

Approved Minutes
Special Pacifica National Board Open Session
 Teleconference Meeting
Thursday, July 9, 2020 8:30 pm ET
(Approved on July 16, 2020)
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 <i>late</i>
Vanessa Dixon-Briggs, WPFW, Listener	Shawn Rhodes, WBAI, Staff
Lynden Foley, KPFT, Listener	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFFK, Listener <i>late</i>	James Sagurton, WBAI, Listener
Heather Gray, WRFG, Affiliate	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Akio Tanaka, 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 Simms, Interim Chief Financial Officer
 Arthur Schwartz, Pacifica Counsel
 John Tatum, Parliamentarian
 Otis Maclay, IT

Item # Description	Time
The Chair, Alex Steinberg, calls the meeting to order at 8:38 pm eastern time.	
1. Preliminary items	5 min.
A. Call to Order by Alex Steinberg, Chair 8:38 pm	
B. Roll Call Quorum is achieved with 19 members present.	
C. Excused Absences None submitted.	
D. Identify Timekeepers Lawrence Reyes for Items, James Sagurton for people.	
2. Agenda Approval (the meeting is paused for 6 minutes from 8:50 pm to 8:56 pm due to streaming problems)	5 min.
Nancy Sorden moves that an Agenda Item for Setting a Timeline for making the Affiliates a Unit be placed after Item #4 on the Agenda.	
Lawrence Reyes moves that this Agenda Item be Postponed until the next PNB meeting.	
Motion to Postpone passes without objection. 9:12 pm	
3. Minutes Approval – July 2, 2020 Open Session Minutes are approved. 9:12 pm	3 min.

4. Resume consideration of Jan Goodman’s Amendment to Chris Cory’s Motion to Remove and Replace the PNB Chair and Secretary. 10 min.

Jan Goodman’s Amendment:

Motion to elect Lawrence Reyes as pro-tem chair, and Darlene Pagano as pro tem secretary, to act as pro-tem officers until such time as new officers are elected, per the bylaws of Pacifica.

Amendment is Rejected without opposition.

Chris Cory’s original Motion:

Motion to Remove the Chair and Secretary of the PNB - Chris Cory

whereas the chair and secretary of Pacifica have an obligation to coordinate board activities and to entertain all points of view without favor and

whereas there have been continuous accusations that the chair and secretary have failed to breach board divisions, even going so far as to state that they are UNWILLING to speak to certain members of this board and

whereas the perspectives of the board minorities are rarely entertained, and never given serious consideration by the current chair and secretary, and

whereas the basic trust of all Directors is needed for proper board function, and

whereas the officers of Pacifica have failed to win the trust of the Directors of Pacifica,

be it resolved that the chair and secretary of Pacifica be heretofore removed and replaced by Lawrence Reyes (chair), and Darlene Pagano (secretary).

This Main Motion is Rejected without opposition. 9:26 pm

5. Vote to Rescind PNB policy adopted June 11, 2020 concerning Member Requests for Membership Lists, and replace with a Resolution approving sending the lists pursuant to the Pacifica Bylaws and California Corporations Code - Jan Goodman, Robin Collier, Lynden Foley (See Appendix for June 11, 2020 approved Resolution Regarding Requests For Membership Lists plus Pacifica Bylaws and California Corporation Code citations.) 20 min.

Motion to Rescind fails: Yes: 6, No: 13, Abstain: 3

Yes: Collier, Foley, Goodman, James, Rawline, Tanaka

No: Aaron, Dixon-Briggs, Gray, Lark, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Vasiliev, Voorhees

Abstain: Cory, Jacobs, Steinberg

6. Adjourn to Closed Session. 10:06 pm

The following items were not taken up:

6. Motion on Special Rule Limiting Agenda Approval to 20 minutes – Alex Steinberg 10 min.

Be it resolved that the Pacifica National Board adopts the following special rule governing future meetings of the Pacifica National Board:

The time set for agenda approval shall be 20 minutes.

