

**Approved Minutes**  
**(approved on March 5, 2020)**  
**Special Pacifica National Board Open Session**  
Teleconference Meeting  
**Thursday, February 20, 2020 8:30 pm ET**  
**All times are Eastern Time**  
**(meeting notice appended to the end of this agenda)**

**Directors:**

Grace Aaron, KPFK, Listener	Ron Pinchback, WPFW, Staff <i>absent/excused</i>
Robin Collier, KCEI, Affiliate	Ralph Poynter, WBAI, Listener
Chris Cory, KPFA, Listener	Lawrence Reyes, KPFK, Listener
Bill Crosier, KPFT, Listener	Shawn Rhodes, WBAI, Staff <i>late</i>
Rhonda Garner, KPFT, Listener <i>absent/excused</i>	Eileen Rosin, WPFW, Listener
Donald Goldmacher, KPFA, Listener <i>absent/excused</i>	Mansoor Sabbagh, KPFK, Staff <i>absent/excused</i>
Jan Goodman, KPFK, Listener	James Sagurton, WBAI, Listener
Sabrina Jacobs, KPFA, Staff <i>late</i>	Nancy Sorden, WPFW, Listener
Wally James, KPFT, Staff <i>late</i>	Alex Steinberg, WBAI, Listener
DeWayne Lark, KPFT, Listener	Tom Voorhees, KPFA, Listener
Martha Peterson, WPFW Listener <i>late</i>	

**Others:**

Lydia Brazon, Interim Executive Director  
John Tatum, Parliamentarian  
Arthur Schwartz, Pacifica Counsel  
Otis Maclay

<b>Item #</b>	<b>Description</b>	<b>Time</b>
	<b>Chair Pro Tem, Alex Steinberg, calls the meeting to order at 8:58 pm</b>	
<b>1.</b>	<b>Preliminary items</b>	<b>10 min.</b>
	A. Call to Order by Alex Steinberg, Chair Pro Tem	
	B. Roll Call – 13 members are present 9:00 pm	
	C. Election of Chair Pro Tem - Alex Steinberg is re-elected without objection 9:01 pm	
	D. Election of Vice Chair Pro Tem – Dewayne Lark is re-elected with 3 abstentions: Bill Crosier, Jan Goodman and Wally James	
	E. Election of Secretary Pro Tem – Grace Aaron is re-elected without objection	
	F. Excused Absences – Bill Crosier moves that all absences be excused. Motion passes without objection. Rhonda Garner, Donald Goldmacher, Ron Pinchback and Mansoor Sabbagh are excused.	
	G. Identify Timekeepers – Martha Peterson volunteers to keep time 9:06 pm	
<b>2.</b>	<b>Agenda Approval</b>	<b>5 min.</b>
	<b>Lawrence Reyes asks to have a discussion as to whether a motion by Dewayne Lark should be considered in open session, not closed session.</b>	
	<b>Motion fails: Yes: 3, No: 8, Abstain: 6</b>	
	<b>Yes: Lark, Poynter, Reyes</b>	

**No: Aaron, Collier, Cory, Crosier, Goodman, Jacobs, James, Rosin**

**Abstain: Peterson, Rhodes, Sagurton, Sorden, Steinberg, Voorhees**

**MOTION to approve Agenda passes: Yes: 15, No: 2**

**Yes: Aaron, Collier, Crosier, Goodman, Jacobs, James, Peterson, Poynter, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees**

**No: Lark, Reyes 9:30 pm**

**3. Minutes Approval - Approve Feb. 6, 2020 Open Session Minutes 3 min.**

**Minutes approved with one abstention from Bill Crosier.**

**4. MOTION from the iED: 10 min.**

1. Article II of the Articles of Incorporation shall be amended to read, at Section (a)

“To establish a Foundation organized and operated exclusively for charitable and educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation. The property owned by this organization is irrevocably dedicated to charitable and educational purposes meeting the requirements of Revenue and Taxation Code section 214. ”

2. Article VIII of the Articles of Incorporation shall be amended to read:

“Upon the liquidation, dissolution or abandonment of this Foundation, its assets, remaining after payment or provision of payment of all debts and liabilities of this organization, shall be distributed to an organization organized and operated for a charitable, scientific, hospital, or religious purpose meeting the requirements of Revenue and Taxation Code section 214..”

**The wording of the above Motion is amended by Robin Collier and Arthur Schwartz to read:**

**1. Article II of the Articles of Incorporation shall be amended to read, at Section (a)**

**“To establish a Foundation organized and operated exclusively for charitable and educational purposes no part of the net earnings of which shall inure to the benefit of any member of the Foundation. The property owned by this organization is irrevocably dedicated to charitable and educational purposes meeting the requirements of California Revenue and Taxation Code Section 214. ”**

**2. Article VIII of the Articles of Incorporation shall be amended to read:**

**“Upon the liquidation, dissolution or abandonment of this Foundation, its**

assets, remaining after payment or provision of payment of all debts and liabilities of this organization, shall be distributed to an organization organized and operated exclusively for a charitable and educational purpose meeting the requirements of California Revenue and Taxation Code Section 214.”

Amendments to motion are accepted without objection.

Amended motion is adopted without objection. 9:55 pm

5. Adjourn 10:01 pm

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All Times Eastern

[Back to the Calendar](#)

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Thursday, February 20, 2020

8:30 PM ET

Pacifica National Board

Teleconference

**Purpose:** Special meeting called by Directors Steinberg, Aaron, Gray and Sagurton.

**Committee Members**

Meeting called to reconstitute the Standing Committees of the PNB for the 2020 term. Also to certify ad hoc committees of the PNB for the 2020 term. Adopt procedure for election of Directors for each of the PNB committees on a pro tem basis until all 2020 Directors are seated. Also report from iED, report from iCFO and report from NES. Discussion on KPFA unpaid tax situation and referendum on bylaws rewrite. Some confidential legal and personnel issues will be discussed in Executive Session. Meeting called by Directors Steinberg, Aaron, Gray and Sagurton.

Alex Steinberg

[pnbalex@gmail.com](mailto:pnbalex@gmail.com)

Posted: 02/11/2020 - 4:09 PM

Updated :02/18/2020 - 7:34 PM

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