

Minutes

WBAI Local Station Board July Meeting

Call to Order

Regular meeting of the WBAI Local Station Board, convened remotely due to Governor's shelter in place order. Held via Zoom on Wednesday July 8th, 2020.

Meeting is called to order at 7:15 pm, and presided over by Carolyn McIntyre with Charlotte Albrecht as Secretary. Timekeeper is Amy Wilson. *Note:* Unfortunately, this meeting seems to have not been recorded as usual, so there is no audio or visual record.

Approval of Agenda

Agenda is adopted with "to be chaired by lsb chair" added to item #6, no objections. See below.

1. Convene meeting.
2. Adopt Agenda. (20 minutes)
3. Roll Call, including verifications respecting telephone attendees. (2 minutes)
4. Excuse absences. (5 minutes)
5. Approve outstanding minutes (5 minutes)
 - a. March 11, 2020
 - b. May 10, 2020
 - c. June 10, 2020
6. Recess to Delegates Assembly to be chaired by the LSB chair.
7. Report from PNB Governance Committee Members, including about Bylaws. (1 minute)
8. Report from Pacifica National Board Directors Including Re By-Laws. (60 minutes report and 30 minutes discussion).
 - a. Proposed amendment: "Proposed Bylaws Amendment to Shorten the Bylaws Amendment Process"
 - b. Proposed amendment: "Increase required number of signatures to amend the bylaws from 1 percent to 5 percent"
 - c. Proposed amendment: "Modify Pacifica Foundation Name" — add the word Inc. so that the name of this corporation is the PACIFICA FOUNDATION, INC.
9. Resume WBAI LSB meeting
10. General Manager's Report. (8 minutes report and 8 minutes for questions)
11. Report from Interim Program Director. (3 minutes 3 minutes for questions)
12. Treasurer's Report and Voting on Finance Committee Motions (10 Minutes)
13. Report on Fundraising (10 minutes)
14. Report on Town Halls (2 minutes)
15. Report of LSB Committee of Inclusion. (2 minutes)
16. Discussion: Performance Review of Interim Program Director. (3 minutes)
17. Resolution to Form Governance Committee. (William Heerwagen) (10 minutes)
18. Report of Community Advisory Board. (2 minutes)

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19. Public Comment. (30 minutes- 2 minutes maximum per speaker before next in queue to speak- Must always begin no later than 9:15 PM)
20. Unfinished Business. (5 minutes)
21. New business. (5 minutes)
22. Adjourn no later than 9:45 PM. (EST).

Attendance

Voting members in attendance (19): Safia Albaiti, Charlotte Albrecht, Mitchel Cohen, Jack DePalma, Jack Devine, DeeDee Halleck, William Heerwagen, R. Paul Martin, Basir Mchawi, Hazel Pinder, Ralph Poynter, Shawn Rhodes, James Sagurton, Max Schmid, Alex Steinberg, Marilyn Vogt-Downey, Michael White, Amy Wilson, Carolyn McIntyre.

Ex-officio: Berthold Reimers, General Manager.

Randy Credico, King Downing, Ana Garcia, Errol Maitland, and Sharonne Salaam are absent. Michael motions to excuse today's absences.

Mitch wants it noted that he objects, but doesn't want to put us through a roll call vote. Jack DePalma asks if there are rules against people being continually absent. The answer is yes, but we haven't been following them closely. Something to discuss. Absences are excused.

Approval of Minutes

[March 11, 2020](#), [May 10, 2020](#), and [June 10, 2020](#) are adopted with no objections.

Delegates Assembly

Delegates Assembly chaired by the LSB Chair begins at 7:25.

Report from Pacifica National Board Directors. Presented by Alex Steinberg. Charlotte reads the proposed Pacifica bylaws amendments aloud. (The [PNB Open Session on 6/25/20](#) were provided earlier for reference, as well.)

- "Modify Pacifica Foundation Name" — add the word Inc. so that the name of this corporation is the PACIFICA FOUNDATION, INC. *Referred to as amendment #1.*
- "[Proposed Bylaws Amendment to Shorten the Bylaws Amendment Process.](#)" Would streamline bylaws amendment process in the future and make changes in the articles of incorporation so Pacifica is in conformity with existing law. Some aren't correct now, so a legal technicality blocked Pacifica from getting an approval for tax exemption. WBAI PNB directors strongly recommend. *Referred to as amendment #2.*
- "[Increase required number of signatures to amend the bylaws from 1 percent to 5 percent.](#)" Raise threshold of number of member signatures required to force a

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referendum. Current threshold is 1% of membership. This amendment would raise that threshold to 5%. Additionally, the petition will also now state "I support the following amendment." *Referred to as amendment #3.*

Our PNB directors are in favor (James, Ralph, Shawn, and Alex) are in favor of all three.

James says we have to change the Pacifica name so it's the same as it is in the Alameda Board of Taxation. Adding "Inc" does not change the nature of the foundation. Will save us a half million dollars!

Alex speaks in support of #3, say it's easy to send out an electronic petition and members may sign even though they do not support. Michael also states support as a member of the national Governance Committee. Shawn echoes sentiments of fellow directors. Recommends we do a roll call vote so it's on record. We need 13 members to vote yes in order to consider one of these amendments as endorsed by the LSB.

The opinion of Pacifica's legal counsel is that these amendments are valid. We shouldn't have to pay money to make technical adjustments. Also changes arbitrary choices that exist, like how the PNB has to vote before the LSBs. Would no longer matter with this amendment.

