

Approved Minutes
(Approved on October 22, 2020)
Special Pacifica National Board Open Session
Teleconference Meeting
Monday, October 19, 2020, 7:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener
Robin Collier, KCEI, Affiliate	Sandra Rawline, KPFT, Listener
Chris Cory, KPFA, Listener	Lawrence Reyes, KPFFK, Listener
Vanessa Dixon-Briggs, WPFW, Listener	Shawn Rhodes, WBAI, Staff
Lynden Foley, KPFT, Listener	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFFK, 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	Andrea Turner, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFFK, Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

Others:

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

The Chair, Alex Steinberg, calls the meeting to order at 7:37 pm eastern time.

Item #	Description	Time
1.	Preliminary items	7 min.
A.	Call to Order by Alex Steinberg, Chair	
B.	Roll Call Quorum is reached with 19 members present: Aaron, Collier, Dixon-Briggs, Foley, Goodman, Gray, Jacobs, James, Pinchback, Poynter, Rawline, Reyes, Rhodes, Rosin, Sagurton, Steinberg, Turner, Vasiliev, Voorhees.	7:40 pm
C.	The Chair announces: Nominations are now open for the two 2021 Affiliate Director seats on the Pacifica National Board. The Deadline for the receipt of nominations is Nov. 15, 2020. Nomination should be sent to: secretary@pacifica.org . Notice is hereby given to Affiliates and the Public that the PNB will interview nominees for the two Affiliate Director positions at its regular monthly meeting on Dec. 3, 2020. Protocols for the election of Affiliate Directors will also be decided in that Dec. 3rd meeting. New Affiliate Directors will be seated in a PNB Special Open Meeting in January 2021.	
D.	Excused Absences	
E.	Identify Timekeepers Lawrence Reyes for agenda items, James Sagurton for people.	7:43 pm

Chris Cory arrives at 7:44 pm.

- 2. **The Agenda is approved without objection.** **7:46 pm** **5 min.**
- 3. **Minutes Approval** – The Oct. 1, 2020 Open Session Minutes are approved without Objection. 7:47 pm
Nancy Sorden arrives at 7:47 pm.
- 4. **Set Notice Date for Pacifica Bylaws Amendments & Consideration of other matters relating thereto – Jan Goodman, Wally James, Lynden Foley** **20 min.**

Jan Goodman moves that the PNB set a Notice Date of Saturday, October 24, 2020 for a Bylaws Amendment period.
(For details see email from Director Goodman to the PNB Secretary in the Appendix.)
Dewayne Lark arrives at 8:18 pm.

Motion fails: No: 12, Yes: 5, Abstain: 5
Yes: Collier, Foley, Goodman, James, Rawline
No: Aaron, Dixon-Briggs, Gray, Lark, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Vasiliev, Voorhees
Abstain: Cory, Jacobs, Sorden, Steinberg, Turner 8:27 pm

5. **Adjourn 8:28 pm**

APPENDIX

----- Forwarded message -----

From: **Jan Goodman** <jangoodman.kpfk@gmail.com>
Date: Mon, Oct 19, 2020 at 3:12 PM
Subject: Response to your request for information
To: PNB Secretary <secretary@pacifica.org>, Pacifica Executive Director <ed@pacifica.org>, Arthur Schwartz <aschwartz@afjlaw.com>, Pacifica National Board <pnb@pacifica.org>

Grace,

Thanks for your email including questions concerning setting the Notice Date for the NDP bylaws petition. It will be filed today with yourself as Pacifica Secretary and the interim Executive Director by 4pm PT with 3,000 member signatures.

We strongly urge the PNB to agree to these suggested referendum details, without forcing us to go to court, getting the referendum ordered by the judge and wasting the members' donations on unjustified legal fights. In addition, lender FJC expressed support for a timely bylaws reform at Pacifica as an important reason for offering to extend Pacifica's current loan.

