

Draft Agenda - Public Version
Special Pacifica National Board Session
Teleconference Meeting
Thursday, December 29, 2022, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)
Directors:

Teresa J. Allen, KPFT, Listener Burt Cohen, Affiliate Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener, Chair Evelia Jones, KPFK, Listener Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener	James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Lawrence Reyes, KPFK, Listener Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Mark Van Landuyt, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Markisha Venzant-Sampson, National Business Manager
John Tatum, Parliamentarian
Polina Vasiliev, Secretary

1. Preliminary Items – 5 min.
 - A. Call to Order by Chair
 - B. Roll Call
 - C. The chair reads the report out from the December 15, 2022 meeting:
The PNB met in closed session to discuss confidential financial, legal, personnel and disciplinary matters.
 - D. Excused Absences
 - E. Identify Timekeepers & Recording Secretary
2. Agenda approval – 5 min.
3. Approve Minutes of 12/8/22 and 12/15/22– 5 min.
4. Update on Lawrence Reyes – 5 min.
5. Motion to affirm and assert the intent of recent PNB Resolutions regarding the 2022 Pacifica Elections – 20 min.
6. Motion on Recent Actions by KPFK LSB – 20 min.

7. ED Report and Q & A – 20 min.
8. General Counsel Report and Q & A – 10 min.
9. Unfinished business – 1 min.
 - a) Fixing the underwriting motion
10. New Business – na
 - Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
 - Any motions sent after, if voted onto the agenda as an amendment.
11. Motion to Move into Executive Session at a time certain of 10:00 pm ET – 1 min.
12. *Disciplinary matter – 20 min.*
13. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
14. *Report-out for kpfix.org and for reading at the next open session – 3 min.*
15. Rise and report (includes reading the report-out) – 1 min.
16. Adjourn at a time certain of 12am midnight ET.

APPENDIX

5. Motion to affirm and assert the intent of recent PNB Resolutions regarding the 2022 Pacifica Elections

Whereas recent PNB resolutions acknowledge the inherent conflict between the bylaws requirement to hold regular elections and the financial impossibility to do so;

Therefore be it resolved that the PNB affirms and asserts the intent of recent PNB Resolutions to resolve the dilemma by postponing elections until sufficient funding can be secured, with all Delegates and runners up without exception to remain in place until the next election, with any individual vacancies to be filled according to standard Pacifica protocol.

Be it further resolved that, as a committee of the PNB without authority to act autonomously or to overrule PNB resolutions, all actions taken at the December 18, 2022, KPFFK LSB meeting to alter the composition of its LSB and to hold elections for 2023 KPFFK LSB Officers, are null and void. New nominations and elections for 2023 KPFFK LSB Officers shall be held following restoration of the KPFFK LSB composition to the status quo ante. The recent irregular election of a 2023 KPFFK LSB Treasurer is not recognized.

6. Motion on Recent Actions by the KPFK LSB

Whereas,

The Pacifica National Board thoroughly explored options for addressing term limits in the context of the Delegate elections not being held in 2022, announced as such due to exigent circumstances, and voted on October 20, 2022 to extend term limits until the next election for delegates at the end of six-year terms, confirmed this decision in two subsequent votes and communicated the decision about these term extensions in writing to all five stations;

The KPFK LSB met on December 18, 2022 and took actions that directly contradicted the Pacifica National Board decision including removing three Delegates with six-year terms (Sandy Childs, Ali Lexa, Barbara Marbach) and replacing them with persons on the alternates list who had not been elected;

The KPFK LSB, at its meeting on December 18 without valid LSB membership by excluding three eligible members and including three persons not eligible for LSB membership, conducted improper nominations for officers and initiated the remote balloting process;

Pacifica Foundation Bylaws Article Seven, Section 4: Other Local Station Board Powers and Authority provide: By resolution, the Foundation's Board of Directors may delegate any other corporate powers it deems appropriate to an LSB with regard to that specific radio station. Any such power delegated to an LSB is subject to revocation at any time by the Board of Directors. Any and all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.

Now therefore be it resolved that,

The meeting of the KPFK LSB held on December 18, 2022 was not a valid meeting because the LSB was not properly constituted due to the removal of three members with six-year terms and the illegal seating of three alternates who were not elected in contravention of the decision by the Pacifica National Board and that all actions taken at that meeting are declared null and void including the the nomination of candidates for offices and authorization of the distribution of ballots;

The Directors validly elected by the KPFK LSB in 2022 to serve on the Pacifica National Board will continue to serve in their capacities as Directors until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board;

Those persons supporting these actions are called upon to immediately remedy their defiance of the stated Pacifica National Board decision regarding extending term limits for six-year terms

and reconduct the business on its agenda for December 18 with the LSB restored to its proper composition;

KPFK LSB members who fail to cure the actions invalidated by the Pacifica National Board will be subject to disciplinary actions as warranted;

And these procedures will pertain to any Local Station Board acting in defiance of the Pacifica National Board decision to extend six-year term limits until the next election of Delegates.

MEETING NOTICE:

Thursday, December 29, 2022

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Regular meeting of the PNB; some of the meeting may be in executive session.

Committee Members

The PNB passed a motion to meet weekly for the near term at its October 27th meeting.

Julie Hewitt

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Posted: 11/02/2022 - 9:21 PM

Updated: 12/10/2022 - 3:01 PM