

Draft MINUTES
Emergency Pacifica National Board OPEN Session
Teleconference Meeting
Thursday, December 16, 2021, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Chris Cory, KPFA, Listener - p Vanessa Dixon-Briggs, WPFW, Listener - p Lynden Foley, KPFT, Listener - p Heather Gray, WRFG, Affiliate - p Julie Hewitt, WPFW, Listener - p Sabrina Jacobs, KPFA, Staff - p Wally James, KPFT, Staff - p DeWayne Lark, KPFT, Listener - p Ali Lexa, KPFK, Staff - p Thomas O'Rourke, WPFW, Listener - p	Ron Pinchback, WPFW, Staff - p Ralph Poynter, WBAI, Listener - p Lydia Ponce, KPFK, Listener - p Sandra Rawline, KPFT, Listener, Vice-Chair - p Lawrence Reyes, KPFK, Listener - p Shawn Rhodes, WBAI, Staff - p James Sagurton, WBAI, Listener - p Alex Steinberg, WBAI, Listener, Chair - p Andrea Turner, KPFA, Listener - p Elizabeth von Gunten, KPFK, Listener - p Tom Voorhees, KPFA, Listener - p
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Others:

Lydia Brazon, Interim Executive Director - p
Anita Sims, Interim Chief Financial Officer - exc
Polina Vasiliev, PNB Secretary - exc
Arthur Schwartz, Pacifica Counsel
John Tatum, Parliamentarian - p
Marianne Edain, 2021 Recording Secretary - p

1. Preliminary items 5 min.

- A. Call to order – the meeting was called to order at 8:43 pm
- B. Roll Call - a quorum was present
- D. Excused Absences – none
- E. Identify Timekeepers
 - people – Lynden Foley
 - topics – Thomas O'Rourke

2. Agenda approval 5 min. – the agenda was approved as presented

3. Minutes approval - 3 min There were no minutes available to be approved.

4. Interviews with Affiliate Director candidates and election of Affiliate Directors for 2022 (60 minutes)
A third candidate was proposed as Affiliate Director. The Chair ruled that this candidate was not eligible. That ruling was challenged. A yes vote was to uphold the chair's ruling.
Voting yes were Chris Cory, Lynden Foley, Wally James, Ali Lexa, Sandra Rawline, Shawn Rhodes, James Sagurton, Beth von Gunten, and Alex Steinberg.
Voting no were Vanessa Dixon-Briggs, DeWayne Lark, Thomas O'Rourke, Lydia Ponce, Ron Pinchback, Ralph Poynter, and Lawrence Reyes.
The vote being 9 yes and 7 no, the chair's ruling was sustained.

The two candidates, Mr Bert Cohen and Ms Heather Gray, spoke.

During the presentation, board member DeWayne Lark was removed from the meeting. That removal was challenged and the matter was brought to a vote. A yes vote was to uphold the removal.

Voting yes were Lynden Foley, Wally James, Ali Lexa, Sandra Rawline, Shawn Rhodes, James Sagurton, Beth von Gunten, and Alex Steinberg.

Voting no were Vanessa Dixon-Briggs, Julie Hewitt, Sabrina Jacobs, Thomas O'Rourke, Lydia Ponce, Ron Pinchback, Ralph Poynter, and Lawrence Reyes

the vote being 8 yes and 8 no, the chair's ruling was upheld

There was discussion on how to appoint the 2 affiliate directors. It was determined that, as per the bylaws, a vote would take place, by the single transferable voting method.

Julie Hewitt moved and Lynden Foley seconded *that the board conduct a single transferable vote by email, with a deadline of January 7, 2022.* There being no objection, the motion carried.

5. Discussion and vote on 4 proposed bylaws amendments. (45 minutes)

Bylaw amendment #1 would *extend the terms of directors from 1 to 2 years, with no more than 6 consecutive years on the board, allowing for a 1 year hiatus before re-joining the board. Delegates to meet in January of each year to nominate up to 4 new delegates and up to 3 listener directors, and 1 staff director.* See specific language in addendum #2.

The amendment was put to a vote.

Voting yes were Vanessa Dixon-Briggs, Lynden Foley, Heather Gray, Julie Hewitt, Ali Lexa, Thomas O'Rourke, James Sagurton, Beth von Gunten, Tom Voorhees, and Alex Steinberg.

Voting no were DeWayne Lark, Lydia Ponce, Ralph Poynter, Lawrence Reyes, and Shawn Rhodes.

There being 10 yes votes and 5 no votes, the motion carried.