7. Committee Reports

- | | |
|--|--------|
| a) Audit Committee – Eileen Rosin | 3 min. |
| b) Finance Committee – James Sagurton | 5 min. |
| c) Governance Committee – Lawrence Reyes | 5 min. |
| d) Personnel Committee – Alex Steinberg | 5 min. |
| e) Programming Committee | 5 min. |
| f) Strategic Planning Committee – Alex Steinberg | 5 min. |
| g) Development Taskforce – Nancy Sorden | 5 min. |
| h) Covid-19 Taskforce – Lawrence Reyes | 5 min. |

**8. LSB Responsibility for Posting and Recording all LSB and LSB Committee Meetings
- Grace Aaron as PNB Secretary**

Whereas, it is necessary that all Local Station Board meetings as well as LSB Committee meetings be properly noticed on KPFTX and,

Whereas, due to Covid-19 in person meetings are now being held by teleconference, significantly increasing the workload of Pacifica personnel to the point where the situation has become untenable,

Therefore, be it resolved that the Officers of Pacifica Local Station Boards arrange for:

- 1) The posting of all Local Station Board meetings as well as LSB Committee meetings on KPFTX.
- 2) The streaming of all above meetings when desired.
- 3) The recording of all meetings.
- 4) That all meeting recordings be made available to Otis Maclay within 24 hours of the meeting being held and that the name of the meeting as well as the date, and time the meeting started and ended be communicated.

Further, be it resolved that PNB Directors make sure that the above protocol be put in place as soon as possible, including assigning people to post, stream (if needed), record meetings and ensure that the agendas, minutes and recordings are posted on KPFTX.org. (It should be noted that only National meetings will be streamed on KPFTX.)

Further, be it resolved that LSB Officers and PNB Directors ensure that Community Advisory Board meetings are being held on a regular basis, that they are posted, streamed (when desired) and recorded as stated above.

9. iED Report & Q & A – Lydia Brazon

10 min.

10. Adjourn

APPENDIX

From PNB Open Meeting of June 11, 2020:

c) Recommended Motion Regarding Member Requests for Membership Lists – moved by Alex Steinberg

Whereas Pacifica Foundation members have the right "to inspect and copy the record of all members' names addresses..." and,

Whereas the Foundation has the responsibility to provide a "reasonable" means of accommodating said requests from members,

Be it resolved that a listserv shall be made available to listener members and,

That listener members will be sent an email message to opt-in to the listserv and,

That an "unsubscribe" option shall be included at the end of each posting to the listserv.

(See Appendix for Pacifica Bylaws and California Corporation Code citations appended to this motion).

Passes without objection. 10:31 pm

(c) A corporation may file a petition under this section more than **Pacifica Bylaws and California Corporation Code citations appended to the Motion on Membership Lists:**

**Article Twelve, Corporate Records, Report and Seal, Section 4:
Members: Inspection Rights**

Members of the Foundation shall have the following inspection rights, but only for a purpose reasonably related to such person's interests as a Member of the Foundation, and subject to the Foundation's right to provide a reasonable alternative method for achieving the Member's articulated purpose:

A. To inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Foundation, which demand shall state the purpose for which the inspection rights are requested. Where the Foundation reasonably believes that the

information will be used for an improper purpose, or where the Foundation provides a reasonable alternative to achieve the Member's articulated purpose, the Foundation may deny the Member access to its membership list and information;

B. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Foundation by the Member, for a purpose reasonably related to such person's interests as a Member, provided, however, that said Member will not be permitted to review sealed Minutes from closed meetings; and

C. To inspect and review copies of reports filed by the Foundation with the Attorney General consistent with Section 6324 of the California Corporations Code.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631]

(Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841]

(Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910]

(Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 13. Records, Reports, and Rights of Inspection [6310 - 6338]

(Chapter 13 added by Stats. 1978, Ch. 567.)

ARTICLE 3. Rights of Inspection [6330 - 6338]

(Article 3 added by Stats. 1978, Ch. 567.)

6330.

(a) Subject to Sections 6331 and 6332, and unless the corporation provides a reasonable alternative pursuant to subdivision (c), a member may do either or both of the following as permitted by subdivision (b):

(1) Inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand upon the corporation which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the secretary of the corporation, upon written demand and tender of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) The rights set forth in subdivision (a) may be exercised by:

(1) Any member, for a purpose reasonably related to the person's interest as a member. Where the corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to subdivision (c), it may deny the member access to the list. In any subsequent action brought by the member under Section 6336, the court shall enforce the rights set forth in subdivision (a) unless the corporation proves that the member will allow use of the information for purposes unrelated to the person's interest as a member or that the alternative method offered reasonably achieves the proper purpose set forth in the demand.