- 1. **The NDP petition is timely for 2020.** The PNB refused NDP access to the membership mailing list for 4 months and thus delayed our bylaws petition filing by 4 months. Consequently,

the NDP bylaws petition is still timely for 2020, even though the referendum calendar will have to be delayed into early 2021. **CORPORATIONS CODE §6335 PROVIDES FOR EXTENDING DEADLINES, stating that:**

“Where the proper purpose of the person or persons making a demand pursuant to Section 6330 is frustrated by (1) **any delay by the corporation in complying with a demand under Section 6330** beyond the time limits specified therein, or (2) any delay caused by the filing of a petition under Section 6331 or Section 6332, or (3) any **delay caused by the alternative proposed under subdivision (c) of Section 6330**, the person or persons properly making the demand shall have, in the discretion of the court, a **right to obtain from the superior court an order postponing any members’ meeting previously noticed for a period equal to the period of such delay.** Such right shall be in addition to any other legal or equitable remedies to which the member may be entitled.(Amended by Stats. 1979, Ch. 724.) The court may order that if it is necessary for persons having to go to court to obtain rights under this section that **Attorney’s fees may be ordered.**

2. **The NDP petition is only required to meet the 1% threshold.** The PNB’s bylaws proposal mid-year to change the signature threshold from 1% to 5% cannot be in effect because it was never properly noticed to the membership via broadcasts, as required by the bylaws. In addition, changing the bylaws amendment signature threshold directly affects member rights and therefore required a membership referendum to go into effect.

3. **Any members on the membership list provided to NDP should be counted as current members for purposes of signature verification.** The membership list Pacifica eventually provided to NDP was very out-of-date (January 1, 2020), having no members who joined since January 2, 2020 and including all members who have let their membership lapse since that time. Pacifica has repeatedly refused to provide NDP with an up-to-date membership list. **In addition, any members who have joined Pacifica since January 2, 2020 should be considered as current members for the signature verification.**

4. **Because no current or up-to-date membership list is available (according to Pacifica’s counsel), the membership number from which the 1% is calculated should be 41,760** (43,052 total membership as of January 1, 2020, less 3% , the estimated drop in total membership since January 1). **1% of 41,760 = 418 signatures required**

5. **Because the 3,000 signatures filed clearly exceeds the 1% threshold, the PNB should set the notice date of October 24 without further delay,**

6. **The signature verification process should occur during the notice period.** During the Notice period, an up-to-date membership list can be developed. And then, the signatures can be verified against the membership list.

7. **We propose the following bylaws referendum calendar:**

1. NDP Petition filed October 19, 2020
2. PNB to set Notice Date of October 24 at the October 19 PNB meeting.
3. Notice Period October 24 – December 9 (45 days)
4. PNB vote on NDP bylaws Thursday, December 10
5. The balance of the calendar can be determined later.

8. **Directors’ inspection of membership lists by Friday, October 23.** I hereby request the iED make arrangements to allow me or my designee access to review the current membership lists at each station by Friday October 23, pursuant to our Bylaws and Corporation Code.

9. **Documentation of signature verification process.** As director, I expect the full documentation of which of the 3000 signatures were disallowed and for what reason, to be kept and made available upon request, including if the membership expired, what that expiration date was.

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Jan Goodman

KPFK, 90.7 FM, Los Angeles

Monday, October 19, 2020

Pacifica National Board

7:30 PM ET

Teleconference

Emergency Session: Meeting to set Notice Date for Pacifica Bylaws Amendments & Consideration of other matters relating thereto.

Purpose: Set Notice Date of Bylaws Amdmt, Consideration of Related matters

Committee Members

Agenda

[View Text](#)

Meeting called by Directors

Jan Goodman

Wally James

Lynden Foley

Jan Goodman

Posted: 10/12/2020 - 8:30 PM

jangoodman.kpfk@gmail.com

Updated :10/12/2020 - 8:30 PM

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

Respectfully submitted,
Grace Aaron, Pacifica National Board Secretary