The second amendment proposed was *to compensate Pacifica for damages from irresponsible and frivolous lawsuits. If a member sues Pacifica for malfeasance and loses, the member is liable for damages.* See specific language in addendum #3.

The amendment was put to a vote.

Voting yes were Vanessa Dixon-Briggs, Heather Gray, Julie Hewitt, Thomas O'Rourke, Ron Pinchback, Ralph Poynter, Shawn Rhodes, James Sagurton, Beth von Gunten, and Tom Voorhees.

Voting no were Lynden Foley, Wally James, DeWayne Lark, Lydia Ponce, and Lawrence Reyes.

There being 10 yes votes and 5 no votes, the motion carried.

The third amendment proposed *to remove members who harm Pacifica by performing a disqualifying act, the purpose of which is to seize Pacifica's funds or to instigate violence toward Pacifica. Charges would be brought before the PNB, with 30 days' notice. The disqualification would run for 5 years.* See specific language in addendum #4.

The amendment was put to a vote.

Voting yes were Chris Cory, Vanessa Dixon-Briggs, Heather Gray, Julie Hewitt, Ron Pinchback, Shawn Rhodes, James Sagurton, Beth von Gunten, Tom Voorhees, and Alex Steinberg.

Voting no were DeWayne Lark, Thomas O'Rourke, Lydia Ponce, Ralph Poynter, Lawrence Reyes, and Andrea Turner.

There being 10 yes votes and 6 no votes, the motion carried.

The fourth proposed amendment concerns a change to voting in approval of bylaw amendments, *allowing for a maximum of 2 ballots per year for bylaw amendments, and requiring a 5 year hiatus between membership petition referenda.* See specific language in addendum #5.

The motion was put to a vote.

Voting yes were Vanessa Dixon-Briggs, Heather Gray, Julie Hewitt, Ron Pinchback, Shawn Rhodes, James Sagurton, Beth von Gunten, Tom Voorhees, and Alex Steinberg.

Voting no were Chris Cory, Lynden Foley, Wally James, DeWayne Lark, Thomas O'Rourke, Lydia Ponce, Ralph Poynter, Lawrence Reyes, and Andrea Turne
There being 9 yes votes and 9 no votes, the motion failed.

It was pointed out that Article 17, sec 1, stipulates a requirement for a minimum of 12 yes votes on bylaw amendments, so all 4 motions fail.

6. Discussion and vote on motion to amend a motion previously adopted. (Lydia Ponce) (15 minutes)
See appendix item 1 below.
There being no objection, the motion to amend was adopted.

7. The meeting adjourned at 11:06 pm

The following agenda items were not addressed:

- 8. Report from iED Lydia Brazon. (10 minutes)
- 9. Report from iCFO Anita Sims (10 minutes)

APPENDIX:

- 1. Motion from Lydia Ponce to amend a previously adopted motion.

Whereas murderous violence against women including state violence has reached epidemic proportions around the world and within the US and,

Whereas the indigenous-led movement for justice for Missing Murdered Indigenous Women Girls and Relatives (MMIWGR) highlighted the connection between exploitive, extractive energy industries and such killings, the disappearance on Turtle Island (continent of North America) and,

Whereas despite a brief round of criticism over "missing white women syndrome" in the ongoing corporate media coverage of the disappearance and the murder of Gabby Petito, no corrective measures have been taken by such media to cover the far more numerous disappearances and killings of Indigenous women, or to uplift or humanize the victims or survivors of such violence or their efforts for justice, therefore,

Be it resolved, that the Pacifica Foundation develop a national programming team that will produce a show for syndication in collaboration with activists working to overcome these serious and deadly social and economic issues rooted in racism, colonialism, genocide, patriarchy, economic exploitation, focusing on the lives and histories of missing and murdered indigenous women, and on the struggles of indigenous peoples in the US and around the world to expose and seek justice in such cases to prevent further such deaths disappearances and anti-women anti-indigenous violence.

Proposed Amendment to Pacifica Bylaws : Terms of Directors

Current bylaws

Article Five, Board of Directors of the Foundation, Section 2: Term

The term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term.

Replaced by:

The term of a Station Director shall be two years or until said Station Director is termed out as a Delegate, whichever comes first. A Station Director may serve no more than six consecutive years. A Station Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's sixth consecutive year on the Pacifica National Board. This section goes into effect with the seating of the Board of Directors for 2022 and does not affect the terms of Station Directors who were elected prior to January 2022.

Current bylaws

Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors

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..