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) The corporation may, within 10 business days after receiving a demand under subdivision (a), deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose

identified in the demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivision (a) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subdivision (a).

(Amended by Stats. 1989, Ch. 451, Sec. 1.)

6331.

(a) Where the corporation, in good faith, and with a substantial basis, believes that the membership list, demanded under Section 6330 by the authorized number (Section 5036), will be used for a purpose not reasonably related to the interests as members of the person or persons making the demand (hereinafter called the requesting parties) as members or provides a reasonable alternative pursuant to subdivision (c) of Section 6330, it may petition the superior court of the proper county for an order setting aside the demand.

(b) Except as provided in subdivision (c), a petition for an order to show cause why a protective order pursuant to subdivision (d) should not issue shall be filed within 10 business days after the demand by the authorized number under Section 6330 or receipt of a written rejection by the authorized number of an offer made pursuant to subdivision (c) of Section 6330, whichever is later. The petition shall be accompanied by an application for a hearing on the petition. Upon the filing of the petition, the court shall issue a protective order staying production of the list demanded until the hearing on the order to show cause. The court shall set the hearing on the order to show cause not more than 20 days from the date of the filing of the petition. The order to show cause shall be granted unless the court finds that there is no reasonable probability that the corporation will make the showing required under subdivision (f).

10 business days after the demand or rejection under Section 6330, but only upon a showing the delay was caused by excusable neglect. In no event, however, may any petition under this section be considered if filed more than 30 days after the requesting parties' demand or rejection, whichever is later.

(d) Upon the return day of the order to show cause, the court may issue a protective order staying production of the list demanded until final adjudication of the petition filed pursuant to this section. No protective order shall issue under this subdivision unless the court finds that the rights of the requesting parties can reasonably be preserved and that the corporation is likely to make the showing required by subdivision (f) or the court is likely to issue a protective order pursuant to subdivision (g).

(e) If the corporation fails to file a petition within the time allowed by subdivision (b) or (c), whichever is applicable, or fails to obtain a protective order under subdivision (d), then the corporation shall comply with the demand, and no further action may be brought by the corporation under this section.

(f) The court shall issue the final order setting aside the demand only if the corporation proves:

(1) That there is a reasonable probability that the requesting parties will permit use of the membership list for a purpose unrelated to their interests as members; or

(2) That the method offered by the corporation is a reasonable alternative in that it reasonably achieves the proper purpose set forth in the requesting parties' demand and that the corporation intends and is able to effectuate the reasonable alternative.

(g) In the final order, the court may, in its discretion, order an alternative mechanism for achieving the proper purposes of the requesting parties, or impose just and proper conditions upon the use of the membership list which reasonably assures compliance with Sections 6330 and 6338.

(h) The court shall award reasonable costs and expenses, including reasonable attorneys' fees, to requesting parties who successfully oppose any petition or application filed pursuant to this section.

(i) Where the corporation has neither, within the time allowed, complied with a demand by the authorized number (Section 5036) under Section 6330, nor obtained a protective order staying production of the list, or a final order setting aside the demand, which is then in effect, the requesting parties may petition the

superior court of the proper county for a writ of mandamus pursuant to Section 1085 of the Code of Civil Procedure compelling the corporation to comply with the demand. At the hearing, the court shall hear the parties summarily, by affidavit or otherwise, and shall issue a peremptory writ of mandamus unless it appears that the demand was not made by an authorized number (Section 5036), that the demand has been complied with, that the corporation, pursuant to subdivision (c) of Section 6330, made an offer which was not rejected in writing within a reasonable time, or that a protective or final order properly issued under subdivision (d), (f) or (g) is then in effect. No inquiry may be made in such proceeding into the use for which the authorized number seek the list. The court shall award reasonable costs and expenses, including reasonable attorneys' fees, to persons granted an order under this subdivision.

(j) Nothing in this section shall be construed to limit the right of the corporation to obtain damages for any misuse of a membership list obtained under Section 6330, or otherwise, or to obtain injunctive relief necessary to restrain misuse of a member list. A corporation shall be entitled to recover reasonable costs and expenses, including reasonable attorneys' fees, incurred in successfully bringing any such action.