Alex: Objections from others on the board to amendment #3 is that take away member rights. But legal counsel says that member rights are narrowly defined as the right to vote. All of the actors who can vote in a referendum now would still be able to vote. What #3 does do is make it more difficult for a small minority of people to force a referendum—and for Pacifica and WBAI pay the costs of it. A huge financial hit — last one cost over 100,000. The changes provide a higher bar and protect Pacifica and WBAI. Hazel says voting yes is a good idea so that something like this fall's takeover doesn't happen again. Sofia wants to thank the PNB reps for pushing to save democracy at Pacifica!

Delegates assembly vote on Pacifica bylaws amendments. Each is voted on in separately, by roll call vote. Though the Chair may only vote in case of a tie (and thus her vote is not included in these totals) Carolyn states her support for all three. [Link to the roll call vote record.](#)

- Pacifica bylaws amendment #1 (add "inc." to name) PASSES with 18 for, 0 against, 0 abstentions.
- Pacifica bylaws amendment #2 ("shorten bylaws amendment process") PASSES with 17 for, 0 against, 1 abstention.
- Pacifica bylaws amendment #3 (changing threshold for signatures) PASSES with 17 for, 0 against, 1 abstention.

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Great to have consensus and unity on the board. Good vibes as we return to our regularly scheduled LSB meeting.

General Manager's Report

Programming. Berthold and Linda discuss programming business first. The schedule is now as permanent as possible. The new schedule will be mailed with premiums. A PDF of the calendar should be done by Monday.

Indivisible is reevaluating their capacity, so could be an open slot there. Berthold agrees that it would be better not to make schedule changes so frequently, but it's a process of adjustment that happened in a time of upheaval. Some more discussion of potential changes, but not much detail. Berthold stands by Linda's actions and is confident in our programming. New will shows need time to build an audience and those whose time slots changed should be working on letting listeners know.

Finances. Berthold provided these documents in advance: [A/P Aging Summary as of July 2](#), ["CPB Pay"](#), [WBAI Income Statement 10/01/2019 to 06/30/2020](#). He says negative by 1200 per month is actually pretty good.

Question and Answer. Carolyn: is listenership high enough to get a CPB grant? Berthold: [missed this part]. Dee Dee: we should seek donor and foundation money focused around specific social justice issues.

Michael: are you posting positions for replacing Andrea Katz who is leaving soon? Can you update on how you're thinking of structuring (number of hires, descriptions, timeline)? Berthold: Thinking 3 part time people at \$20,000, could also do 2 at \$30,000. Wants to post Social Media Manager position immediately and hire by August or September. Would work closely with webmaster.

Mitch: did Melissa (landlord) ever cut studio space since the threat of rent increase around the time of the takeover? Berthold: Yes, cut. But rent is still \$5,300 a month and hasn't ever increased over 5 years—very generous. Will look at floor plans with an architectural advisor but thinks we can make less space work.

Treasurer's Report and Finance Committee Motions

R. Paul presents the [Treasurer's Report](#). Got the loan! Can make payroll and have opportunity to make up some payments for the loan. And so should the rest of pacifica. Pac should be able to get like 60% forgiven, maybe even more. Also possible: "economic injury disaster loan" would

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be even larger. If we do get it, it would have to be paid back, but over a long term. FY19 audit was not posted on June 30th. No CPB grants again.

Finance Committee motions:

1. "Whereas during the month of October 2019, early in a fund drive, in an out-of-process seizure that included dismantling the main studio, mass dismissal of staff, and forced remote programming, WBAI was not under the control of local management and was being programmed by/from Berkeley and Washington, D.C., be it hereby resolved that the WBAI LSB Finance Committee recommends to the WBAI LSB that it request of the PNB that WBAI's Central Services payment for October 2019, be waived." Passes without objection.
2. "Whereas, a WBAI bequest of approximately \$85,000 was used in 2017, as a matching fund in a national fundraiser; the WBAI LSB Finance Committee recommends to the WBAI LSB that it request of the PNB that WBAI's Central Services be credited for that Amount."

R. Paul: specifically marked for BAI but never got it. National Finance Committee has also been requesting this. James: normally Central Services would be used for stuff like the audit. *Passes with no objections.*

Michael motions to extend time by 5 minutes. Second, no objections.

3. "Whereas, in 2018, the remains of a New Jersey estate left to WBAI/"Pacifica Foundation New York" ~~totaled approximately \$60,000~~ an appreciable amount of money but was received and retained at the National Office, the WBAI LSB Finance Committee recommends to the WBAI LSB that it request of the PNB that WBAI's Central Services be credited for that amount."

R. Paul: Similar situation. James: Berthold, thought it was more like \$68,000. Can we correct that? B suggests removing amount. R. Paul: does that work? Amendment is incorporated (reflected above) with no objections. Motion passes with no objections.

Other Reports

Note from Secretary: unfortunately, I did not take notes for the last 20 or so minutes, so these may be a bit incomplete.

Report on Fundraising. Safia reports. We voted to establish a "LSB Covid-19 emergency fundraising campaign," recognizing that the lack of independent media reporting itself represents an important piece of this crisis— COVID-19 and WBAI are both in states of

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emergency. Safia will send out an email to schedule another committee meeting for August to discuss grant research, ideas for premiums, etc.

Report of LSB Committee of Inclusion. They're all in touch with one another, but I don't believe they've had their first meeting yet.

We briefly discuss the "Performance Review" of the Interim Program Director, which was the subject of some disagreement and procedural intrigue. [*Note: I don't remember much about this, to be honest!*]

William waives his previous "Resolution to Form Governance Committee." It's been on the agenda for months (since the bylaws referendum) and we've never gotten to it. He'd still be interested in the idea but the original motion is kind of moot right now.

And that's all, folks! We finish on time.