Proposed Amendment to Pacifica Bylaws : Compensation for Incurring Financial Damage

Current bylaws

Article Three, Members of the Foundation, Section 1: Members Defined

There shall be two classes of members: (A) "Listener-Sponsor Members" and (B) "Staff Members", who shall collectively be referred to as "Members."

A. LISTENER-SPONSOR MEMBERS

"Listener-Sponsor Members" shall be any natural persons who within the preceding 12-month period: (1) have contributed a minimum of \$25 to any Foundation radio station, or such minimum amount as the Board of Directors may from time to time decide; or (2) have volunteered a minimum of three (3) hours of service to any Foundation radio station. Said contribution shall be considered non-refundable. Said volunteer work shall be performed under the supervision of the Foundation radio station management, and shall include volunteer work on committees of the Local Station Board. Where a contribution is made jointly by two individuals and the contribution is in an amount equal to or more than the annual membership contribution required for two memberships (as set by the Board from time to time), then each of the joint donors shall be considered an individual and separate Listener-Sponsor Member. (For example, if John and Mary Smith jointly contribute \$50.00 or more, then John Smith and Mary Smith will each be Members and will each have individual and separate Membership rights. However, if John and Mary Smith jointly contribute \$40.00, then they shall jointly share one membership.)

B. STAFF MEMBERS

"Staff Members" shall be: (1) any non-management full-time or part-time paid employee of a Foundation radio station; or (2) any member of a Foundation radio station "Unpaid Staff Organization" or "Unpaid Staff Collective Bargaining Unit" which has been recognized by station management, or, if the station has neither such organization or bargaining unit, then any volunteer or unpaid staff member of a Foundation radio station who has worked for said radio station at least 30 hours in the preceding 3 months, exclusive of fundraising marathon telephone room volunteer time. Said volunteer work shall be performed under the supervision of the Foundation radio station management and shall not include volunteer work on committees of a Local Station Board. Radio station management employees and Foundation staff employees who are not employed at a Foundation radio station shall not qualify as Staff Members, however, such employees may qualify as Listener-Sponsor Members by contributing the requisite minimum dollar amount as set forth in Section 1(A) of this Article of these Bylaws.

Addition to bylaws under Article Three Section 1, a new item D (Underlined)

Proposed Bylaws Amendment – Limit on the frequency of referendums initiated by membership petition

Current bylaws: Article Seventeen Section B

(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.

Add the following language at the end of this section B item 3:

In the event that a membership referendum is initiated by a petition of the membership, a minimum period of 5 years must have elapsed from the most recent previous referendum initiated by membership petition. The most recent referendum initiated by a membership petition as of the time of the passage of this section of Article Seventeen, Section B, was July, 2021.

REVISIONS TO SECTION B(1)

Here is current text:

B. VOTING AND APPROVAL

(1) There shall be a maximum of 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 Amendment to Pacifica Bylaws : Disqualifying act for membership

Current bylaws

Article Three, Members of the Foundation, Section 1: Members Defined

There shall be two classes of members: (A) "Listener-Sponsor Members" and (B) "Staff Members", who shall collectively be referred to as "Members."

A. LISTENER-SPONSOR MEMBERS

"Listener-Sponsor Members" shall be any natural persons who within the preceding 12-month period: (1) have contributed a minimum of \$25 to any Foundation radio station, or such minimum amount as the Board of Directors may from time to time decide; or (2) have volunteered a minimum of three (3) hours of service to any Foundation radio station. Said contribution shall be considered non-refundable. Said volunteer work shall be performed under the supervision of the Foundation radio station management, and shall include volunteer work on committees of the Local Station Board. Where a contribution is made jointly by two individuals and the contribution is in an amount equal to or more than the annual membership contribution required for two memberships (as set by the Board from time to time), then each of the joint donors shall be considered an individual and separate Listener-Sponsor Member. (For example, if John and Mary Smith jointly contribute \$50.00 or more, then John Smith and Mary Smith will each be Members and will each have individual and separate Membership rights. However, if John and Mary Smith jointly contribute \$40.00, then they shall jointly share one membership.)

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Addition to bylaws under Article Three Section 1, a new item C (Underlined)

Meeting Notice:

**Thursday, December 16, 2021
Pacifica National Board**

**8:30 PM ET
Teleconference**

Purpose: Affiliates Directors' Election and other matters.

Committee Members

Part of the meeting might be conducted in executive session.

Polina Vasileva

Posted: 12/08/2021 - 11:36 AM

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

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Updated :12/10/2021 - 12:29 PM