(Amended by Stats. 1979, Ch. 724.)

6332.

(a) Upon petition of the corporation or any member, the superior court of the proper county may limit or restrict the rights set forth in Section 6330 where, and only where such limitation or restriction is necessary to protect the rights of any member under the Constitution of the United States or the Constitution of the State of California. An order issued pursuant to this subdivision shall provide, insofar as possible, for alternative mechanisms by which the persons seeking to exercise rights under Section 6330 may communicate with members for purposes reasonably related to their interests as members.

(b) Upon the filing of a petition under subdivision (a), the court may, if requested by the person making the petition, issue a temporary order suspending the running of any time limit specified in Section 6330 for compliance with that section. Such an order may be extended, after notice and hearing, until final adjudication of the petition, wherever it appears that the petitioner may prevail on the merits, and it is otherwise equitable to do so.

(Added by Stats. 1978, Ch. 567.)

6333.

The accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

(Added by Stats. 1978, Ch. 567.)

6334.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

(Added by Stats. 1978, Ch. 567.)

6335.

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. The members may obtain such an order in a proceeding brought pursuant to Section 6331 upon the filing of a verified complaint in the proper county and after a hearing, notice of which shall be given to such persons and in such manner as the court may direct. 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.)

6336.

(a) Upon refusal of a lawful demand for inspection under this chapter, or a lawful demand pursuant to Section 6330 or Section 6333, the superior court of the proper county, or the county where the books or records in question are kept, may enforce the demand or right of inspection with just and proper conditions or may, for good cause shown, appoint one or more competent inspectors or independent accountants to audit the financial statements kept in this state and investigate the property, funds and affairs of any corporation and of any subsidiary corporation thereof, domestic or foreign, keeping records in this state and to report thereon in such manner as the court may direct.

(b) All officers and agents of the corporation shall produce to the inspectors or accountants so appointed all books and documents in their custody or power, under penalty of punishment for contempt of court.

(c) All expenses of the investigation or audit shall be defrayed by the applicant unless the court orders them to be paid or shared by the corporation.

(Amended by Stats. 1979, Ch. 724.)

6337.

In any action or proceeding under this article, and except as required by Section 6331, if the court finds the failure of the corporation to comply with a proper demand thereunder was without justification, the court may award the member reasonable costs and expenses, including reasonable attorneys' fees, in connection with such action or proceeding.

(Added by Stats. 1978, Ch. 567.)

6338.

(a) A membership list is a corporate asset. Without consent of the board a membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board a membership list or any part thereof may not be:

(1) Used to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by their corporation.

(2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the corporation.

(3) Used for any commercial purpose or purpose in competition with the corporation.

(4) Sold to or purchased by any person.

(b) Any person who violates the provisions of subdivision (a) shall be liable for any damage such violation causes the corporation and shall account for and pay to the corporation any profit derived as a result of such violation. In addition, a court in its discretion may award exemplary damages for a fraudulent or malicious violation of subdivision (a).

(c) Nothing in this article shall be construed to limit the right of a corporation to obtain injunctive relief necessary to restrain misuse of a membership list or any part thereof.

(d) In any action or proceeding under this section, a court may award the corporation reasonable costs and expenses, including reasonable attorneys' fees, in connection with such action or proceeding.

(e) As used in this section, the term "membership list" means the record of the members' names and addresses.

(Amended by Stats. 1996, Ch. 589, Sec. 18. Effective January 1, 1997.)

All Times Eastern

[Back to the Calendar](#)

Thursday, July 9, 2020

Pacifica National Board

8:30 PM ET

Teleconference

Emergency Session: Vote to Rescind PNB policy adopted June 11, 2020 concerning Member Requests for Membership Lists, and replace with a Resolution approving sending the lists pursuant to the Pacifica By-Laws and California Corporations Code.

and take up governance issues.

Review and Approve 2018 Audits

Meeting called by Jan Goodman, Robin Collier and Lynden Foley.

Purpose: Pacifica National Board Emergency Meeting Thursday,

[Committee Members](#)

Agenda

[View Text](#)

Jan Goodman

Posted: 07/02/2020 - 9:32 PM

jangoodman.kpfk@gmail.com

Updated :07/08/2020 - 10:29 AM

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

**Respectfully Submitted,
Grace Aaron, PNB Secretary**