sections 8(A), 8(B), 8(C) and 8(D) of Article 3 of these Bylaws, to vote on the proposed amendments. To be approved, a proposed amendment must receive the approval of the Members by a majority vote, provided that a quorum must be established by written ballot. If the proposed amendment would impact one class of Members differently from another class, the Members shall vote in classes and the majority vote of the Members of each class shall be required to approve the amendment, provided that a quorum of each class must be established by written ballot. The results of said amendment ballot shall be reported within 30 days of the date the ballots must be returned to be counted and shall be posted on the Foundation's website.

(5) Notwithstanding any of the provisions of this Section 1(B), these bylaws may not be amended or repealed if said amendment or repeal would: (i) violate any state or federal statute or regulation; (ii) conflict with the Foundation's Articles of Incorporation; or (iii) create conflicting provisions in these bylaws.

PROPOSED BY THE FOLLOWING PACIFICA NATIONAL BOARD DIRECTORS:

- Grace Aaron**
- Heather Gray**
- Dewayne Lark**
- Lawrence Reyes**
- James Sagurton**
- Alex Steinberg**
- Polina Vasiliev**
- Tom Voorhees**

=====

b) Amendment to Modify Pacifica Foundation Name

Key to the following Bylaws amendment:

Addition is in *italics in green text.*

Article One, Identity and Purpose, Section 1: Name

The name of this corporation is the PACIFICA FOUNDATION, *INC.*, and it shall be referred to in these Bylaws as the "Foundation".

If approved, the amended Bylaws text would read as follows:

Article One, Identity and Purpose, Section 1: Name

The name of this corporation is the PACIFICA FOUNDATION, INC., and it shall be referred to in these Bylaws as the "Foundation".

This Bylaws amendment is being put forward by the following Pacifica National Board Directors:

- Grace Aaron, KPFK
- Chris Cory, KPFA
- Heather Gray, WRFG Affiliate
- Dewayne Lark, KPFT
- Ralph Poynter, WBAI
- Lawrence Reyes, KPFK
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- Nancy Sorden, WPFW
- Alex Steinberg, WBAI
- Polina Vasiliev, KPFK
- Tom Voorhees, KPFA

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c) Amendment to Modify Amendment Petition Threshold

Bylaws Amendment to Article Seventeen, Section 1 – May 4, 2020

Key to the following Bylaws amendment:

Deletions are in ~~red strike out text~~, additions are in *italics in green text.*

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

A. PROPOSING AMENDMENTS

Amendments may be proposed by:

- (1) six (6) Directors;
- (2) a majority vote of the Delegates of each of two radio stations;; or
- (3) a petition *in which the proposed bylaw amendments are endorsed, by signature, signed* by at least ~~one~~ *five* percent ((± 5%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary.

=====

If approved, the amended Bylaws text would read as follows:

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

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This Bylaws amendment is being put forward by the following Pacifica National Board Directors:

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- James Sagurton, WBAI
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- Alex Steinberg, WBAI
- Polina Vasiliev, KPFK
- Tom Voorhees, KPFA

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d) Amendment to Codify Financial Responsibility

Bylaws Amendments to Article Seventeen, Section 1 – May 4, 2020

Key to the following Bylaws amendments:

Addition is in *italics in green text.*

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

B. VOTING AND APPROVAL

Amended September 10, 2014

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of [one] two ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

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(iii) The expenses of all aspects of any amendment initiated shall be borne by the Pacifica Foundation if originating from 6 or more Directors of the Pacifica National Board, by the radio stations if the initiation originates from 2 or more Local Station Boards or by the petitioners if originated by a petition of 5% or more of the members. The expenses shall include all printing, mailing, and reasonable administrative costs.

If approved, the amended Bylaws text would read as follows:

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B. VOTING AND APPROVAL

Amended September 10, 2014

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This Bylaws amendment is being put forward by the following Pacifica National Board Directors:

- Grace Aaron, KPFK
- Heather Gray, WRFG Affiliate
- Dewayne Lark, KPFT
- Lawrence Reyes, KPFK
- Eileen Rosin, WPFW
- James Sagurton, WBAI
- Alex Steinberg, WBAI
- Polina Vasiliev, KPFK
- Tom Voorhees, KPFA

All Times Eastern

[Back to the Calendar](#)

Thursday, June 25, 2020

8:30 PM ET

Pacifica National Board

Teleconference

Emergency Session: Vote on Bylaws Amendments, review 2018 Audit, iED Report, financial matters, take up committee and governance issues. Meeting called by Grace Aaron, Alex Steinberg and James Sagurton.

Purpose: Vote on Bylaws Amendments, review 2018 Audit, etc.

[Committee Members](#)

Agenda

[View Text](#)

Grace Aaron

graceaaron@gmail.com

Posted: 05/04/2020 - 3:44 PM

Updated :06/16/2020 -
7:22 PM

Streamed [Here](#) The direct link is <http://kpftx.org:6280> Also [Here](#)
